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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 6/30/2012

Check here is Amendment ; Amendment Number:

This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: M&T BANK CORPORATION

Address: One M&T Plaza
 Buffalo, NY 14240

Form 13-F File Number: 028-00267

This 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 part of this form.

Person Signing this Report on Behalf of Reporting Manager

Name: Mark Czarnecki
 Title: President
 Phone: (716) 842-5291

Signature, Place & Date of Signing:

/s/ Mark Czarnecki, President	Buffalo, New York	7/16/2012
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[Signature]	[City, State]	[Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting managers 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 managers are reported in this report and a portion are reported by other reporting managers(s).)

List of Other Included Managers:

Form 13F File Number	Name
028-03980	Manufacturers & Traders Trust Company
028-11878	M&T Trust Company of Delaware, Inc.
028-10909	Wilmington Trust Investment Advisors, Inc.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
028-03742	Wilmington Trust Company
028-12629	Wilmington Trust Investment Management, LLC
028-06601	Wilmington Funds Management Corporation
028-03740	Wilmington Trust NA
028-10909	WTIA Investment Advisors, Inc.

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FORM 13-F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	3
Form 13-F Information Table Entry Total:	2,079
Form 13-F Information Table Value Total:	1,881,303

	(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.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	028-39800	Manufacturers & Traders Trust Company
3	028-10909	Wilmington Trust Investment Advisors, Inc.
4	028-11878	M&T Trust Company of Delaware, Inc.

PHARMACEUTICALS INC COM.....	COMMON STOCK	015351109	114	1144	SHARES		X	1	994	0	150
ALLEGHANY CORPORATION....	COMMON STOCK	017175100	1	3	SHARES		X	1	3	0	0
ALLEGHANY CORPORATION....	COMMON STOCK	017175100	7	21	SHARES		X	1	21	0	0
ALLERGAN INC....	COMMON STOCK	018490102	2895	31277	SHARES		X	1	30891	0	386
ALLERGAN INC....	COMMON STOCK	018490102	131	1414	SHARES		X	1	1414	0	0
ALLETE INC.....	COMMON STOCK	018522300	47	1125	SHARES		X	1	1125	0	0
ALLIANCE DATA SYSTEMS CORP...	COMMON STOCK	018581108	150	1108	SHARES		X	1	1108	0	0
ALLIANCE DATA SYSTEMS CORP...	COMMON STOCK	018581108	4	28	SHARES		X	1	28	0	0
ALLIANT TECH SYSTEMS INC....	COMMON STOCK	018804104	20	405	SHARES		X	1	405	0	0
ALLISON TRANSMISSION HOLDINGS.....	COMMON STOCK	01973R101	8	430	SHARES		X	1	430	0	0
ALLSCRIPTS HEALTHCARE SOLUTIONS INC..	COMMON STOCK	01988P108	245	22397	SHARES		X	1	22397	0	0
ALLSCRIPTS HEALTHCARE SOLUTIONS INC..	COMMON STOCK	01988P108	38	3450	SHARES		X	1	3450	0	0
ALLSTATE CORP...	COMMON STOCK	020002101	312	8894	SHARES		X	1	8894	0	0
ALLSTATE CORP...	COMMON STOCK	020002101	163	4658	SHARES		X	1	4658	0	0
ALPHA NATURAL RESOURCES.....	COMMON STOCK	02076X102	192	22079	SHARES		X	1	22079	0	0
ALPHA NATURAL RESOURCES.....	COMMON STOCK	02076X102	13	1500	SHARES		X	1	1500	0	0
ALTERA CORP COM.....	COMMON STOCK	021441100	445	13156	SHARES		X	1	13156	0	0
ALTRIA GROUP INC.....	COMMON STOCK	02209S103	9699	280714	SHARES		X	1	275459	0	5255
ALTRIA GROUP INC.....	COMMON STOCK	02209S103	4020	116360	SHARES		X	1	111135	0	5225
AMAZON.COM INC..	COMMON STOCK	023135106	8476	37117	SHARES		X	1	36706	0	411
AMAZON.COM INC..	COMMON STOCK	023135106	390	1709	SHARES		X	1	896	0	813

COM.....	COMMON STOCK	038222105	65	5689	SHARES	X		1	4689	0	1000
APPLIED MATERIALS INC											
COM.....	COMMON STOCK	038222105	50	4400	SHARES		X	1	3400	0	1000
AQUA AMERICA INC.....	COMMON STOCK	03836W103	45	1783	SHARES	X		1	1783	0	0
AQUA AMERICA INC.....	COMMON STOCK	03836W103	30	1200	SHARES		X	1	1000	0	200
ARCH COAL INC...	COMMON STOCK	039380100	10	1520	SHARES	X		1	1520	0	0
ARCHER DANIELS MIDLAND CO											
COM.....	COMMON STOCK	039483102	133	4500	SHARES	X		1	4500	0	0
ARCHER DANIELS MIDLAND CO											
COM.....	COMMON STOCK	039483102	351	11900	SHARES		X	1	6400	0	5500
ARCTIC CAT INC..	COMMON STOCK	039670104	18	500	SHARES	X		1	500	0	0
ARMSTRONG WORLD INDUSTRIES.....	COMMON STOCK	04247X102	31	625	SHARES	X		1	625	0	0
ARRIS GROUP.....	COMMON STOCK	04269Q100	274	19720	SHARES		X	1	19720	0	0
ARTESIAN RESOURCES CORPORATION											
CL A.....	COMMON STOCK	043113208	19	885	SHARES	X		1	885	0	0
ARUBA NETWORKS INC.....	COMMON STOCK	043176106	473	31422	SHARES	X		1	31422	0	0
ASHLAND INC.....	COMMON STOCK	044209104	196	2830	SHARES	X		1	2830	0	0
ASHLAND INC.....	COMMON STOCK	044209104	33	474	SHARES		X	1	474	0	0
ASPEN TECHNOLOGY INC.....	COMMON STOCK	045327103	35	1500	SHARES	X		1	1500	0	0
AT&T INC.....	COMMON STOCK	00206R102	15551	436086	SHARES	X		1	432056	0	4030
AT&T INC.....	COMMON STOCK	00206R102	11173	313311	SHARES		X	1	267460	0	45851
ATHENAHEALTH INC.....	COMMON STOCK	04685W103	36	450	SHARES	X		1	450	0	0
ATLAS AIR WORLDWIDE HOLDINGS.....	COMMON STOCK	049164205	33	750	SHARES	X		1	750	0	0
ATMOS ENERGY CORP.....	COMMON STOCK	049560105	1	30	SHARES	X		1	30	0	0
AUTODESK COM....	COMMON STOCK	052769106	436	12459	SHARES	X		1	12459	0	0
AUTODESK COM....	COMMON STOCK	052769106	35	1000	SHARES		X	1	1000	0	0
AUTOMATIC DATA PROCESSING INC.....	COMMON STOCK	053015103	1908	34273	SHARES	X		1	33473	0	800
AUTOMATIC DATA PROCESSING INC.....	COMMON STOCK	053015103	2139	38434	SHARES		X	1	35684	0	2750
AUTOZONE INC COM.....	COMMON STOCK	053332102	111	302	SHARES	X		1	302	0	0
AUTOZONE INC COM.....	COMMON STOCK	053332102	76	208	SHARES		X	1	208	0	0
AUXILIUM PHARMACEUTICALS INC.....	COMMON STOCK	05334D107	177	6575	SHARES	X		1	6575	0	0
AVALONBAY COMMUNITIES INC.....	COMMON STOCK	053484101	36	257	SHARES	X		1	257	0	0

NAME OF ISSUER	TITLE OF CLASS	COLUMN 2 CUSIP	COLUMN 3 VALUE (X \$1,000)	COLUMN 4 SHARES OR PRINCIPAL AMOUNT	COLUMN 5 SHARES OR PRINCIPAL	PUT OR CALL	COLUMN 6 INVESTMENT AUTHORITY			COLUMN 7 COLUMN 8 VOTING AUTHORITY		
							SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	SOLE	SHARED	OTHER
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AVI BIOPHARMA INC.....	COMMON STOCK	002346104	8	12000	SHARES		X		1	12000	0	0
AVIS BUDGET GROUP INC.....	COMMON STOCK	053774105	1	50	SHARES		X		1	50	0	0
AVON PRODUCTS INC.....	COMMON STOCK	054303102	93	5734	SHARES		X		1	5734	0	0
AVON PRODUCTS INC.....	COMMON STOCK	054303102	30	1874	SHARES			X	1	1874	0	0
AXCELIS TECHNOLOGIES INC COM.....	COMMON STOCK	054540109	0	330	SHARES		X		1	330	0	0
BABCOCK & WILCOX CO.....	COMMON STOCK	05615F102	311	12692	SHARES		X		1	12692	0	0
BABCOCK & WILCOX CO.....	COMMON STOCK	05615F102	7	275	SHARES			X	1	275	0	0
BAKER HUGHES INC COM.....	COMMON STOCK	057224107	134	3262	SHARES		X		1	3262	0	0
BAKER HUGHES INC COM.....	COMMON STOCK	057224107	18	450	SHARES			X	1	450	0	0
BALL CORPORATION...	COMMON STOCK	058498106	1457	35500	SHARES			X	1	35500	0	0
BANK AMER CORP..	COMMON STOCK	060505104	3263	398926	SHARES		X		1	392565	0	6361
BANK AMER CORP..	COMMON STOCK	060505104	1101	134607	SHARES			X	1	127444	0	7163
BANK NEW YORK MELLON CORP....	COMMON STOCK	064058100	1415	64446	SHARES		X		1	64446	0	0
BANK NEW YORK MELLON CORP....	COMMON STOCK	064058100	247	11244	SHARES			X	1	10432	0	812
BANK OF THE OZARKS INC.....	COMMON STOCK	063904106	29	950	SHARES		X		1	950	0	0
BARD C R INC COM.....	COMMON STOCK	067383109	27	250	SHARES		X		1	250	0	0
BARD C R INC COM.....	COMMON STOCK	067383109	441	4100	SHARES			X	1	4100	0	0
BAXTER INTERNATIONAL..	COMMON STOCK	071813109	930	17491	SHARES		X		1	17491	0	0
BAXTER INTERNATIONAL..	COMMON STOCK	071813109	306	5750	SHARES			X	1	5750	0	0
BB&T CORP COM...	COMMON STOCK	054937107	492	15934	SHARES		X		1	15034	0	900
BB&T CORP COM...	COMMON STOCK	054937107	476	15443	SHARES			X	1	15443	0	0
BEACON ROOFING SUPPLY INC.....	COMMON STOCK	073685109	28	1125	SHARES		X		1	1125	0	0
BEAM INC.....	COMMON STOCK	073730103	482	7718	SHARES		X		1	7718	0	0
BEAM INC.....	COMMON STOCK	073730103	205	3278	SHARES			X	1	3171	0	107
BECTON DICKINSON & CO COM.....	COMMON STOCK	075887109	1086	14533	SHARES		X		1	14533	0	0
BECTON DICKINSON & CO COM.....	COMMON STOCK	075887109	357	4779	SHARES			X	1	4779	0	0
BED BATH & BEYOND INC COM.....	COMMON STOCK	075896100	497	8038	SHARES		X		1	8038	0	0
BELO CORPORATION CL A.....	COMMON STOCK	080555105	13	1975	SHARES		X		1	1975	0	0
BERKSHIRE HATHAWAY INC CLASS A.....	COMMON STOCK	084670108	375	3	SHARES			X	1	3	0	0
BERKSHIRE HATHAWAY INC DEL CL B.....	COMMON STOCK	084670702	3483	41800	SHARES		X		1	41117	0	683
BERKSHIRE HATHAWAY INC DEL CL B.....	COMMON STOCK	084670702	1092	13103	SHARES			X	1	10540	0	2563
BERRY PETROLEUM COMPANY CLASS A.....	COMMON STOCK	085789105	9	230	SHARES		X		1	230	0	0
BEST BUY COMPANY INC.....	COMMON STOCK	086516101	164	7838	SHARES		X		1	7838	0	0
BEST BUY COMPANY INC.....	COMMON STOCK	086516101	56	2649	SHARES			X	1	2617	0	32
BIOGEN IDEC INC.....	COMMON STOCK	09062X103	3121	21618	SHARES		X		1	21404	0	214
BIOGEN IDEC INC.....	COMMON STOCK	09062X103	336	2325	SHARES			X	1	2215	0	110
BIOMARIN PHARMACEUTICAL INC.....	COMMON STOCK	090616101	8	200	SHARES		X		1	200	0	0
BLACK HILLS CORP.....	COMMON STOCK	092113109	51	1600	SHARES		X		1	1600	0	0
BLACKROCK INC...	COMMON STOCK	09247X101	1934	11391	SHARES		X		1	11391	0	0
BLACKROCK INC...	COMMON STOCK	09247X101	231	1360	SHARES			X	1	1360	0	0
BLACKROCK KELSO CAPITAL CORP...	COMMON STOCK	092533108	4	420	SHARES			X	1	420	0	0
BOEING CO COM...	COMMON STOCK	097023105	6445	86740	SHARES		X		1	86390	0	350
BOEING CO COM...	COMMON STOCK	097023105	1221	16430	SHARES			X	1	14568	0	1862

BOK FINANCIAL CORPORATION....	COMMON STOCK	05561Q201	1	11	SHARES	X	1	11	0	0	
BORG WARNER INC COM.....	COMMON STOCK	099724106	929	14164	SHARES	X	1	14164	0	0	
BOSTON BEER INCORPORATED CLASS A.....	COMMON STOCK	100557107	6	50	SHARES	X	1	50	0	0	
BOSTON PROPERTIES INC (REIT).....	COMMON STOCK	101121101	22	200	SHARES	X	1	200	0	0	
BOSTON PROPERTIES INC (REIT).....	COMMON STOCK	101121101	65	600	SHARES		X	1	600	0	0
BRANDYWINE REALTY TRUST (REIT).....	COMMON STOCK	105368203	19	1500	SHARES	X	1	1500	0	0	
BRAVO BRIO RESTAURANT GROUP.....	COMMON STOCK	10567B109	29	1650	SHARES	X	1	1650	0	0	
BRIGGS & STRATTON CORP..	COMMON STOCK	109043109	14	800	SHARES	X	1	800	0	0	
BRINKER INTL INC COM.....	COMMON STOCK	109641100	24	750	SHARES	X	1	750	0	0	
BRINKER INTL INC COM.....	COMMON STOCK	109641100	45	1425	SHARES		X	1	1425	0	0
BRISTOL-MYERS SQUIBB CO.....	COMMON STOCK	110122108	11295	314185	SHARES	X	1	313210	0	975	
BRISTOL-MYERS SQUIBB CO.....	COMMON STOCK	110122108	7076	196828	SHARES		X	1	176818	0	20010
BROADCOM CORP CL A.....	COMMON STOCK	111320107	1159	34321	SHARES	X	1	33861	0	460	
BROADCOM CORP CL A.....	COMMON STOCK	111320107	23	670	SHARES		X	1	670	0	0
BROADRIDGE FINANCIAL SOLUTIONS INC..	COMMON STOCK	11133T103	3	150	SHARES		X	1	150	0	0
BROADSOFT INC... BROCADE COMMUNICATIONS SYSTEM.....	COMMON STOCK	11133B409	33	1150	SHARES	X	1	1150	0	0	
BROWN & BROWN INC COMMON.....	COMMON STOCK	111621306	2	500	SHARES	X	1	500	0	0	
BROWN-FORMAN CORP CL B.....	COMMON STOCK	115236101	301	11055	SHARES	X	1	11055	0	0	
BROWN-FORMAN CORP CL B.....	COMMON STOCK	115637209	725	7484	SHARES	X	1	7370	0	114	
BROWN-FORMAN CORP CL B.....	COMMON STOCK	115637209	72	743	SHARES		X	1	743	0	0
BUFFALO WILD WINGS INC.....	COMMON STOCK	119848109	71	825	SHARES	X	1	825	0	0	
CA INC.....	COMMON STOCK	12673P105	135	5000	SHARES	X	1	5000	0	0	
CABOT OIL & GAS CORP.....	COMMON STOCK	127097103	268	6792	SHARES	X	1	6792	0	0	
CALLAWAY GOLF CO COM.....	COMMON STOCK	131193104	0	23	SHARES	X	1	23	0	0	

NAME OF ISSUER	COLUMN 2		COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY			COLUMN 7 COLUMN 8 VOTING AUTHORITY		
	TITLE OF CLASS	CUSIP	VALUE (X \$1,000)	SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	VOTING AUTHORITY			
										SOLE	SHARED	OTHER	
CAMDEN PROPERTY TRUST (REIT)...	COMMON STOCK	133131102	68	1000	SHARES		X		1	1000	0	0	
CAMERON INTERNATIONAL CORP.....	COMMON STOCK	13342B105	2435	57004	SHARES		X		1	56424	0	580	
CAMERON INTERNATIONAL CORP.....	COMMON STOCK	13342B105	62	1454	SHARES			X	1	1454	0	0	
CAMPBELL SOUP CO COM.....	COMMON STOCK	134429109	37	1100	SHARES		X		1	1100	0	0	
CAMPBELL SOUP CO COM.....	COMMON STOCK	134429109	102	3050	SHARES			X	1	3050	0	0	
CAPITAL ONE FINANCIAL CORP.....	COMMON STOCK	14040H105	387	7071	SHARES		X		1	7071	0	0	
CAPITAL ONE FINANCIAL CORP.....	COMMON STOCK	14040H105	507	9275	SHARES			X	1	8775	0	500	
CAPITALSOURCE INC.....	COMMON STOCK	14055X102	7	1000	SHARES		X		1	1000	0	0	
CARDINAL HEALTH INC.....	COMMON STOCK	14149Y108	153	3636	SHARES		X		1	3636	0	0	
CARDINAL HEALTH INC.....	COMMON STOCK	14149Y108	54	1297	SHARES			X	1	1297	0	0	
CARDTRONICS INC.....	COMMON STOCK	14161H108	37	1225	SHARES		X		1	1225	0	0	
CAREFUSION CORP.....	COMMON STOCK	14170T101	8	298	SHARES			X	1	298	0	0	
CARLISLE COMPANIES INC.....	COMMON STOCK	142339100	106	2000	SHARES			X	1	2000	0	0	
CARMAX INC.....	COMMON STOCK	143130102	1433	55261	SHARES		X		1	54197	0	1064	
CARMAX INC.....	COMMON STOCK	143130102	67	2576	SHARES			X	1	2576	0	0	
CARNIVAL CORPORATION....	COMMON STOCK	143658300	557	16264	SHARES		X		1	16264	0	0	
CARNIVAL CORPORATION....	COMMON STOCK	143658300	211	6150	SHARES			X	1	5150	0	1000	
CARPENTER TECHNOLOGY CORP COM.....	COMMON STOCK	144285103	37	776	SHARES			X	1	776	0	0	
CASH AMERICA INTL INC.....	COMMON STOCK	14754D100	33	750	SHARES		X		1	750	0	0	
CATALYST HEALTH SOLUTIONS INC.....	COMMON STOCK	14888B103	37	400	SHARES		X		1	400	0	0	
CATERPILLAR INC.....	COMMON STOCK	149123101	11745	138328	SHARES		X		1	136553	0	1775	
CATERPILLAR INC.....	COMMON STOCK	149123101	2100	24730	SHARES			X	1	21550	0	3180	
CBRE GROUP INC..	COMMON STOCK	12504L109	1764	107835	SHARES		X		1	107835	0	0	
CBRE GROUP INC..	COMMON STOCK	12504L109	16	984	SHARES			X	1	984	0	0	
CBS CORP CL B...	COMMON STOCK	124857202	4154	126730	SHARES		X		1	126230	0	500	
CBS CORP CL B...	COMMON STOCK	124857202	109	3339	SHARES			X	1	3014	0	325	
CELANESE CORP...	COMMON STOCK	150870103	30	875	SHARES		X		1	875	0	0	
CELGENE CORP COM.....	COMMON STOCK	151020104	1280	19949	SHARES		X		1	19609	0	340	
CELGENE CORP COM.....	COMMON STOCK	151020104	196	3050	SHARES			X	1	2150	0	900	
CENTURYLINK INC.....	COMMON STOCK	156700106	841	21292	SHARES		X		1	21292	0	0	
CENTURYLINK INC.....	COMMON STOCK	156700106	230	5815	SHARES			X	1	5815	0	0	
CERNER CORP.....	COMMON STOCK	156782104	3673	44441	SHARES		X		1	44111	0	330	
CERNER CORP.....	COMMON STOCK	156782104	1080	13065	SHARES			X	1	11105	0	1960	
CH ENERGY GROUP INC COM.....	COMMON STOCK	12541M102	7	100	SHARES		X		1	100	0	0	
CH ENERGY GROUP INC COM.....	COMMON STOCK	12541M102	125	1900	SHARES			X	1	1900	0	0	
CH ROBINSON WORLDWIDE INC..	COMMON STOCK	12541W209	1021	17442	SHARES		X		1	17442	0	0	
CHARLES RIVER LABS INTL INC COM.....	COMMON STOCK	159864107	29	900	SHARES		X		1	900	0	0	
CHART INDUSTRIES INC.....	COMMON STOCK	16115Q308	34	500	SHARES		X		1	500	0	0	
CHESAPEAKE ENERGY CORP COM.....	COMMON STOCK	165167107	107	5760	SHARES		X		1	5760	0	0	
CHESAPEAKE ENERGY CORP COM.....	COMMON STOCK	165167107	42	2275	SHARES			X	1	2275	0	0	
CHEVRON CORP....	COMMON STOCK	166764100	25794	244495	SHARES		X		1	241464	0	3031	
CHEVRON CORP....	COMMON STOCK	166764100	18564	175961	SHARES			X	1	165637	0	10324	

CHIMERA INVESTMENT CORP.....	COMMON STOCK	16934Q109	3	1250	SHARES	X		1	1250	0	0
CHIPOTLE MEXICAN GRILL-CL A.....	COMMON STOCK	169656105	1736	4568	SHARES	X		1	4512	0	56
CHIPOTLE MEXICAN GRILL-CL A.....	COMMON STOCK	169656105	59	156	SHARES		X	1	156	0	0
CHUBB CORP.....	COMMON STOCK	171232101	520	7143	SHARES	X		1	7143	0	0
CHUBB CORP.....	COMMON STOCK	171232101	51	700	SHARES		X	1	700	0	0
CHURCH & DWIGHT CO INC.....	COMMON STOCK	171340102	338	6094	SHARES	X		1	6094	0	0
CIGNA CORP.....	COMMON STOCK	125509109	138	3125	SHARES		X	1	3125	0	0
CINCINNATI FINANCIAL CORP COMMON.....	COMMON STOCK	172062101	31	807	SHARES	X		1	807	0	0
CINCINNATI FINANCIAL CORP COMMON.....	COMMON STOCK	172062101	21	550	SHARES		X	1	550	0	0
CINEMARK HOLDINGS INC...	COMMON STOCK	17243V102	58	2550	SHARES	X		1	2550	0	0
CIRRUS LOGIC INC.....	COMMON STOCK	172755100	25	850	SHARES	X		1	850	0	0
CISCO SYSTEMS INC.....	COMMON STOCK	17275R102	9938	578800	SHARES	X		1	570603	0	8197
CISCO SYSTEMS INC.....	COMMON STOCK	17275R102	2945	171547	SHARES		X	1	156080	0	15467
CITIGROUP INC...	COMMON STOCK	172967424	146	5336	SHARES	X		1	5336	0	0
CITIGROUP INC...	COMMON STOCK	172967424	61	2209	SHARES		X	1	1593	0	616
CITRIX SYSTEMS INC COM.....	COMMON STOCK	177376100	3004	35783	SHARES	X		1	35351	0	432
CITRIX SYSTEMS INC COM.....	COMMON STOCK	177376100	94	1122	SHARES		X	1	1122	0	0
CLEAN ENERGY FUELS CORPORATION....	COMMON STOCK	184499101	24	1525	SHARES	X		1	1525	0	0
CLIFFS NATURAL RESOURCES INC..	COMMON STOCK	18683K101	1538	31205	SHARES	X		1	31205	0	0
CLIFFS NATURAL RESOURCES INC..	COMMON STOCK	18683K101	82	1670	SHARES		X	1	1270	0	400
CLOROX COMPANY..	COMMON STOCK	189054109	495	6828	SHARES	X		1	6828	0	0
CLOROX COMPANY..	COMMON STOCK	189054109	408	5635	SHARES		X	1	3635	0	2000
CME GROUP INC...	COMMON STOCK	12572Q105	188	701	SHARES	X		1	701	0	0
CME GROUP INC...	COMMON STOCK	12572Q105	3	10	SHARES		X	1	10	0	0
COACH INC COMMON.....	COMMON STOCK	189754104	957	16373	SHARES	X		1	14873	0	1500

RESOURCES INC...	COMMON STOCK	212015101	37	550	SHARES			1	500	0	50
CORNING INC.....	COMMON STOCK	219350105	2190	169358	SHARES	X		1	167056	0	2302
CORNING INC.....	COMMON STOCK	219350105	388	30001	SHARES			1	23601	0	6400
COSTCO WHOLESALE CORP COM.....	COMMON STOCK	22160K105	1100	11580	SHARES	X		1	11580	0	0
COSTCO WHOLESALE CORP COM.....	COMMON STOCK	22160K105	224	2362	SHARES		X	1	2362	0	0
COVANCE INC COM.....	COMMON STOCK	222816100	28	575	SHARES	X		1	575	0	0
COVANCE INC COM.....	COMMON STOCK	222816100	48	1000	SHARES		X	1	1000	0	0
CRANE CO.....	COMMON STOCK	224399105	255	7000	SHARES	X		1	7000	0	0
CREE RESEARCH INC COM.....	COMMON STOCK	225447101	5	176	SHARES	X		1	176	0	0
CREE RESEARCH INC COM.....	COMMON STOCK	225447101	19	750	SHARES		X	1	0	0	750
CROWN CASTLE INTL CORP COM..	COMMON STOCK	228227104	5	82	SHARES	X		1	82	0	0
CROWN HOLDINGS INC.....	COMMON STOCK	228368106	420	12178	SHARES	X		1	12178	0	0
CSX CORP COMMON.....	COMMON STOCK	126408103	2563	114602	SHARES	X		1	114602	0	0
CSX CORP COMMON.....	COMMON STOCK	126408103	1479	66139	SHARES		X	1	65539	0	600
CUMMINS INC COM.....	COMMON STOCK	231021106	1647	16999	SHARES	X		1	16774	0	225
CUMMINS INC COM.....	COMMON STOCK	231021106	180	1859	SHARES		X	1	1559	0	300
CURTISS WRIGHT CORP.....	COMMON STOCK	231561101	17	552	SHARES	X		1	552	0	0
CUTERA INC.....	COMMON STOCK	232109108	3	400	SHARES	X		1	400	0	0
CVS/CAREMARK CORP.....	COMMON STOCK	126650100	2629	56266	SHARES	X		1	56266	0	0
CVS/CAREMARK CORP.....	COMMON STOCK	126650100	1034	22135	SHARES		X	1	21551	0	584
D R HORTON INC..	COMMON STOCK	23331A109	2332	126893	SHARES	X		1	125893	0	1000
D R HORTON INC..	COMMON STOCK	23331A109	300	16304	SHARES		X	1	12169	0	4135
DANA HOLDING CORPORATION....	COMMON STOCK	235825205	15	1175	SHARES	X		1	1175	0	0
DANAHER CORP COM.....	COMMON STOCK	235851102	2682	51491	SHARES	X		1	51491	0	0
DANAHER CORP COM.....	COMMON STOCK	235851102	261	5015	SHARES		X	1	3875	0	1140
DARDEN RESTAURANTS INC COM.....	COMMON STOCK	237194105	749	14789	SHARES	X		1	14789	0	0
DARDEN RESTAURANTS INC COM.....	COMMON STOCK	237194105	109	2150	SHARES		X	1	2150	0	0
DAVITA INC COMMON.....	COMMON STOCK	23918K108	5	48	SHARES	X		1	48	0	0
DAVITA INC COMMON.....	COMMON STOCK	23918K108	10	100	SHARES		X	1	0	0	100
DEALERTRACK HOLDINGS INC...	COMMON STOCK	242309102	18	600	SHARES	X		1	600	0	0
DEERE & CO COMMON.....	COMMON STOCK	244199105	2433	30082	SHARES	X		1	29482	0	600
DEERE & CO COMMON.....	COMMON STOCK	244199105	475	5870	SHARES		X	1	4384	0	1486

NAME OF ISSUER	TITLE OF CLASS	COLUMN 2 CUSIP	COLUMN 3 VALUE (X \$1,000)	COLUMN 4			COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY			COLUMN 7 COLUMN 8 VOTING AUTHORITY		
				OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	SOLE	SHARED	OTHER			
													SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE
DELL INC.....	COMMON STOCK	24702R101	1192	95274	SHARES		X		1		93892	0	1382		
DELL INC.....	COMMON STOCK	24702R101	108	8643	SHARES				1	X	6843	0	1800		
DELTA AIR LINES INC.....	COMMON STOCK	247361702	0	18	SHARES		X		1		18	0	0		
DENTSPLY INTERNATIONAL INC COM.....	COMMON STOCK	249030107	1013	26789	SHARES		X		1		26589	0	200		
DENTSPLY INTERNATIONAL INC COM.....	COMMON STOCK	249030107	159	4200	SHARES				1	X	4200	0	0		
DEVON ENERGY CORP.....	COMMON STOCK	25179M103	80	1379	SHARES		X		1		1379	0	0		
DEVON ENERGY CORP.....	COMMON STOCK	25179M103	106	1836	SHARES				1	X	1836	0	0		
DIAMOND OFFSHORE DRILLING COM...	COMMON STOCK	25271C102	33	550	SHARES		X		1		550	0	0		
DIEBOLD INC COMMON.....	COMMON STOCK	253651103	3	90	SHARES		X		1		90	0	0		
DINEEQUITY INC..	COMMON STOCK	254423106	260	5826	SHARES		X		1		5826	0	0		
DISCOVER FINANCIAL SERVICES.....	COMMON STOCK	254709108	11	321	SHARES				1	X	165	0	156		
DISCOVERY COMMUNICATIONS INC.....	COMMON STOCK	25470F104	13	234	SHARES		X		1		234	0	0		
DISCOVERY COMMUNICATIONS INC.....	COMMON STOCK	25470F104	38	696	SHARES				1	X	696	0	0		
DISCOVERY COMMUNICATIONS INC - C.....	COMMON STOCK	25470F302	12	234	SHARES		X		1		234	0	0		
DISCOVERY COMMUNICATIONS INC - C.....	COMMON STOCK	25470F302	62	1239	SHARES				1	X	1239	0	0		
DISH NETWORK CORP CL A.....	COMMON STOCK	25470M109	103	3594	SHARES		X		1		3594	0	0		
DISH NETWORK CORP CL A.....	COMMON STOCK	25470M109	3	92	SHARES				1	X	92	0	0		
DISNEY WALT CO..	COMMON STOCK	254687106	6372	131390	SHARES		X		1		131090	0	300		
DISNEY WALT CO..	COMMON STOCK	254687106	2254	46477	SHARES				1	X	41227	0	5250		
DNB FINANCIAL CORPORATION...	COMMON STOCK	233237106	25	1878	SHARES		X		1		1878	0	0		
DOLLAR GENERAL CORPORATION...	COMMON STOCK	256677105	86	1582	SHARES		X		1		1582	0	0		
DOLLAR GENERAL CORPORATION...	COMMON STOCK	256677105	3	48	SHARES				1	X	48	0	0		
DOLLAR TREE INC.....	COMMON STOCK	256746108	1954	36328	SHARES		X		1		35772	0	556		
DOLLAR TREE INC.....	COMMON STOCK	256746108	79	1466	SHARES				1	X	1466	0	0		
DOMINION RESOURCES INC..	COMMON STOCK	25746U109	5654	104709	SHARES		X		1		103473	0	1236		
DOMINION RESOURCES INC..	COMMON STOCK	25746U109	3216	59549	SHARES				1	X	50449	0	9100		
DOVER CORP COMMON.....	COMMON STOCK	260003108	593	11053	SHARES		X		1		11053	0	0		
DOVER CORP COMMON.....	COMMON STOCK	260003108	21	394	SHARES				1	X	394	0	0		
DOW CHEMICAL CO.....	COMMON STOCK	260543103	3458	109786	SHARES		X		1		109786	0	0		
DOW CHEMICAL CO.....	COMMON STOCK	260543103	1448	45966	SHARES				1	X	45966	0	0		
DSW INC-CL A...	COMMON STOCK	23334L102	20	375	SHARES		X		1		375	0	0		
DTE ENERGY COMPANY COMMON.....	COMMON STOCK	233331107	166	2800	SHARES		X		1		2800	0	0		
DTE ENERGY COMPANY COMMON.....	COMMON STOCK	233331107	59	1001	SHARES				1	X	1001	0	0		
DUKE ENERGY CORP.....	COMMON STOCK	26441C105	2382	103295	SHARES		X		1		102363	0	932		
DUKE ENERGY CORP.....	COMMON STOCK	26441C105	642	27826	SHARES				1	X	24660	0	3166		
DUN & BRADSTREET CORP.....	COMMON STOCK	26483E100	19	266	SHARES		X		1		266	0	0		
DUN & BRADSTREET CORP.....	COMMON STOCK	26483E100	31	433	SHARES				1	X	433	0	0		
E I DUPONT DE NEMOURS & CO COMMON.....	COMMON STOCK	263534109	9548	188804	SHARES		X		1		188289	0	515		

COMMON.....	COMMON STOCK	263534109	6435	127243	SHARES		X	1	119968	0	7275
EASTERN INSURANCE HOLDINGS.....											
COMMON STOCK	276534104	9	500	SHARES		X		1	500	0	0
EASTMAN CHEMICAL COMPANY COM....											
COMMON STOCK	277432100	11	215	SHARES		X		1	215	0	0
EASTMAN CHEMICAL COMPANY COM....											
COMMON STOCK	277432100	50	1000	SHARES			X	1	0	0	1000
EATON CORP COM..											
COMMON STOCK	278058102	384	9701	SHARES		X		1	9701	0	0
EATON CORP COM..											
COMMON STOCK	278058102	24	600	SHARES			X	1	600	0	0
EATON VANCE CORP.....											
COMMON STOCK	278265103	1791	66457	SHARES		X		1	65229	0	1228
EATON VANCE CORP.....											
COMMON STOCK	278265103	90	3334	SHARES			X	1	3334	0	0
EBAY INC COM....											
COMMON STOCK	278642103	1169	27819	SHARES		X		1	27819	0	0
EBAY INC COM....											
COMMON STOCK	278642103	26	626	SHARES			X	1	626	0	0
ECOLAB INC COM..											
COMMON STOCK	278865100	1236	18036	SHARES		X		1	18036	0	0
ECOLAB INC COM..											
COMMON STOCK	278865100	137	2000	SHARES			X	1	2000	0	0
EDISON INTERNATIONAL COM.....											
COMMON STOCK	281020107	46	992	SHARES		X		1	992	0	0
EDISON INTERNATIONAL COM.....											
COMMON STOCK	281020107	46	1000	SHARES			X	1	1000	0	0
EDWARDS LIFESCIENCES CORP COM.....											
COMMON STOCK	28176E108	62	600	SHARES		X		1	600	0	0
ELECTRONICS ARTS COM.....											
COMMON STOCK	285512109	14	1135	SHARES		X		1	1135	0	0
ELECTRONICS ARTS COM.....											
COMMON STOCK	285512109	18	1425	SHARES			X	1	225	0	1200
EMC CORP MASS COM.....											
COMMON STOCK	268648102	10916	425911	SHARES		X		1	422319	0	3592
EMC CORP MASS COM.....											
COMMON STOCK	268648102	1259	49121	SHARES			X	1	48671	0	450
EMERSON ELECTRIC CO.....											
COMMON STOCK	291011104	5098	109455	SHARES		X		1	108655	0	800
EMERSON ELECTRIC CO.....											
COMMON STOCK	291011104	4086	87726	SHARES			X	1	75726	0	12000
ENCORE CAPITAL GROUP INC.....											
COMMON STOCK	292554102	56	1900	SHARES		X		1	1900	0	0
ENERGIZER HLDGS INC COM.....											
COMMON STOCK	29266R108	1529	20316	SHARES		X		1	19910	0	406
ENERGIZER HLDGS INC COM.....											
COMMON STOCK	29266R108	67	896	SHARES			X	1	896	0	0
ENTERGY CORP COM NEW.....											
COMMON STOCK	29364G103	119	1759	SHARES		X		1	1759	0	0
ENTERGY CORP COM NEW.....											
COMMON STOCK	29364G103	119	1760	SHARES			X	1	1760	0	0
EOG RESOURCES INC COM.....											
COMMON STOCK	26875P101	301	3336	SHARES		X		1	3336	0	0
EOG RESOURCES INC COM.....											
COMMON STOCK	26875P101	111	1231	SHARES			X	1	1231	0	0
EQT CORPORATION....											
COMMON STOCK	26884L109	50	940	SHARES		X		1	940	0	0

NAME OF ISSUER	TITLE OF CLASS	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6			COLUMN 7			COLUMN 8		
					VALUE (X \$1,000)	SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	INVESTMENT AUTHORITY			VOTING AUTHORITY				
									SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	SOLE	SHARED	OTHER		
EQT CORPORATION...	COMMON STOCK	26884L109	70	1300	SHARES				X	1		1300	0	0		
EQUIFAX INC COM.....	COMMON STOCK	294429105	317	6800	SHARES		X			1		6800	0	0		
EQUIFAX INC COM.....	COMMON STOCK	294429105	56	1200	SHARES				X	1		1200	0	0		
EQUINIX INC.....	COMMON STOCK	29444U502	138	787	SHARES		X			1		787	0	0		
EQUINIX INC.....	COMMON STOCK	29444U502	4	22	SHARES				X	1		22	0	0		
EQUITY RESIDENTIAL REIT.....	COMMON STOCK	29476L107	106	1699	SHARES		X			1		1699	0	0		
EQUITY RESIDENTIAL REIT.....	COMMON STOCK	29476L107	194	3103	SHARES				X	1		3103	0	0		
ERIE INDEMNITY CO CL A.....	COMMON STOCK	29530P102	107	1500	SHARES		X			1		1500	0	0		
ESTEE LAUDER COMPANIES INC..	COMMON STOCK	518439104	1555	28736	SHARES		X			1		28736	0	0		
ESTEE LAUDER COMPANIES INC..	COMMON STOCK	518439104	124	2300	SHARES				X	1		2300	0	0		
EVERCORE PARTNERS INC CL A.....	COMMON STOCK	29977A105	38	1625	SHARES		X			1		1625	0	0		
EXELIS INC.....	COMMON STOCK	30162A108	26	2620	SHARES				X	1		2620	0	0		
EXELON CORP.....	COMMON STOCK	30161N101	2924	77721	SHARES		X			1		77721	0	0		
EXELON CORP.....	COMMON STOCK	30161N101	2128	56573	SHARES				X	1		54593	0	1980		
EXPEDITORS INTL WASH INC COM...	COMMON STOCK	302130109	542	13997	SHARES		X			1		13997	0	0		
EXPEDITORS INTL WASH INC COM...	COMMON STOCK	302130109	21	542	SHARES				X	1		342	0	200		
EXPRESS INC.....	COMMON STOCK	30219E103	17	925	SHARES		X			1		925	0	0		
EXPRESS SCRIPTS HOLDING C.....	COMMON STOCK	30219G108	14866	266275	SHARES		X			1		264259	0	2016		
EXPRESS SCRIPTS HOLDING C.....	COMMON STOCK	30219G108	5016	89845	SHARES				X	1		81855	0	7990		
EXXON MOBIL CORP.....	COMMON STOCK	30231G102	59635	696918	SHARES		X			1		690749	0	6169		
EXXON MOBIL CORP.....	COMMON STOCK	30231G102	48940	571928	SHARES				X	1		497329	0	74599		
FACEBOOK INC-A..	COMMON STOCK	30303M102	62	2000	SHARES		X			1		2000	0	0		
FACTSET RESEARCH SYSTEMS INC....	COMMON STOCK	303075105	13	144	SHARES		X			1		144	0	0		
FACTSET RESEARCH SYSTEMS INC....	COMMON STOCK	303075105	46	500	SHARES				X	1		500	0	0		
FAMILY DOLLAR STORES.....	COMMON STOCK	307000109	2	33	SHARES		X			1		33	0	0		
FAMILY DOLLAR STORES.....	COMMON STOCK	307000109	5	75	SHARES				X	1		75	0	0		
FASTENAL CO.....	COMMON STOCK	311900104	310	7692	SHARES		X			1		7692	0	0		
FASTENAL CO.....	COMMON STOCK	311900104	81	2000	SHARES				X	1		2000	0	0		
FEDERAL REALTY INV TR (REIT)..	COMMON STOCK	313747206	104	1000	SHARES				X	1		1000	0	0		
FEDEX CORP COM..	COMMON STOCK	31428X106	1671	18235	SHARES		X			1		17339	0	896		
FEDEX CORP COM..	COMMON STOCK	31428X106	179	1949	SHARES				X	1		1949	0	0		
FIDELITY NATL INFORMATION SERVICES.....	COMMON STOCK	31620M106	55	1620	SHARES		X			1		1620	0	0		
FIFTH & PACIFIC COMPANIES, INC.....	COMMON STOCK	316645100	39	3600	SHARES		X			1		3600	0	0		
FIFTH THIRD BANCORP COM....	COMMON STOCK	316773100	137	10219	SHARES		X			1		10219	0	0		
FINISAR CORPORATION....	COMMON STOCK	31787A507	48	3210	SHARES		X			1		3210	0	0		
FIRST CASH FINANCIAL SERVICES INC...	COMMON STOCK	31942D107	50	1250	SHARES		X			1		1250	0	0		
FIRST NIAGARA FINANCIAL GROUP.....	COMMON STOCK	33582V108	10	1292	SHARES		X			1		1292	0	0		
FIRST NIAGARA FINANCIAL GROUP.....	COMMON STOCK	33582V108	2	225	SHARES				X	1		225	0	0		
FIRSTENERGY CORP.....	COMMON STOCK	337932107	179	3638	SHARES		X			1		3638	0	0		
FIRSTENERGY CORP.....	COMMON STOCK	337932107	162	3299	SHARES				X	1		3099	0	200		
FISERV INC.....	COMMON STOCK	337738108	4	50	SHARES		X			1		50	0	0		
FISERV INC.....	COMMON STOCK	337738108	14	200	SHARES				X	1		0	0	200		
FLIR SYSTEMS INC.....	COMMON STOCK	302445101	1	40	SHARES		X			1		40	0	0		
FLOWERS FOODS INC COM.....	COMMON STOCK	343498101	17	750	SHARES		X			1		750	0	0		

FLOWSERVE CORP											
COM.....	COMMON STOCK	34354P105	5	40	SHARES	X		1	40	0	0
FLUOR CORP.....	COMMON STOCK	343412102	4	73	SHARES	X		1	73	0	0
FLUOR CORP.....	COMMON STOCK	343412102	148	3000	SHARES		X	1	3000	0	0
FMC CORPORATION											
COMMON NEW.....	COMMON STOCK	302491303	15	272	SHARES	X		1	272	0	0
FMC TECHNOLOGIES											
INC COM.....	COMMON STOCK	30249U101	178	4530	SHARES	X		1	4530	0	0
FNB CORP PA.....	COMMON STOCK	302520101	70	6463	SHARES	X		1	6463	0	0
FNB CORP PA.....	COMMON STOCK	302520101	53	4907	SHARES		X	1	0	0	4907
FOOT LOCKER											
INC.....	COMMON STOCK	344849104	32	1050	SHARES	X		1	1050	0	0
FORD MOTOR CO...	COMMON STOCK	345370860	3387	353222	SHARES	X		1	352872	0	350
FORD MOTOR CO...	COMMON STOCK	345370860	321	33468	SHARES		X	1	25873	0	7595
FOREST LABS INC											
COM.....	COMMON STOCK	345838106	55	1575	SHARES	X		1	1575	0	0
FOREST LABS INC											
COM.....	COMMON STOCK	345838106	57	1630	SHARES		X	1	1630	0	0
FORESTAR GROUP											
INC.....	COMMON STOCK	346233109	1	42	SHARES	X		1	42	0	0
FORTUNE HOME											
BRANDS HOME & SEC INC.....	COMMON STOCK	34964C106	47	2110	SHARES	X		1	2110	0	0
FORTUNE HOME											
BRANDS HOME & SEC INC.....	COMMON STOCK	34964C106	64	2871	SHARES		X	1	2871	0	0
FRANCESCA'S											
HOLDINGS CORP..	COMMON STOCK	351793104	25	925	SHARES	X		1	925	0	0
FRANKLIN											
RESOURCES INC..	COMMON STOCK	354613101	194	1747	SHARES	X		1	1747	0	0
FREEPORT-MCMORAN											
COPPER & GOLD INC.....	COMMON STOCK	35671D857	5420	159086	SHARES	X		1	157831	0	1255
FREEPORT-MCMORAN											
COPPER & GOLD INC.....	COMMON STOCK	35671D857	550	16154	SHARES		X	1	12229	0	3925
FRONTIER											
COMMUNICATIONS CORP.....	COMMON STOCK	35906A108	47	12226	SHARES	X		1	12226	0	0
FRONTIER											
COMMUNICATIONS CORP.....	COMMON STOCK	35906A108	36	9341	SHARES		X	1	8609	0	732
FULL HOUSE											
RESORTS INC....	COMMON STOCK	359678109	1	500	SHARES	X		1	500	0	0
FULTON FINANCIAL											
CORP.....	COMMON STOCK	360271100	856	85680	SHARES	X		1	85680	0	0

NAME OF ISSUER	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY			COLUMN 7	COLUMN 8		
	TITLE OF CLASS	CUSIP	VALUE (X \$1,000)	SHARES	SHARES	PUT	SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	VOTING AUTHORITY			
				OR PRINCIPAL AMOUNT	OR PRINCIPAL	OR CALL				SOLE	SHARED	OTHER	
FULTON FINANCIAL CORP.....	COMMON STOCK	360271100	111	11132	SHARES				X	1	10790	0	342
F5 NETWORKS INC.....	COMMON STOCK	315616102	609	6119	SHARES		X			1	6119	0	0
F5 NETWORKS INC.....	COMMON STOCK	315616102	109	1094	SHARES				X	1	1094	0	0
GALLAGHER ARTHUR J. & CO.....	COMMON STOCK	363576109	184	5258	SHARES		X			1	5258	0	0
GALLAGHER ARTHUR J. & CO.....	COMMON STOCK	363576109	33	928	SHARES				X	1	928	0	0
GAMESTOP CORP - CLASS A.....	COMMON STOCK	36467W109	219	11917	SHARES		X			1	11917	0	0
GANNET CO COMMON.....	COMMON STOCK	364730101	29	2000	SHARES				X	1	2000	0	0
GAP INC COM.....	COMMON STOCK	364760108	41	1500	SHARES		X			1	1500	0	0
GAP INC COM.....	COMMON STOCK	364760108	68	2500	SHARES				X	1	2500	0	0
GATX CORP COMMON.....	COMMON STOCK	361448103	18	475	SHARES		X			1	475	0	0
GENERAL DYNAMICS CORP COM.....	COMMON STOCK	369550108	1659	25156	SHARES		X			1	25156	0	0
GENERAL DYNAMICS CORP COM.....	COMMON STOCK	369550108	617	9355	SHARES				X	1	9355	0	0
GENERAL ELECTRIC COMPANY.....	COMMON STOCK	369604103	24730	1186671	SHARES		X			1	1169896	0	16775
GENERAL ELECTRIC COMPANY.....	COMMON STOCK	369604103	24820	1191002	SHARES				X	1	1145909	0	45093
GENERAL MILLS INC.....	COMMON STOCK	370334104	3016	78252	SHARES		X			1	78252	0	0
GENERAL MILLS INC.....	COMMON STOCK	370334104	1579	40963	SHARES				X	1	40063	0	900
GENERAL MOTORS CO.....	COMMON STOCK	37045V100	8	425	SHARES		X			1	425	0	0
GENERAL MOTORS CO.....	COMMON STOCK	37045V100	8	406	SHARES				X	1	406	0	0
GENESCO INC COM.....	COMMON STOCK	371532102	18	300	SHARES		X			1	300	0	0
GENUINE PARTS INC.....	COMMON STOCK	372460105	116	1925	SHARES		X			1	1925	0	0
GENUINE PARTS INC.....	COMMON STOCK	372460105	75	1250	SHARES				X	1	1250	0	0
GILEAD SCIENCES INC COM.....	COMMON STOCK	375558103	2146	41848	SHARES		X			1	41848	0	0
GILEAD SCIENCES INC COM.....	COMMON STOCK	375558103	507	9889	SHARES				X	1	9100	0	789
GLACIER BANCORP INC NEW.....	COMMON STOCK	37637Q105	75	4860	SHARES		X			1	4860	0	0
GLACIER BANCORP INC NEW.....	COMMON STOCK	37637Q105	22	1430	SHARES				X	1	1430	0	0
GLATFELTER.....	COMMON STOCK	377316104	266	16225	SHARES		X			1	16225	0	0
GLOBAL PAYMENTS INC.....	COMMON STOCK	37940X102	246	5679	SHARES		X			1	5679	0	0
GOLDMAN SACHS GROUP INC COM.....	COMMON STOCK	38141G104	4774	49802	SHARES		X			1	48852	0	950
GOLDMAN SACHS GROUP INC COM.....	COMMON STOCK	38141G104	382	3989	SHARES				X	1	3475	0	514
GOODYEAR TIRE & RUBBER CO.....	COMMON STOCK	382550101	15	1275	SHARES		X			1	1275	0	0
GOOGLE INC CL A.....	COMMON STOCK	38259P508	7357	12683	SHARES		X			1	12627	0	56
GOOGLE INC CL A.....	COMMON STOCK	38259P508	727	1253	SHARES				X	1	965	0	288
GOVERNMENT PROPERTIES INCOME TRUST...	COMMON STOCK	38376A103	23	1000	SHARES		X			1	1000	0	0
GOVERNMENT PROPERTIES INCOME TRUST...	COMMON STOCK	38376A103	61	2700	SHARES				X	1	2700	0	0
GRACO INC COM...	COMMON STOCK	384109104	328	7108	SHARES		X			1	7108	0	0
GRACO INC COM...	COMMON STOCK	384109104	2	50	SHARES				X	1	50	0	0
GREAT PLAINS ENERGY INC.....	COMMON STOCK	391164100	16	770	SHARES		X			1	770	0	0
GREEN DOT CORP CL A.....	COMMON STOCK	39304D102	0	18	SHARES		X			1	18	0	0
GREEN MOUNTAIN COFFEE ROASTERS INC...	COMMON STOCK	393122106	306	14031	SHARES		X			1	14031	0	0
GROUP 1 AUTOMOTIVE INC.....	COMMON STOCK	398905109	14	300	SHARES		X			1	300	0	0
GSV CAPITAL CORP.....	COMMON STOCK	36191J101	9	1000	SHARES		X			1	1000	0	0

GULFPORT ENERGY CORP.....	COMMON STOCK	402635304	13	650	SHARES	X	1	650	0	0	
H & R BLOCK COMMON.....	COMMON STOCK	093671105	105	6600	SHARES		X	1	6600	0	0
H&E EQUIPMENT SERVICES INC...	COMMON STOCK	404030108	56	3700	SHARES	X	1	3700	0	0	
HALLIBURTON HLDG CO COM.....	COMMON STOCK	406216101	719	25317	SHARES	X	1	25317	0	0	
HALLIBURTON HLDG CO COM.....	COMMON STOCK	406216101	142	5000	SHARES		X	1	5000	0	0
HANESBRANDS INC.....	COMMON STOCK	410345102	14	500	SHARES		X	1	100	0	400
HARLEY DAVIDSON COMMON.....	COMMON STOCK	412822108	255	5586	SHARES	X	1	5586	0	0	
HARLEY DAVIDSON COMMON.....	COMMON STOCK	412822108	155	3400	SHARES		X	1	200	0	3200
HARRIS CORP COMMON.....	COMMON STOCK	413875105	0	1	SHARES	X	1	1	0	0	
HARRIS CORP COMMON.....	COMMON STOCK	413875105	210	5025	SHARES		X	1	5025	0	0
HARSCO CORP COMMON.....	COMMON STOCK	415864107	2498	122569	SHARES	X	1	122569	0	0	
HARSCO CORP COMMON.....	COMMON STOCK	415864107	1027	50381	SHARES		X	1	50381	0	0
HARTFORD FINANCIAL SVCS GRP INC.....	COMMON STOCK	416515104	46	2584	SHARES	X	1	2584	0	0	
HARTFORD FINANCIAL SVCS GRP INC.....	COMMON STOCK	416515104	28	1570	SHARES		X	1	1480	0	90
HATTERAS FINANCIAL CORP.....	COMMON STOCK	41902R103	970	33931	SHARES	X	1	33367	0	564	
HATTERAS FINANCIAL CORP.....	COMMON STOCK	41902R103	50	1734	SHARES		X	1	1734	0	0
HAWAIIAN ELECTRIC INDUSTRIES COMMON.....	COMMON STOCK	419870100	20	714	SHARES	X	1	714	0	0	
HCP INCORPORATED REITS.....	COMMON STOCK	40414L109	77	1754	SHARES	X	1	1754	0	0	
HCP INCORPORATED REITS.....	COMMON STOCK	40414L109	9	208	SHARES		X	1	208	0	0
HEALTH CARE REIT INC.....	COMMON STOCK	42217K106	45	768	SHARES	X	1	768	0	0	
HEALTH CARE REIT INC.....	COMMON STOCK	42217K106	11	190	SHARES		X	1	190	0	0
HEALTH MANAGEMENT- CLASS A.....	COMMON STOCK	421933102	0	50	SHARES		X	1	50	0	0
HEARTLAND PAYMENT SYSTEMS INC....	COMMON STOCK	42235N108	27	900	SHARES	X	1	900	0	0	
HEICO CORPORATION - CLASS A.....	COMMON STOCK	422806208	217	6718	SHARES	X	1	6718	0	0	
HEINZ H J CO COM.....	COMMON STOCK	423074103	1324	24355	SHARES	X	1	24355	0	0	
HEINZ H J CO COM.....	COMMON STOCK	423074103	526	9679	SHARES		X	1	9679	0	0

CORP.....	COMMON STOCK	44980X109	357	8192	SHARES	X		1	8192	0	0
IRON MTN INC PA											
COM.....	COMMON STOCK	462846106	2	67	SHARES	X		1	67	0	0
IRON MTN INC PA											
COM.....	COMMON STOCK	462846106	11	329	SHARES		X	1	329	0	0
ISIS											
PHARMACEUTICALS											
COM.....	COMMON STOCK	464330109	4	350	SHARES	X		1	350	0	0
ITT CORP.....	COMMON STOCK	450911201	23	1310	SHARES		X	1	1310	0	0
ITT EDUCATIONAL											
SERVICES INC											
COM.....	COMMON STOCK	45068B109	216	3552	SHARES	X		1	3552	0	0
J B HUNT											
TRANSPORT											
SERVICES INC...	COMMON STOCK	445658107	6	95	SHARES	X		1	95	0	0
J C PENNEY											
COMPANY											
COMMON.....	COMMON STOCK	708160106	45	1940	SHARES	X		1	1940	0	0
JACOBS											
ENGINEERING											
GROUP INC COM..	COMMON STOCK	469814107	89	2350	SHARES	X		1	2350	0	0
JACOBS											
ENGINEERING											
GROUP INC											
COM.....	COMMON STOCK	469814107	49	1290	SHARES		X	1	1290	0	0
JETBLUE AIRWAYS											
CORPORATION...	COMMON STOCK	477143101	1	100	SHARES	X		1	100	0	0
JM SMUCKER CO...	COMMON STOCK	832696405	68	900	SHARES	X		1	900	0	0
JM SMUCKER CO...	COMMON STOCK	832696405	248	3278	SHARES		X	1	2680	0	598
JOHNSON &											
JOHNSON.....	COMMON STOCK	478160104	21681	320914	SHARES	X		1	317414	0	3500
JOHNSON &											
JOHNSON.....	COMMON STOCK	478160104	19420	287444	SHARES		X	1	274643	0	12801
JOHNSON CONTROLS											
INC COM.....	COMMON STOCK	478366107	741	26733	SHARES	X		1	26733	0	0
JOHNSON CONTROLS											
INC COM.....	COMMON STOCK	478366107	255	9200	SHARES		X	1	9200	0	0
JOY GLOBAL											
INCORPORATED...	COMMON STOCK	481165108	1465	25822	SHARES	X		1	25322	0	500
JOY GLOBAL											
INCORPORATED...	COMMON STOCK	481165108	115	2035	SHARES		X	1	1710	0	325
JPMORGAN CHASE &											
CO.....	COMMON STOCK	46625H100	9803	274369	SHARES	X		1	271419	0	2950
JPMORGAN CHASE &											
CO.....	COMMON STOCK	46625H100	4115	115163	SHARES		X	1	104965	0	10198
JUNIPER NETWORKS											
INC.....	COMMON STOCK	48203R104	359	21996	SHARES	X		1	21996	0	0
JUNIPER NETWORKS											
INC.....	COMMON STOCK	48203R104	6	350	SHARES		X	1	350	0	0
KELLOGG CO COM..	COMMON STOCK	487836108	819	16600	SHARES	X		1	16600	0	0
KELLOGG CO COM..	COMMON STOCK	487836108	635	12875	SHARES		X	1	12775	0	100

COM.....	COMMON STOCK	539830109	3038	34893	SHARES	X		1	34893	0	0
LOCKHEED MARTIN CORPORATION											
COM.....	COMMON STOCK	539830109	857	9840	SHARES		X	1	9840	0	0
LOEWS CORP.....	COMMON STOCK	540424108	165	4030	SHARES	X		1	4030	0	0
LOEWS CORP.....	COMMON STOCK	540424108	17	405	SHARES		X	1	405	0	0
LORILLARD INC...	COMMON STOCK	544147101	99	748	SHARES	X		1	748	0	0
LORILLARD INC...	COMMON STOCK	544147101	8	60	SHARES		X	1	60	0	0
LOWES COMPANIES											
INC.....	COMMON STOCK	548661107	2689	94557	SHARES	X		1	94105	0	452
LOWES COMPANIES											
INC.....	COMMON STOCK	548661107	287	10102	SHARES		X	1	9002	0	1100
LSI											
CORPORATION....	COMMON STOCK	502161102	0	14	SHARES		X	1	14	0	0
LUFKIN INDUSTRIES											
INC.....	COMMON STOCK	549764108	210	3872	SHARES	X		1	3872	0	0
LUMBER LIQUIDATORS											
HOLDINGS.....	COMMON STOCK	55003T107	38	1125	SHARES	X		1	1125	0	0
LUMINEX											
CORPORATION....	COMMON STOCK	55027E102	15	600	SHARES	X		1	600	0	0
M & T BANK											
CORP.....	COMMON STOCK	55261F104	117342	1421124	SHARES	X		1	15605	0	1405519
M & T BANK											
CORP.....	COMMON STOCK	55261F104	10945	132552	SHARES		X	1	238	0	132314
MACY'S INC.....	COMMON STOCK	55616P104	179	5217	SHARES	X		1	5217	0	0
MACY'S INC.....	COMMON STOCK	55616P104	2	72	SHARES		X	1	72	0	0
MAGNUM HUNTER											
RESOURCES											
CORP.....	COMMON STOCK	55973B102	0	100	SHARES		X	1	0	0	100
MAKO SURGICAL											
CORP.....	COMMON STOCK	560879108	8	300	SHARES		X	1	300	0	0
MANITOWOC CO											
INC COM.....	COMMON STOCK	563571108	42	3587	SHARES	X		1	3587	0	0
MANPOWER INC											
WIS.....	COMMON STOCK	56418H100	55	1500	SHARES	X		1	1500	0	0
MAP											
PHARMACEUTICALS											
INC.....	COMMON STOCK	56509R108	227	15157	SHARES	X		1	15157	0	0
MARATHON OIL											
CORP.....	COMMON STOCK	565849106	120	4690	SHARES	X		1	4690	0	0
MARATHON OIL											
CORP.....	COMMON STOCK	565849106	28	1106	SHARES		X	1	1106	0	0
MARATHON											
PETROLEUM											
CORPORATION....	COMMON STOCK	56585A102	159	3540	SHARES	X		1	3540	0	0
MARATHON											
PETROLEUM											
CORPORATION....	COMMON STOCK	56585A102	24	537	SHARES		X	1	537	0	0
MARKEL CORP											
COM.....	COMMON STOCK	570535104	2	4	SHARES	X		1	4	0	0
MARKETAXESS											
HOLDINGS INC...	COMMON STOCK	57060D108	21	800	SHARES	X		1	800	0	0
MARRIOTT INTL											
INC CL A.....	COMMON STOCK	571903202	27	700	SHARES	X		1	700	0	0
MARSH & MCLENNAN											
COS INC COM....	COMMON STOCK	571748102	58	1800	SHARES		X	1	1800	0	0

NAME OF ISSUER	TITLE OF CLASS	COLUMN 2 CUSIP	COLUMN 3 VALUE (X \$1,000)	COLUMN 4 SHARES OR PRINCIPAL AMOUNT	COLUMN 5 SHARES OR PRINCIPAL	COLUMN 6 PUT OR CALL	COLUMN 6 INVESTMENT AUTHORITY			COLUMN 7 COLUMN 8 VOTING AUTHORITY		
							SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	SOLE	SHARED	OTHER
MASCO CORP.....	COMMON STOCK	574599106	17	1217	SHARES		X		1	1217	0	0
MASCO CORP.....	COMMON STOCK	574599106	17	1200	SHARES				1	1200	0	0
MASTERCARD INC CL A.....	COMMON STOCK	57636Q104	1306	3037	SHARES		X		1	3037	0	0
MASTERCARD INC CL A.....	COMMON STOCK	57636Q104	51	119	SHARES				1	119	0	0
MATTEL COMMON...	COMMON STOCK	577081102	174	5374	SHARES		X		1	5374	0	0
MATTEL COMMON...	COMMON STOCK	577081102	32	978	SHARES				1	978	0	0
MAXIM INTEGRATED PRODS INC COM..	COMMON STOCK	57772K101	11	415	SHARES		X		1	415	0	0
MAXIM INTEGRATED PRODS INC COM..	COMMON STOCK	57772K101	5	200	SHARES				1	200	0	0
MCCORMICK & CO-NON VTG SHS.....	COMMON STOCK	579780206	3086	50875	SHARES		X		1	50875	0	0
MCCORMICK & CO-NON VTG SHS.....	COMMON STOCK	579780206	186	3075	SHARES				1	3075	0	0
MCDERMOTT INTL INC.....	COMMON STOCK	580037109	45	4050	SHARES		X		1	4050	0	0
MCDERMOTT INTL INC.....	COMMON STOCK	580037109	6	550	SHARES				1	550	0	0
MCDONALD'S CORPORATION....	COMMON STOCK	580135101	8655	97766	SHARES		X		1	97691	0	75
MCDONALD'S CORPORATION....	COMMON STOCK	580135101	3881	43837	SHARES				1	41772	0	2065
MCGRAW HILL COMPANIES INC COMMON.....	COMMON STOCK	580645109	217	4830	SHARES		X		1	4830	0	0
MCGRAW HILL COMPANIES INC COMMON.....	COMMON STOCK	580645109	805	17895	SHARES				1	14895	0	3000
MCKESSON CORPORATION COM.....	COMMON STOCK	58155Q103	38	400	SHARES				1	400	0	0
MCMORAN EXPLORATION CO.....	COMMON STOCK	582411104	127	10000	SHARES				1	10000	0	0
MEAD JOHNSON NUTRITION CO...	COMMON STOCK	582839106	939	11662	SHARES		X		1	11494	0	168
MEAD JOHNSON NUTRITION CO...	COMMON STOCK	582839106	24	292	SHARES				1	292	0	0
MEADWESTVACO CORP COMMON....	COMMON STOCK	583334107	1243	43250	SHARES		X		1	42526	0	724
MEADWESTVACO CORP COMMON....	COMMON STOCK	583334107	64	2224	SHARES				1	2224	0	0
MEDASSETS INC...	COMMON STOCK	584045108	24	1750	SHARES		X		1	1750	0	0
MEDIDATA SOLUTIONS INC..	COMMON STOCK	58471A105	7	200	SHARES		X		1	200	0	0
MEDIVATION INC..	COMMON STOCK	58501N101	34	375	SHARES		X		1	375	0	0
MEDTRONIC INC...	COMMON STOCK	585055106	958	24739	SHARES		X		1	24539	0	200
MEDTRONIC INC...	COMMON STOCK	585055106	733	18930	SHARES				1	15680	0	3250
MERCK & CO INC..	COMMON STOCK	58933Y105	12826	307213	SHARES		X		1	305898	0	1315
MERCK & CO INC..	COMMON STOCK	58933Y105	6770	162159	SHARES				1	147803	0	14356
METLIFE INC.....	COMMON STOCK	59156R108	3788	122786	SHARES		X		1	122286	0	500
METLIFE INC.....	COMMON STOCK	59156R108	364	11789	SHARES				1	8612	0	3177
METROPOLITAN HEALTH NETWORKS INC...	COMMON STOCK	592142103	5	500	SHARES		X		1	500	0	0
MICROCHIP TECHNOLOGY INC COM.....	COMMON STOCK	595017104	273	8259	SHARES		X		1	8259	0	0
MICROCHIP TECHNOLOGY INC COM.....	COMMON STOCK	595017104	68	2050	SHARES				1	2050	0	0
MICROSOFT CORP..	COMMON STOCK	594918104	20052	655520	SHARES		X		1	648697	0	6823
MICROSOFT CORP..	COMMON STOCK	594918104	7337	239841	SHARES				1	212891	0	26950
MID PENN BANCORP INCORPORATED...	COMMON STOCK	59540G107	16	1570	SHARES		X		1	1570	0	0
MKS INSTRUMENTS INC.....	COMMON STOCK	55306N104	257	8920	SHARES		X		1	8920	0	0
MOLSON COORS BREWING COMPANY.....	COMMON STOCK	60871R209	25	600	SHARES				1	600	0	0
MONSANTO COMPANY.....	COMMON STOCK	61166W101	2301	27796	SHARES		X		1	27438	0	358
MONSANTO COMPANY.....	COMMON STOCK	61166W101	911	11002	SHARES				1	10802	0	200
MONSTER BEVERAGE CORP.....	COMMON STOCK	611740101	262	3679	SHARES		X		1	3679	0	0
MONSTER BEVERAGE CORP.....	COMMON STOCK	611740101	3	48	SHARES				1	48	0	0
MOODYS CORP.....	COMMON STOCK	615369105	41	1123	SHARES		X		1	1123	0	0

MOODYS CORP.....	COMMON STOCK	615369105	6	170	SHARES			1	170	0	0
MOOG INC CL A...	COMMON STOCK	615394202	12	300	SHARES	X		1	300	0	0
MORGAN STANLEY GROUP INC.....	COMMON STOCK	617446448	540	37041	SHARES	X		1	37041	0	0
MORGAN STANLEY GROUP INC.....	COMMON STOCK	617446448	141	9667	SHARES		X	1	7372	0	2295
MOSAIC CO THE...	COMMON STOCK	61945C103	612	11176	SHARES	X		1	11176	0	0
MOSAIC CO THE...	COMMON STOCK	61945C103	52	955	SHARES		X	1	455	0	500
MOTOROLA SOLUTIONS INC..	COMMON STOCK	620076307	136	2834	SHARES	X		1	2834	0	0
MOTOROLA SOLUTIONS INC..	COMMON STOCK	620076307	134	2782	SHARES		X	1	2782	0	0
MURPHY OIL CORP COMMON.....	COMMON STOCK	626717102	33	650	SHARES	X		1	650	0	0
MURPHY OIL CORP COMMON.....	COMMON STOCK	626717102	75	1500	SHARES		X	1	1500	0	0
MYLAN INC.....	COMMON STOCK	628530107	11	533	SHARES	X		1	533	0	0
MYRIAD GENETICS INC.....	COMMON STOCK	62855J104	7	300	SHARES	X		1	300	0	0
NATIONAL FUEL GAS CO COMMON..	COMMON STOCK	636180101	80	1700	SHARES		X	1	1700	0	0
NATIONAL OILWELL VARCO INC.....	COMMON STOCK	637071101	5745	89147	SHARES	X		1	88572	0	575
NATIONAL OILWELL VARCO INC.....	COMMON STOCK	637071101	424	6585	SHARES		X	1	4176	0	2409
NATIONAL PENN BANCSHARES INC.....	COMMON STOCK	637138108	14	1500	SHARES	X		1	1500	0	0
NATIONAL RETAIL PROPERTIES INC.....	COMMON STOCK	637417106	85	3000	SHARES	X		1	3000	0	0
NAVISTAR INTERNATIONAL CORP.....	COMMON STOCK	63934E108	3	100	SHARES	X		1	100	0	0
NETAPP APPLIANCE INC.....	COMMON STOCK	64110D104	12	376	SHARES	X		1	376	0	0
NETFLIX.COM INC.....	COMMON STOCK	64110L106	5	68	SHARES	X		1	68	0	0
NETSPEND HOLDINGS INC.....	COMMON STOCK	64118V106	43	4700	SHARES	X		1	4700	0	0
NEUROCRINE BIOSCIENCES INC.....	COMMON STOCK	64125C109	4	500	SHARES		X	1	0	0	500
NEW YORK COMMUNITY BANCORP INC....	COMMON STOCK	649445103	175	13988	SHARES	X		1	13988	0	0

NAME OF ISSUER	TITLE OF CLASS	COLUMN 2 CUSIP	COLUMN 3 VALUE (X \$1,000)	COLUMN 4 SHARES OR PRINCIPAL AMOUNT	COLUMN 5 SHARES OR PRINCIPAL	PUT OR CALL	COLUMN 6 INVESTMENT AUTHORITY			COLUMN 7 COLUMN 8 VOTING AUTHORITY			
							SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	SOLE	SHARED	OTHER	
							-----	-----	-----	-----	-----	-----	
NEW YORK COMMUNITY BANCORP INC....	COMMON STOCK	649445103	74	5876	SHARES			X	1		5876	0	0
NEWELL RUBBERMAID INC COM.....	COMMON STOCK	651229106	54	3000	SHARES				X	1	3000	0	0
NEWFIELD EXPLORATION CO COMMON.....	COMMON STOCK	651290108	5	170	SHARES		X			1	170	0	0
NEWFIELD EXPLORATION CO COMMON.....	COMMON STOCK	651290108	4	125	SHARES				X	1	125	0	0
NEWMARKET CORPORATION....	COMMON STOCK	651587107	3013	13911	SHARES		X			1	13675	0	236
NEWMARKET CORPORATION....	COMMON STOCK	651587107	1709	7888	SHARES				X	1	7888	0	0
NEWMONT MINING CORP COMMON....	COMMON STOCK	651639106	16	340	SHARES		X			1	340	0	0
NEWMONT MINING CORP COMMON....	COMMON STOCK	651639106	44	900	SHARES				X	1	0	0	900
NEWS CORP INC-A.....	COMMON STOCK	65248E104	19	850	SHARES		X			1	850	0	0
NEWS CORP INC-A.....	COMMON STOCK	65248E104	24	1073	SHARES				X	1	1073	0	0
NEXTERA ENERGY INC.....	COMMON STOCK	65339F101	4302	62520	SHARES		X			1	62445	0	75
NEXTERA ENERGY INC.....	COMMON STOCK	65339F101	3482	50598	SHARES				X	1	44048	0	6550
NIKE INC CL B...	COMMON STOCK	654106103	2131	24272	SHARES		X			1	24272	0	0
NIKE INC CL B...	COMMON STOCK	654106103	206	2346	SHARES				X	1	2051	0	295
NISOURCE INC....	COMMON STOCK	65473P105	159	6416	SHARES		X			1	6416	0	0
NISOURCE INC....	COMMON STOCK	65473P105	101	4061	SHARES				X	1	4061	0	0
NOBLE ENERGY INC.....	COMMON STOCK	655044105	425	5016	SHARES		X			1	5016	0	0
NORANDA ALUMINUM HOLDING CORP...	COMMON STOCK	65542W107	26	3250	SHARES		X			1	3250	0	0
NORDSTROM INC COM.....	COMMON STOCK	655664100	1228	24711	SHARES		X			1	24711	0	0
NORFOLK SOUTHERN CORP.....	COMMON STOCK	655844108	1408	19613	SHARES		X			1	19413	0	200
NORFOLK SOUTHERN CORP.....	COMMON STOCK	655844108	390	5440	SHARES				X	1	2740	0	2700
NORTHEAST UTILITIES COM..	COMMON STOCK	664397106	18	461	SHARES		X			1	461	0	0
NORTHERN TRUST CORP COM.....	COMMON STOCK	665859104	2	52	SHARES		X			1	52	0	0
NORTHROP GRUMMAN CORP.....	COMMON STOCK	666807102	131	2052	SHARES		X			1	2052	0	0
NORTHROP GRUMMAN CORP.....	COMMON STOCK	666807102	127	1998	SHARES				X	1	1998	0	0
NORTHWEST BANCSHARES INC.....	COMMON STOCK	667340103	52	4417	SHARES		X			1	4417	0	0
NOVAVAX INC....	COMMON STOCK	670002104	16	10000	SHARES		X			1	10000	0	0
NUANCE COMMUNICATIONS INC.....	COMMON STOCK	67020Y100	17	724	SHARES		X			1	724	0	0
NUCOR CORP COMMON.....	COMMON STOCK	670346105	55	1448	SHARES		X			1	1448	0	0
NUCOR CORP COMMON.....	COMMON STOCK	670346105	438	11550	SHARES				X	1	11550	0	0
NV ENERGY INC...	COMMON STOCK	67073Y106	16	920	SHARES				X	1	920	0	0
NVIDIA CORP COM.....	COMMON STOCK	67066G104	47	3411	SHARES		X			1	3411	0	0
NXSTAGE MEDICAL INC.....	COMMON STOCK	67072V103	22	1300	SHARES		X			1	1300	0	0
O'REILLY AUTOMOTIVE INC.....	COMMON STOCK	67103H107	83	986	SHARES		X			1	986	0	0
O'REILLY AUTOMOTIVE INC.....	COMMON STOCK	67103H107	2	28	SHARES				X	1	28	0	0
OCCIDENTAL PETROLEUM CORP COMMON.....	COMMON STOCK	674599105	1814	21151	SHARES		X			1	20889	0	262
OCCIDENTAL PETROLEUM CORP COMMON.....	COMMON STOCK	674599105	430	5018	SHARES				X	1	5018	0	0
ODYSSEY MARINE..	COMMON STOCK	676118102	19	5000	SHARES		X			1	5000	0	0
OGE ENERGY CORP COM.....	COMMON STOCK	670837103	25	475	SHARES		X			1	475	0	0
OGE ENERGY CORP COM.....	COMMON STOCK	670837103	21	400	SHARES				X	1	400	0	0

OLD LINE BANCSHARES INC.....	COMMON STOCK	67984M100	13	1250	SHARES	X		1	1250	0	0
OLD NATIONAL BANCORP COM...	COMMON STOCK	680033107	24	2000	SHARES	X		1	2000	0	0
OLD REPUBLIC INTL CORP COM..	COMMON STOCK	680223104	84	10188	SHARES	X		1	10188	0	0
OLD REPUBLIC INTL CORP COM..	COMMON STOCK	680223104	22	2656	SHARES		X	1	2656	0	0
OLIN CORP COM...	COMMON STOCK	680665205	16	750	SHARES	X		1	750	0	0
OMNICOM GROUP INC COM.....	COMMON STOCK	681919106	96	1975	SHARES	X		1	1975	0	0
OMNICOM GROUP INC COM.....	COMMON STOCK	681919106	46	950	SHARES		X	1	950	0	0
ONEOK INC.....	COMMON STOCK	682680103	59	1400	SHARES	X		1	1400	0	0
ORACLE CORPORATION COM.....	COMMON STOCK	68389X105	6708	225867	SHARES	X		1	224277	0	1590
ORACLE CORPORATION COM.....	COMMON STOCK	68389X105	789	26562	SHARES		X	1	21967	0	4595
ORRSTOWN FINL SVCS INC COM...	COMMON STOCK	687380105	49	6075	SHARES	X		1	6075	0	0
OSHKOSH CORPORATION....	COMMON STOCK	688239201	4	200	SHARES	X		1	200	0	0
OSI SYS INC.....	COMMON STOCK	671044105	92	1450	SHARES	X		1	1450	0	0
OWENS CORNING INC.....	COMMON STOCK	690742101	176	6167	SHARES	X		1	6167	0	0
OXIGENE INC.....	COMMON STOCK	691828305	0	250	SHARES	X		1	250	0	0
P G & E CORP....	COMMON STOCK	69331C108	142	3135	SHARES	X		1	3135	0	0
P G & E CORP....	COMMON STOCK	69331C108	147	3238	SHARES		X	1	1738	0	1500
PACCAR INC.....	COMMON STOCK	693718108	10	250	SHARES	X		1	250	0	0
PACKAGING CORP OF AMER COM....	COMMON STOCK	695156109	39	1381	SHARES	X		1	1381	0	0
PACKAGING CORP OF AMER COM....	COMMON STOCK	695156109	12	410	SHARES		X	1	410	0	0
PALL CORP COM...	COMMON STOCK	696429307	11	200	SHARES	X		1	200	0	0
PALL CORP COM...	COMMON STOCK	696429307	55	1000	SHARES		X	1	1000	0	0
PANERA BREAD CO CL-A.....	COMMON STOCK	69840W108	235	1682	SHARES	X		1	1682	0	0
PARAMETRIC TECHNOLOGY CORP.....	COMMON STOCK	699173209	43	2075	SHARES	X		1	2075	0	0
PARKER HANNIFIN CORP.....	COMMON STOCK	701094104	274	3558	SHARES	X		1	3558	0	0
PARKER HANNIFIN CORP.....	COMMON STOCK	701094104	93	1216	SHARES		X	1	1216	0	0
PAYCHEX INC COM.....	COMMON STOCK	704326107	1309	41660	SHARES	X		1	41660	0	0

INC.....	COMMON STOCK	737446104	1	36	SHARES	X		1	36	0	0
POST HOLDINGS											
INC.....	COMMON STOCK	737446104	1	22	SHARES		X	1	22	0	0
POWERSHARES											
GLOBAL WATER											
PORTFOLIO.....	COMMON STOCK	73935X575	24	1300	SHARES	X		1	1300	0	0
PPG INDUSTRIES											
COMMON.....	COMMON STOCK	693506107	1127	10623	SHARES	X		1	9823	0	800
PPG INDUSTRIES											
COMMON.....	COMMON STOCK	693506107	827	7794	SHARES		X	1	6894	0	900
PPL CORP COM....	COMMON STOCK	69351T106	3249	116829	SHARES	X		1	115529	0	1300
PPL CORP COM....	COMMON STOCK	69351T106	857	30799	SHARES		X	1	26364	0	4435
PRAXAIR INC											
COM.....	COMMON STOCK	74005P104	277	2547	SHARES	X		1	2547	0	0
PRAXAIR INC											
COM.....	COMMON STOCK	74005P104	323	2971	SHARES		X	1	2771	0	200
PRECISION											
CASTPARTS CORP											
COM.....	COMMON STOCK	740189105	1422	8642	SHARES	X		1	8642	0	0
PRECISION											
CASTPARTS CORP											
COM.....	COMMON STOCK	740189105	7	40	SHARES		X	1	40	0	0
PRICELINE.COM											
INCORPORATED...	COMMON STOCK	741503403	2466	3711	SHARES	X		1	3655	0	56
PRICELINE.COM											
INCORPORATED...	COMMON STOCK	741503403	92	138	SHARES		X	1	138	0	0
PRINCIPAL											
FINANCIAL GROUP											
COMMON.....	COMMON STOCK	74251V102	21	795	SHARES	X		1	795	0	0
PROCERA NETWORKS											
INC.....	COMMON STOCK	74269U203	53	2175	SHARES	X		1	2175	0	0
PROCTER & GAMBLE											
CO COM.....	COMMON STOCK	742718109	25169	410917	SHARES	X		1	409662	0	1255
PROCTER & GAMBLE											
CO COM.....	COMMON STOCK	742718109	24572	401176	SHARES		X	1	316928	0	84248
PROGRESS ENERGY											
INC COM.....	COMMON STOCK	743263105	338	5613	SHARES	X		1	5013	0	600
PROGRESS ENERGY											
INC COM.....	COMMON STOCK	743263105	153	2535	SHARES		X	1	2535	0	0
PROGRESSIVE CORP											
COM.....	COMMON STOCK	743315103	147	7046	SHARES	X		1	7046	0	0
PROGRESSIVE CORP											
COM.....	COMMON STOCK	743315103	15	711	SHARES		X	1	711	0	0
PROLOGIS INC....	COMMON STOCK	74340W103	1	38	SHARES	X		1	38	0	0
PROSPECT CAPITAL											
CORPORATION....	COMMON STOCK	74348T102	23	2000	SHARES	X		1	0	0	2000
PROVIDENT NEW											
YORK BANCORP...	COMMON STOCK	744028101	17	2225	SHARES		X	1	2225	0	0
PRUDENTIAL											
FINANCIAL INC..	COMMON STOCK	744320102	474	9786	SHARES	X		1	9786	0	0
PRUDENTIAL											
FINANCIAL INC..	COMMON STOCK	744320102	33	683	SHARES		X	1	683	0	0
PUBLIC SVC											
ENTERPRISE											
GROUP INC.....	COMMON STOCK	744573106	124	3807	SHARES	X		1	3807	0	0
PUBLIC SVC											
ENTERPRISE											
GROUP INC.....	COMMON STOCK	744573106	267	8208	SHARES		X	1	8208	0	0

NAME OF ISSUER	TITLE OF CLASS	COLUMN 2 CUSIP	COLUMN 3 VALUE (X \$1,000)	COLUMN 4 SHARES			COLUMN 5 INVESTMENT AUTHORITY			COLUMN 6 VOTING AUTHORITY		
				OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	VOTING AUTHORITY		
										SOLE	SHARED	OTHER
PVH CORP.....	COMMON STOCK	693656100	765	9833	SHARES		X		1	9833	0	0
QEP RESOURCES INC.....	COMMON STOCK	74733V100	36	1200	SHARES		X		1	1200	0	0
QEP RESOURCES INC.....	COMMON STOCK	74733V100	96	3200	SHARES			X	1	3200	0	0
QLIK TECHNOLOGIES INC.....	COMMON STOCK	74733T105	24	1100	SHARES		X		1	1100	0	0
QUALCOMM INC COM.....	COMMON STOCK	747525103	8777	157631	SHARES		X		1	156685	0	946
QUALCOMM INC COM.....	COMMON STOCK	747525103	852	15303	SHARES			X	1	12765	0	2538
QUALITY DISTRIBUTION INC.....	COMMON STOCK	74756M102	33	3019	SHARES		X		1	3019	0	0
QUEST DIAGNOSTICS INC.....	COMMON STOCK	74834L100	138	2300	SHARES				X	2000	0	300
QUESTAR CORP....	COMMON STOCK	748356102	25	1200	SHARES		X		1	1200	0	0
QUESTAR CORP....	COMMON STOCK	748356102	79	3800	SHARES			X	1	3800	0	0
QUESTCOR PHARMACEUTICALS INC.....	COMMON STOCK	74835Y101	95	1775	SHARES		X		1	1775	0	0
QUIDEL CORPORATION....	COMMON STOCK	74838J101	16	1000	SHARES		X		1	1000	0	0
RALCORP HOLDINGS INC.....	COMMON STOCK	751028101	5	74	SHARES		X		1	74	0	0
RALCORP HOLDINGS INC.....	COMMON STOCK	751028101	3	45	SHARES			X	1	45	0	0
RALPH LAUREN CORP.....	COMMON STOCK	751212101	15	110	SHARES		X		1	110	0	0
RAYMOND JAMES FINANCIAL INC..	COMMON STOCK	754730109	397	11590	SHARES		X		1	11590	0	0
RAYONIER INC COM.....	COMMON STOCK	754907103	25	562	SHARES			X	1	562	0	0
RAYTHEON CO COM NEW.....	COMMON STOCK	755111507	11	193	SHARES		X		1	193	0	0
RAYTHEON CO COM NEW.....	COMMON STOCK	755111507	205	3625	SHARES			X	1	3625	0	0
REALD INC.....	COMMON STOCK	75604L105	28	1843	SHARES		X		1	1843	0	0
REALTY INCOME CORP.....	COMMON STOCK	756109104	55	1309	SHARES			X	1	1309	0	0
RED HAT INC COM.....	COMMON STOCK	756577102	11	200	SHARES		X		1	200	0	0
RED ROBIN GOURMET BURGERS.....	COMMON STOCK	75689M101	32	1050	SHARES		X		1	1050	0	0
REGENERON PHARMACEU- TICALS.....	COMMON STOCK	75886F107	163	1430	SHARES		X		1	1430	0	0
REGIONS FINANCIAL CORP.....	COMMON STOCK	7591EP100	29	4271	SHARES			X	1	4271	0	0
RESMED INC.....	COMMON STOCK	761152107	239	7645	SHARES		X		1	7645	0	0
REYNOLDS AMERICAN INC...	COMMON STOCK	761713106	98	2180	SHARES		X		1	2180	0	0
REYNOLDS AMERICAN INC...	COMMON STOCK	761713106	57	1272	SHARES			X	1	1272	0	0
RF MICRO DEVICES INC COM.....	COMMON STOCK	749941100	1	140	SHARES		X		1	140	0	0
RGC RESOURCES INC.....	COMMON STOCK	74955L103	27	1500	SHARES		X		1	1500	0	0
RGC RESOURCES INC.....	COMMON STOCK	74955L103	9	500	SHARES			X	1	500	0	0
RITE AID CORP COM.....	COMMON STOCK	767754104	54	38300	SHARES		X		1	37000	0	1300
RIVERBED TECHNOLOGY INC.....	COMMON STOCK	768573107	327	20270	SHARES		X		1	20270	0	0
ROBERT HALF INTL INC COM.....	COMMON STOCK	770323103	17	605	SHARES			X	1	500	0	105
ROCKWELL AUTOMATION INC.....	COMMON STOCK	773903109	824	12477	SHARES		X		1	12477	0	0
ROCKWELL AUTOMATION INC.....	COMMON STOCK	773903109	297	4500	SHARES			X	1	4350	0	150
ROCKWELL COLLINS COM.....	COMMON STOCK	774341101	199	4026	SHARES		X		1	4026	0	0
ROCKWELL COLLINS COM.....	COMMON STOCK	774341101	102	2075	SHARES			X	1	1995	0	80
ROPER INDUSTRIES INC.....	COMMON STOCK	776696106	4	45	SHARES		X		1	45	0	0

ROSS STORES INC COM.....	COMMON STOCK	778296103	178	2846	SHARES	X		1	2846	0	0
ROSS STORES INC COM.....	COMMON STOCK	778296103	306	4902	SHARES		X	1	4902	0	0
RPM INTERNATIONAL INC COMMON.....	COMMON STOCK	749685103	174	6409	SHARES	X		1	6409	0	0
RPM INTERNATIONAL INC COMMON.....	COMMON STOCK	749685103	43	1588	SHARES		X	1	1588	0	0
RYDER SYS INC COM.....	COMMON STOCK	781270103	16	1825	SHARES	X		1	1825	0	0
RYDER SYS INC COM.....	COMMON STOCK	783549108	41	1141	SHARES	X		1	1141	0	0
SAFEWAY INC COM.....	COMMON STOCK	786514208	14	785	SHARES	X		1	785	0	0
SAFEWAY INC COM.....	COMMON STOCK	786514208	27	1500	SHARES		X	1	0	0	1500
SALESFORCE.COM INC.....	COMMON STOCK	79466L302	46	333	SHARES	X		1	333	0	0
SALLY BEAUTY COMPANY INC....	COMMON STOCK	79546E104	3	100	SHARES	X		1	100	0	0
SAN JUAN BASIN ROYALTY TR.....	COMMON STOCK	798241105	2	150	SHARES		X	1	0	0	150
SANDISK CORP COM.....	COMMON STOCK	80004C101	4	100	SHARES	X		1	100	0	0
SANDY SPRING BANCORP INC....	COMMON STOCK	800363103	217	12067	SHARES		X	1	12067	0	0
SARA LEE CORP... SARA LEE CORP...	COMMON STOCK COMMON STOCK	803111103 803111103	15 114	800 6125	SHARES SHARES	X X		1 1	800 2925	0 0	0 3200
SCANA CORP NEW COM.....	COMMON STOCK	80589M102	118	2476	SHARES	X		1	2476	0	0
SCANA CORP NEW COM.....	COMMON STOCK	80589M102	103	2150	SHARES		X	1	2150	0	0
SCHWAB CHARLES CORP NEW COM...	COMMON STOCK	808513105	201	15545	SHARES	X		1	15545	0	0
SCOTTS MIRACLE-GRO COMPANY.....	COMMON STOCK	810186106	387	9400	SHARES	X		1	9400	0	0
SEALED AIR CORP NEW COM.....	COMMON STOCK	81211K100	1	77	SHARES	X		1	77	0	0
SEALED AIR CORP NEW COM.....	COMMON STOCK	81211K100	60	3908	SHARES		X	1	3908	0	0
SEARS HOLDINGS CORP.....	COMMON STOCK	812350106	21	350	SHARES		X	1	350	0	0
SEATTLE GENETICS INC.....	COMMON STOCK	812578102	4	150	SHARES	X		1	150	0	0
SEI CORP COM....	COMMON STOCK	784117103	3	175	SHARES	X		1	175	0	0
SELECTIVE INS GROUP INC.....	COMMON STOCK	816300107	65	3712	SHARES	X		1	3712	0	0
SEMTECH CORP COM.....	COMMON STOCK	816850101	35	1425	SHARES	X		1	1425	0	0
SENIOR HOUSING PROPERTIES TR (REIT).....	COMMON STOCK	81721M109	2	100	SHARES		X	1	0	0	100
SERVICE CORP INTERNATIONAL COMMON.....	COMMON STOCK	817565104	58	4675	SHARES	X		1	4675	0	0

NAME OF ISSUER	TITLE OF CLASS	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6			COLUMN 7			COLUMN 8		
					VALUE (X \$1,000)	SHARES OR PRINCIPAL AMOUNT	PUT OR CALL	INVESTMENT AUTHORITY			VOTING AUTHORITY				
								SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	SOLE	SHARED	OTHER		
SHERWIN WILLIAMS CO COM.....	COMMON STOCK	824348106		26	200 SHARES		X			1	200	0	0		
SHERWIN WILLIAMS CO COM.....	COMMON STOCK	824348106		662	5000 SHARES				X	1	0	0	5000		
SIGNATURE BANK..	COMMON STOCK	82669G104		35	575 SHARES		X			1	575	0	0		
SIMON PROPERTY GRP INC (REIT).....	COMMON STOCK	828806109		995	6392 SHARES		X			1	6392	0	0		
SIMON PROPERTY GRP INC (REIT).....	COMMON STOCK	828806109		799	5132 SHARES				X	1	5132	0	0		
SIRIUS XM RADIO INC.....	COMMON STOCK	82967N108		14	7588 SHARES		X			1	7588	0	0		
SNAP ON INC COMMON.....	COMMON STOCK	833034101		4	65 SHARES		X			1	65	0	0		
SOLUTIA INC.....	COMMON STOCK	834376501		2	68 SHARES		X			1	68	0	0		
SONIC AUTOMOTIVE INC COM.....	COMMON STOCK	83545G102		26	1900 SHARES		X			1	1900	0	0		
SONOCO PRODUCTS CO COM.....	COMMON STOCK	835495102		98	3263 SHARES		X			1	3263	0	0		
SONOCO PRODUCTS CO COM.....	COMMON STOCK	835495102		17	574 SHARES				X	1	574	0	0		
SOTHEBY'S.....	COMMON STOCK	835898107		9	275 SHARES		X			1	275	0	0		
SOURCEFIRE INC..	COMMON STOCK	83616T108		253	4931 SHARES		X			1	4931	0	0		
SOUTHERN CO COM.....	COMMON STOCK	842587107		1455	31429 SHARES		X			1	30379	0	1050		
SOUTHERN CO COM.....	COMMON STOCK	842587107		1510	32611 SHARES				X	1	32211	0	400		
SOUTHERN COPPER CORP.....	COMMON STOCK	84265V105		134	4253 SHARES		X			1	3647	0	606		
SOUTHERN COPPER CORP.....	COMMON STOCK	84265V105		23	723 SHARES				X	1	723	0	0		
SOUTHWEST AIRLINES CO COM.....	COMMON STOCK	844741108		7	800 SHARES		X			1	800	0	0		
SOUTHWEST AIRLINES CO COM.....	COMMON STOCK	844741108		3	300 SHARES				X	1	300	0	0		
SOUTHWESTERN ENERGY COMPANY.....	COMMON STOCK	845467109		217	6800 SHARES		X			1	6800	0	0		
SOUTHWESTERN ENERGY COMPANY.....	COMMON STOCK	845467109		3	100 SHARES				X	1	100	0	0		
SPDR TECHNOLOGY SELECT SECTOR ETF.....	COMMON STOCK	81369Y803		23	800 SHARES		X			1	800	0	0		
SPECTRA ENERGY CORP.....	COMMON STOCK	847560109		390	13421 SHARES		X			1	13421	0	0		
SPECTRA ENERGY CORP.....	COMMON STOCK	847560109		240	8255 SHARES				X	1	7855	0	400		
SPIRIT AEROSYSTEMS HOLD-CL A.....	COMMON STOCK	848574109		25	1050 SHARES		X			1	1050	0	0		
SPIRIT AIRLINES INC.....	COMMON STOCK	848577102		58	3000 SHARES		X			1	3000	0	0		
SPX CORP COM....	COMMON STOCK	784635104		229	3500 SHARES				X	1	3500	0	0		
ST JOE COMPANY COMMON.....	COMMON STOCK	790148100		3	200 SHARES				X	1	200	0	0		
ST JUDE MEDICAL INC COM.....	COMMON STOCK	790849103		16	392 SHARES		X			1	392	0	0		
ST JUDE MEDICAL INC COM.....	COMMON STOCK	790849103		40	1000 SHARES				X	1	1000	0	0		
STAAR SURGICAL COMPANY.....	COMMON STOCK	852312305		20	2525 SHARES		X			1	2525	0	0		
STANDARD REGISTER COMPANY.....	COMMON STOCK	853887107		8	13000 SHARES		X			1	13000	0	0		
STANLEY BLACK & DECKER INC.....	COMMON STOCK	854502101		188	2927 SHARES		X			1	2927	0	0		
STANLEY BLACK & DECKER INC.....	COMMON STOCK	854502101		874	13573 SHARES				X	1	13573	0	0		
STAPLES INC COM.....	COMMON STOCK	855030102		561	43008 SHARES		X			1	43008	0	0		
STAPLES INC COM.....	COMMON STOCK	855030102		248	18972 SHARES				X	1	18872	0	100		
STARBUCKS CORP COM.....	COMMON STOCK	855244109		2438	45732 SHARES		X			1	45002	0	730		
STARBUCKS CORP COM.....	COMMON STOCK	855244109		146	2743 SHARES				X	1	2743	0	0		
STARWOOD HOTELS & RESORTS WORLDWIDE.....	COMMON STOCK	85590A401		1948	36729 SHARES		X			1	36209	0	520		

STARWOOD HOTELS & RESORTS WORLDWIDE.....	COMMON STOCK	85590A401	59	1114	SHARES		X	1	1114	0	0	
STATE STREET CORP.....	COMMON STOCK	857477103	40	900	SHARES		X	1	900	0	0	
STATE STREET CORP.....	COMMON STOCK	857477103	2913	65250	SHARES		X	1	65250	0	0	
STELLARONE CORP.....	COMMON STOCK	85856G100	22	1731	SHARES		X	1	1731	0	0	
STERICYCLE INC COM.....	COMMON STOCK	858912108	4	42	SHARES		X	1	42	0	0	
STIFEL FINANCIAL CORPORATION....	COMMON STOCK	860630102	16	525	SHARES		X	1	525	0	0	
STONE ENERGY CORP.....	COMMON STOCK	861642106	13	525	SHARES		X	1	525	0	0	
STRATASYS INCORPORATED...	COMMON STOCK	862685104	318	6432	SHARES		X	1	6432	0	0	
STRATEGIC HOTELS & RESORTS INC.....	COMMON STOCK	86272T106	42	6500	SHARES		X	1	6500	0	0	
STRYKER CORP COM.....	COMMON STOCK	863667101	839	15220	SHARES		X	1	15220	0	0	
STRYKER CORP COM.....	COMMON STOCK	863667101	196	3555	SHARES			X	1	2555	0	1000
STURM RUGER & CO INC COM.....	COMMON STOCK	864159108	10	250	SHARES		X	1	250	0	0	
STURM RUGER & CO INC COM.....	COMMON STOCK	864159108	40	1000	SHARES			X	1	1000	0	0
SUNOCO INC COM..	COMMON STOCK	86764P109	3	70	SHARES		X	1	70	0	0	
SUNTRUST BANKS INC.....	COMMON STOCK	867914103	195	8067	SHARES		X	1	8067	0	0	
SUNTRUST BANKS INC.....	COMMON STOCK	867914103	114	4718	SHARES			X	1	3018	0	1700
SUPERVALU INC COMMON.....	COMMON STOCK	868536103	42	8049	SHARES		X	1	8049	0	0	
SUPERVALU INC COMMON.....	COMMON STOCK	868536103	12	2244	SHARES			X	1	2244	0	0
SUSQUEHANNA BANCSHARES INC PA COM.....	COMMON STOCK	869099101	420	40864	SHARES		X	1	38369	0	2495	
SUSQUEHANNA BANCSHARES INC PA COM.....	COMMON STOCK	869099101	97	9440	SHARES			X	1	9440	0	0
SVB FINANCIAL GROUP.....	COMMON STOCK	78486Q101	28	475	SHARES		X	1	475	0	0	
SWIFT TRANSPORATION CO.....	COMMON STOCK	87074U101	24	2550	SHARES		X	1	2550	0	0	
SYMANTEC CORP COM.....	COMMON STOCK	871503108	49	3360	SHARES		X	1	3360	0	0	
SYSCO CORP COMMON.....	COMMON STOCK	871829107	2256	75685	SHARES		X	1	75585	0	100	
SYSCO CORP COMMON.....	COMMON STOCK	871829107	2161	72506	SHARES			X	1	70406	0	2100
T ROWE PRICE GROUP INC COMMON.....	COMMON STOCK	74144T108	9808	155780	SHARES		X	1	155115	0	665	
T ROWE PRICE GROUP INC COMMON.....	COMMON STOCK	74144T108	1921	30515	SHARES			X	1	26461	0	4054
TARGET CORP COM.....	COMMON STOCK	87612E106	5224	89774	SHARES		X	1	89774	0	0	

NAME OF ISSUER	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY			COLUMN 7	COLUMN 8			
	TITLE OF CLASS	CUSIP	VALUE (X \$1,000)	SHARES	SHARES	PUT	SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	VOTING AUTHORITY				
				OR PRINCIPAL AMOUNT	OR PRINCIPAL	OR CALL				SOLE	SHARED	OTHER		
TARGET CORP COM.....	COMMON STOCK	87612E106	557	9572	SHARES					X	1	9397	0	175
TECH DATA CORP COM.....	COMMON STOCK	878237106	24	500	SHARES						X	1	500	0
TECO ENERGY INC.....	COMMON STOCK	872375100	33	1800	SHARES		X					1	1800	0
TECO ENERGY INC.....	COMMON STOCK	872375100	69	3814	SHARES						X	1	3814	0
TEMPUR-PEDIC INTERNATIONAL..	COMMON STOCK	88023U101	5	200	SHARES		X					1	200	0
TENNECO INC.....	COMMON STOCK	880349105	14	525	SHARES		X					1	525	0
TERADATA CORP...	COMMON STOCK	88076W103	713	9902	SHARES		X					1	9902	0
TERADATA CORP...	COMMON STOCK	88076W103	24	334	SHARES						X	1	334	0
TEREX CORP.....	COMMON STOCK	880779103	9	500	SHARES		X					1	500	0
TEXAS CAPITAL BANCSHARES INC.....	COMMON STOCK	88224Q107	235	5818	SHARES		X					1	5818	0
TEXAS INSTRUMENTS INC.....	COMMON STOCK	882508104	1388	48369	SHARES		X					1	48369	0
TEXAS INSTRUMENTS INC.....	COMMON STOCK	882508104	1219	42489	SHARES						X	1	39889	0
TEXTRON INC COM.....	COMMON STOCK	883203101	182	7336	SHARES		X					1	7336	0
THE DIRECTV GROUP HLDGS CL A.....	COMMON STOCK	25490A101	178	3636	SHARES		X					1	3636	0
THE DIRECTV GROUP HLDGS CL A.....	COMMON STOCK	25490A101	290	5946	SHARES						X	1	5946	0
THE HERSHEY COMPANY.....	COMMON STOCK	427866108	2853	39610	SHARES		X					1	38664	0
THE HERSHEY COMPANY.....	COMMON STOCK	427866108	1504	20880	SHARES						X	1	17180	0
THE TRAVELERS COMPANIES INC.....	COMMON STOCK	89417E109	775	12132	SHARES		X					1	12132	0
THE TRAVELERS COMPANIES INC..	COMMON STOCK	89417E109	680	10657	SHARES						X	1	10657	0
THE ULTIMATE SOFTWARE GROUP INC.....	COMMON STOCK	90385D107	24	275	SHARES		X					1	275	0
THE WENDY'S COMPANY.....	COMMON STOCK	95058W100	64	13600	SHARES		X					1	13600	0
THERMO FISHER SCIENTIFIC INC.....	COMMON STOCK	883556102	6	125	SHARES		X					1	125	0
THERMO FISHER SCIENTIFIC INC.....	COMMON STOCK	883556102	52	1000	SHARES						X	1	400	0
TIDEWATER COMMON.....	COMMON STOCK	886423102	46	1000	SHARES		X					1	1000	0
TIFFANY & CO....	COMMON STOCK	886547108	43	820	SHARES		X					1	820	0
TIFFANY & CO....	COMMON STOCK	886547108	85	1600	SHARES						X	1	1600	0
TIME WARNER CABLE INC.....	COMMON STOCK	88732J207	190	2319	SHARES		X					1	2319	0
TIME WARNER CABLE INC.....	COMMON STOCK	88732J207	22	265	SHARES						X	1	265	0
TIME WARNER INC.....	COMMON STOCK	887317303	210	5448	SHARES		X					1	5448	0
TIME WARNER INC.....	COMMON STOCK	887317303	66	1725	SHARES						X	1	1725	0
TITANIUM METALS CORP.....	COMMON STOCK	888339207	9	752	SHARES		X					1	752	0
TJX COMPANIES COM.....	COMMON STOCK	872540109	176	4098	SHARES		X					1	4098	0
TJX COMPANIES COM.....	COMMON STOCK	872540109	153	3554	SHARES						X	1	3554	0
TOLL BROTHERS COMMON.....	COMMON STOCK	889478103	21	700	SHARES						X	1	200	0
TOMPKINS FINANCIAL CORP.....	COMMON STOCK	890110109	14	365	SHARES		X					1	365	0
TOOTSIE ROLL INDUSTRIES.....	COMMON STOCK	890516107	66	2781	SHARES		X					1	2781	0
TRACTOR SUPPLY COMPANY.....	COMMON STOCK	892356106	1169	14078	SHARES		X					1	13924	0
TRACTOR SUPPLY COMPANY.....	COMMON STOCK	892356106	34	412	SHARES						X	1	412	0
TRANSACT TECHNOLOGIES INC COM.....	COMMON STOCK	892918103	8	1000	SHARES		X					1	1000	0

TREDEGAR CORP.....	COMMON STOCK	894650100	22	1500	SHARES		X	1	1500	0	0	
TRIUMPH GROUP INC.....	COMMON STOCK	896818101	68	1200	SHARES		X	1	1200	0	0	
TRUEBLUE INC....	COMMON STOCK	89785X101	31	2000	SHARES		X	1	2000	0	0	
TUPPERWARE BRANDS CORP....	COMMON STOCK	899896104	25	450	SHARES			X	1	450	0	0
TYSON FOODS INC COM.....	COMMON STOCK	902494103	12	625	SHARES			X	1	625	0	0
U S BANCORP DEL COM NEW.....	COMMON STOCK	902973304	4881	151765	SHARES		X	1	151015	0	750	
U S BANCORP DEL COM NEW.....	COMMON STOCK	902973304	568	17658	SHARES			X	1	14563	0	3095
UDR INC REIT....	COMMON STOCK	902653104	1308	50635	SHARES		X	1	49875	0	760	
UDR INC REIT....	COMMON STOCK	902653104	61	2364	SHARES			X	1	2364	0	0
UGI CORP NEW COMMON.....	COMMON STOCK	902681105	221	7496	SHARES		X	1	7496	0	0	
UGI CORP NEW COMMON.....	COMMON STOCK	902681105	88	3000	SHARES			X	1	3000	0	0
UIL HOLDINGS CORPORATION....	COMMON STOCK	902748102	42	1180	SHARES		X	1	1180	0	0	
ULTA SALON COSMETICS & FRAGRANCE.....	COMMON STOCK	90384S303	117	1254	SHARES		X	1	1254	0	0	
ULTA SALON COSMETICS & FRAGRANCE.....	COMMON STOCK	90384S303	3	32	SHARES			X	1	32	0	0
UNDER ARMOUR INC-CLASS A....	COMMON STOCK	904311107	66	700	SHARES		X	1	700	0	0	
UNDER ARMOUR INC-CLASS A....	COMMON STOCK	904311107	7	70	SHARES			X	1	70	0	0
UNION PACIFIC CORP COM.....	COMMON STOCK	907818108	4398	36861	SHARES		X	1	36573	0	288	
UNION PACIFIC CORP COM.....	COMMON STOCK	907818108	1213	10165	SHARES			X	1	9871	0	294
UNITED PARCEL SERVICE CL B...	COMMON STOCK	911312106	6327	80331	SHARES		X	1	80106	0	225	
UNITED PARCEL SERVICE CL B...	COMMON STOCK	911312106	1148	14579	SHARES			X	1	12941	0	1638
UNITED RENTALS INC COM.....	COMMON STOCK	911363109	60	1775	SHARES		X	1	1775	0	0	
UNITED STS STL CORP NEW.....	COMMON STOCK	912909108	105	5113	SHARES		X	1	5113	0	0	
UNITED STS STL CORP NEW.....	COMMON STOCK	912909108	8	386	SHARES			X	1	386	0	0
UNITED TECHNOLOGIES CORP COM.....	COMMON STOCK	913017109	10019	132651	SHARES		X	1	131601	0	1050	
UNITED TECHNOLOGIES CORP COM.....	COMMON STOCK	913017109	3268	43261	SHARES			X	1	40786	0	2475
UNITEDHEALTH GROUP INC.....	COMMON STOCK	91324P102	4528	77402	SHARES		X	1	77052	0	350	
UNITEDHEALTH GROUP INC.....	COMMON STOCK	91324P102	317	5418	SHARES			X	1	3328	0	2090
UNIVERSAL DISPLAY CORP...	COMMON STOCK	91347P105	47	1300	SHARES		X	1	1300	0	0	

COMMON.....	COMMON STOCK	941848103	200	2521	SHARES	X		1	2521	0	0
WATSON											
PHARMACEUTICALS											
INC COM.....	COMMON STOCK	942683103	56	763	SHARES		X	1	763	0	0
WD 40 CO COM....	COMMON STOCK	929236107	10	200	SHARES	X		1	200	0	0
WD 40 CO COM....	COMMON STOCK	929236107	10	200	SHARES		X	1	200	0	0
WEIS MARKETS											
INC.....	COMMON STOCK	948849104	51	1150	SHARES	X		1	900	0	250
WELLPOINT INC...	COMMON STOCK	94973V107	144	2250	SHARES	X		1	2250	0	0
WELLS FARGO & CO.....											
WELLS FARGO & CO.....	COMMON STOCK	949746101	10315	308466	SHARES	X		1	306276	0	2190
WELLS FARGO & CO.....	COMMON STOCK	949746101	3013	90115	SHARES		X	1	86208	0	3907
WESCO											
INTERNATIONAL INCORPORATED....											
WESTAR ENERGY INC.....	COMMON STOCK	95082P105	39	675	SHARES	X		1	675	0	0
WESTAR ENERGY INC.....	COMMON STOCK	95709T100	66	2197	SHARES	X		1	2197	0	0
WESTAR ENERGY INC.....	COMMON STOCK	95709T100	14	484	SHARES		X	1	484	0	0
WESTERN UNION COMPANY.....											
WESTERN UNION COMPANY.....	COMMON STOCK	959802109	119	7087	SHARES	X		1	7087	0	0
WESTERN UNION COMPANY.....	COMMON STOCK	959802109	90	5327	SHARES		X	1	5327	0	0
WEYERHAEUSER CO COM.....											
WEYERHAEUSER CO COM.....	COMMON STOCK	962166104	53	2370	SHARES	X		1	2370	0	0
WEYERHAEUSER CO COM.....	COMMON STOCK	962166104	179	8014	SHARES		X	1	5915	0	2099
WHIRLPOOL CORP COM.....											
WHITTING PETROLEUM CORPORATION....	COMMON STOCK	966387102	326	7936	SHARES	X		1	7936	0	0
WHOLE FOODS MKT INC COM.....	COMMON STOCK	966837106	553	5801	SHARES	X		1	5801	0	0
WHOLE FOODS MKT INC COM.....	COMMON STOCK	966837106	4	38	SHARES		X	1	38	0	0
WILLIAMS COMPANY INC (THE).....											
WILLIAMS COMPANY INC (THE).....	COMMON STOCK	969457100	5	177	SHARES	X		1	177	0	0
WILLIAMS COMPANY INC (THE).....	COMMON STOCK	969457100	35	1200	SHARES		X	1	0	0	1200
WINDSTREAM CORP.....											
WINDSTREAM CORP.....	COMMON STOCK	97381W104	84	8687	SHARES	X		1	8687	0	0
WINDSTREAM CORP.....	COMMON STOCK	97381W104	63	6572	SHARES		X	1	6272	0	300
WISCONSIN ENERGY CORP COM.....											
WISCONSIN ENERGY CORP COM.....	COMMON STOCK	976657106	247	6235	SHARES	X		1	6235	0	0
WISCONSIN ENERGY CORP COM.....	COMMON STOCK	976657106	111	2800	SHARES		X	1	2800	0	0
WISDOMTREE INVESTMENTS INC.....											
WISDOMTREE INVESTMENTS INC.....	COMMON STOCK	97717P104	36	5500	SHARES	X		1	5500	0	0

NAME OF ISSUER	TITLE OF CLASS	COLUMN 2 CUSIP	COLUMN 3 VALUE (X \$1,000)	COLUMN 4 SHARES OR PRINCIPAL AMOUNT			COLUMN 5 SHARES OR PRINCIPAL			COLUMN 6 PUT OR CALL			COLUMN 7 SHARED - SHARED - OTHER MANAGERS			COLUMN 8 VOTING AUTHORITY		
				SOLE	DEFINED	OTHER	OTHER MANAGERS	SOLE	SHARED	OTHER	OTHER							
												SOLE	SHARED	OTHER				
WORLD FUEL SERVICES CORPORATION...	COMMON STOCK	981475106	82	2150	SHARES				X			1	2150	0	0			
WORTHINGTON INDS INC COM.....	COMMON STOCK	981811102	266	13000	SHARES						X	1	0	0	13000			
WPX ENERGY INC-W/I.....	COMMON STOCK	98212B103	1	59	SHARES				X			1	59	0	0			
WPX ENERGY INC-W/I.....	COMMON STOCK	98212B103	6	400	SHARES						X	1	0	0	400			
WR GRACE & CO... WRIGHT EXPRESS CORP.....	COMMON STOCK	38388F108	273	5421	SHARES				X			1	5421	0	0			
WR GRACE & CO... WRIGHT EXPRESS CORP.....	COMMON STOCK	98233Q105	35	575	SHARES				X			1	575	0	0			
WYNDHAM WORLDWIDE CORP.....	COMMON STOCK	98310W108	106	2006	SHARES				X			1	2006	0	0			
WYNDHAM WORLDWIDE CORP.....	COMMON STOCK	98310W108	20	381	SHARES						X	1	381	0	0			
WYNN RESORTS LIMITED.....	COMMON STOCK	983134107	10	100	SHARES				X			1	100	0	0			
XCEL ENERGY INC COM.....	COMMON STOCK	98389B100	96	3366	SHARES				X			1	3366	0	0			
XCEL ENERGY INC COM.....	COMMON STOCK	98389B100	155	5464	SHARES						X	1	5464	0	0			
XEROX CORPORATION COMMON.....	COMMON STOCK	984121103	19	2475	SHARES				X			1	2475	0	0			
XILINX COM.....	COMMON STOCK	983919101	32	944	SHARES				X			1	944	0	0			
XYLEM INC-W/I... XYLEM INC-W/I...	COMMON STOCK	98419M100	13	500	SHARES				X			1	500	0	0			
XYLEM INC-W/I... XYLEM INC-W/I...	COMMON STOCK	98419M100	66	2620	SHARES						X	1	2620	0	0			
YAHOO INC COM... YAHOO INC COM...	COMMON STOCK	984332106	7	445	SHARES				X			1	445	0	0			
YAHOO INC COM... YAHOO INC COM...	COMMON STOCK	984332106	16	1000	SHARES						X	1	1000	0	0			
YORK WATER COMPANY.....	COMMON STOCK	987184108	951	53158	SHARES				X			1	53158	0	0			
YORK WATER COMPANY.....	COMMON STOCK	987184108	693	38744	SHARES						X	1	38494	0	250			
YUM! BRANDS INC.....	COMMON STOCK	988498101	565	8768	SHARES				X			1	8768	0	0			
YUM! BRANDS INC.....	COMMON STOCK	988498101	680	10550	SHARES						X	1	8350	0	2200			
ZIMMER HOLDINGS INC COMMON....	COMMON STOCK	98956P102	484	7514	SHARES				X			1	7514	0	0			
ZIMMER HOLDINGS INC COMMON....	COMMON STOCK	98956P102	428	6646	SHARES						X	1	5596	0	1050			
ZIONS BANCORPORATION COM.....	COMMON STOCK	989701107	30	1555	SHARES				X			1	1555	0	0			
ZIONS BANCORPORATION COM.....	COMMON STOCK	989701107	0	25	SHARES						X	1	25	0	0			
3M CO.....	COMMON STOCK	88579Y101	10132	113080	SHARES				X			1	112655	0	425			
3M CO.....	COMMON STOCK	88579Y101	8024	89553	SHARES							1	80337	0	9216			
ABB LTD SPON ADR.....	COMMON STOCK	000375204	5	285	SHARES				X			1	285	0	0			
ABB LTD SPON ADR.....	COMMON STOCK	000375204	34	2060	SHARES						X	1	2060	0	0			
ACCENTURE PLC-CL A.....	COMMON STOCK	G1151C101	574	9553	SHARES				X			1	9453	0	100			
ACCENTURE PLC-CL A.....	COMMON STOCK	G1151C101	653	10860	SHARES						X	1	10725	0	135			
ACE LIMITED..... ACE LIMITED.....	COMMON STOCK	H0023R105	2652	35780	SHARES				X			1	35780	0	0			
ACE LIMITED..... ACE LIMITED.....	COMMON STOCK	H0023R105	451	6082	SHARES						X	1	5670	0	412			
ADR TIM PARTICIPACOE SA.....	COMMON STOCK	88706P205	13	466	SHARES				X			1	466	0	0			
ADVANCED SEMICONDUCTOR E ADR.....	COMMON STOCK	00756M404	9	2170	SHARES				X			1	2170	0	0			
AEGON NV ORD AMER REG SHS...	COMMON STOCK	007924103	11	2349	SHARES						X	1	2349	0	0			
AERCAP HOLDINGS NV.....	COMMON STOCK	N00985106	6	500	SHARES				X			1	500	0	0			
ALCATEL-LUCENT - SPON ADR.....	COMMON STOCK	013904305	0	175	SHARES				X			1	175	0	0			
ALCATEL-LUCENT - SPON ADR.....	COMMON STOCK	013904305	0	253	SHARES						X	1	253	0	0			
ALLOT COMMUNICATIONS LTD.....	COMMON STOCK	M0854Q105	39	1400	SHARES				X			1	1400	0	0			
AMDOCS LIMITED..	COMMON STOCK	G02602103	11	375	SHARES				X			1	375	0	0			
AMERICA MOVIL SA - SPONS ADR SER L.....	COMMON STOCK	02364W105	74	2846	SHARES				X			1	1446	0	1400			

AMERICA MOVIL SA											
- SPONS ADR											
SER L.....	COMMON STOCK	02364W105	315	12100	SHARES		X	1	6600	0	5500
ANHEUSER-BUSCH											
INBEV NV.....	COMMON STOCK	03524A108	29	365	SHARES		X	1	365	0	0
ARCELORMITTAL-NY											
REGISTERED.....	COMMON STOCK	03938L104	5	300	SHARES		X	1	300	0	0
ARM HOLDINGS											
PLC.....	COMMON STOCK	042068106	180	7577	SHARES		X	1	7577	0	0
ARM HOLDINGS											
PLC.....	COMMON STOCK	042068106	12	510	SHARES		X	1	510	0	0
ASTRAZENECA											
GROUP PLC											
SPONSORED ADR..	COMMON STOCK	046353108	101	2253	SHARES		X	1	2253	0	0
ASTRAZENECA											
GROUP PLC											
SPONSORED ADR..	COMMON STOCK	046353108	62	1380	SHARES		X	1	1380	0	0
BAIDU INC-SPON											
ADR.....	COMMON STOCK	056752108	1228	10679	SHARES		X	1	10549	0	130
BAIDU INC-SPON											
ADR.....	COMMON STOCK	056752108	29	250	SHARES		X	1	250	0	0
BANCO BILBAO											
VIZCAYA											
ARGENTARIA											
ADR.....	COMMON STOCK	05946K101	4	570	SHARES		X	1	570	0	0
BANCO BRADESCO -											
SPONS ADR.....	COMMON STOCK	059460303	8	570	SHARES		X	1	570	0	0
BANCO SANTANDER											
SA - SPONS											
ADR.....	COMMON STOCK	05964H105	1	111	SHARES		X	1	111	0	0
BANCO SANTANDER											
SA - SPONS											
ADR.....	COMMON STOCK	05964H105	11	1700	SHARES		X	1	1700	0	0
BANCOLOMBIA SA											
SPONS ADR.....	COMMON STOCK	05968L102	12	198	SHARES		X	1	198	0	0
BARCLAYS PLC -											
SPONS ADR.....	COMMON STOCK	06738E204	3	322	SHARES		X	1	322	0	0
BARCLAYS PLC -											
SPONS ADR.....	COMMON STOCK	06738E204	8	755	SHARES		X	1	755	0	0
BARRICK GOLD											
CORP.....	COMMON STOCK	067901108	4	94	SHARES		X	1	94	0	0
BARRICK GOLD											
CORP.....	COMMON STOCK	067901108	121	3220	SHARES		X	1	3220	0	0
BCE INC.....	COMMON STOCK	05534B760	178	4328	SHARES		X	1	4328	0	0
BCE INC.....	COMMON STOCK	05534B760	24	580	SHARES		X	1	580	0	0
BHP BILLITON LTD											
SPONSORED ADR..	COMMON STOCK	088606108	373	5714	SHARES		X	1	5714	0	0
BHP BILLITON LTD											
SPONSORED ADR..	COMMON STOCK	088606108	384	5875	SHARES		X	1	4403	0	1472
BP PLC SPONSORED											
ADR.....	COMMON STOCK	055622104	710	17510	SHARES		X	1	17510	0	0
BP PLC SPONSORED											
ADR.....	COMMON STOCK	055622104	598	14759	SHARES		X	1	14159	0	600
BRITISH AMERICAN											
TOBACCO-SP											
ADR.....	COMMON STOCK	110448107	3	28	SHARES		X	1	28	0	0

AG-ADR.....	COMMON STOCK	358029106	34	479	SHARES		X	1	479	0	0
GLAXOSMITHKLINE PLC ADR.....	COMMON STOCK	37733W105	759	16653	SHARES		X	1	16653	0	0
GLAXOSMITHKLINE PLC ADR.....	COMMON STOCK	37733W105	1137	24961	SHARES		X	1	19461	0	5500
GOLDCORP INC....	COMMON STOCK	380956409	2	50	SHARES		X	1	50	0	0
GRUPO TELEVISIA SA SPONS ADR...	COMMON STOCK	40049J206	1	34	SHARES		X	1	34	0	0
GRUPO TELEVISIA SA SPONS ADR...	COMMON STOCK	40049J206	6	297	SHARES			X	1	297	0
HERBALIFE LTD....	COMMON STOCK	G4412G101	337	6976	SHARES		X	1	6976	0	0
HONDA MTR LTD AMERN SHS.....	COMMON STOCK	438128308	10	286	SHARES		X	1	286	0	0
HONDA MTR LTD AMERN SHS.....	COMMON STOCK	438128308	23	675	SHARES			X	1	675	0
HSBC HOLDINGS PLC SPON ADR...	COMMON STOCK	404280406	49	1100	SHARES		X	1	1100	0	0
HSBC HOLDINGS PLC SPON ADR...	COMMON STOCK	404280406	14	323	SHARES			X	1	323	0
IAMGOLD CORP....	COMMON STOCK	450913108	1	100	SHARES			X	1	100	0
ICICI BANK LIMITED SPONSORED ADR..	COMMON STOCK	45104G104	5	164	SHARES		X	1	164	0	0
ICON PLC SPONSORED ADR..	COMMON STOCK	45103T107	10	458	SHARES		X	1	458	0	0
IMPERIAL OIL LTD.....	COMMON STOCK	453038408	104	2500	SHARES			X	1	2500	0
INFOSYS LIMITED.....	COMMON STOCK	456788108	9	200	SHARES		X	1	200	0	0
ING GROEP NV SPONSORED ADR..	COMMON STOCK	456837103	10	1450	SHARES			X	1	1450	0
INGERSOLL-RAND PUBLIC LTD CO..	COMMON STOCK	G47791101	19	450	SHARES		X	1	450	0	0
INGERSOLL-RAND PUBLIC LTD CO..	COMMON STOCK	G47791101	197	4670	SHARES			X	1	4670	0
INVESCO LIMITED.....	COMMON STOCK	G491BT108	16	700	SHARES		X	1	700	0	0
ITAU UNIBANCO HOLDING SA - PREF ADR.....	COMMON STOCK	465562106	7	482	SHARES		X	1	482	0	0
JAZZ PHARMACEUTICALS PLC.....	COMMON STOCK	G50871105	36	800	SHARES		X	1	800	0	0
KINROSS GOLD CORPORATION....	COMMON STOCK	496902404	3	419	SHARES		X	1	419	0	0
KONINKLIJKE PHILIPS ELEC N V NY SHR.....	COMMON STOCK	500472303	11	579	SHARES		X	1	579	0	0
KOREA ELECTRIC POWER CORP SP ADR.....	COMMON STOCK	500631106	7	655	SHARES			X	1	655	0
KT CORPORATION SP ADR.....	COMMON STOCK	48268K101	3	235	SHARES			X	1	235	0
KUBOTA CORP-SPONS ADR.....	COMMON STOCK	501173207	9	198	SHARES		X	1	198	0	0
LIHUA INTERNATIONAL INC.....	COMMON STOCK	532352101	11	2000	SHARES			X	1	2000	0

NAME OF ISSUER	TITLE OF CLASS	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6			COLUMN 7			COLUMN 8		
					VALUE (X \$1,000)	SHARES OR PRINCIPAL AMOUNT	SHARES OR PUT OR CALL	INVESTMENT AUTHORITY			VOTING AUTHORITY					
								SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	SOLE	SHARED	OTHER			
LIONS GATE ENTERTAINMENT CORP.....	COMMON STOCK	535919203	62	4225	SHARES		X			1		4225	0	0		
LLOYDS BANKING GROUP PLC.....	COMMON STOCK	539439109	3	1370	SHARES		X			1		1370	0	0		
LULULEMON ATHLETICA INC-W/I.....	COMMON STOCK	550021109	1861	31203	SHARES		X			1		30885	0	318		
LULULEMON ATHLETICA INC-W/I.....	COMMON STOCK	550021109	51	850	SHARES				X	1		850	0	0		
LUXOTTICA GROUP SPA-SPON ADR...	COMMON STOCK	55068R202	12	332	SHARES		X			1		332	0	0		
LYONDELLBASELL INDUSTRIES NV..	COMMON STOCK	N53745100	81	2000	SHARES				X	1		2000	0	0		
MAGNA INTERNATIONAL..	COMMON STOCK	559222401	16	400	SHARES				X	1		400	0	0		
MANULIFE FINANCIAL CORP.....	COMMON STOCK	56501R106	34	3116	SHARES		X			1		3116	0	0		
MANULIFE FINANCIAL CORP.....	COMMON STOCK	56501R106	20	1832	SHARES				X	1		1832	0	0		
MARVEL TECHNOLOGY GROUP LTD.....	COMMON STOCK	G5876H105	2	200	SHARES				X	1		200	0	0		
MCEWEN MINING INC.....	COMMON STOCK	58039P107	1	400	SHARES		X			1		400	0	0		
METHANEX CORPORATION....	COMMON STOCK	59151K108	33	1175	SHARES		X			1		1175	0	0		
MINDRAY MEDICAL INTL LTD-ADR...	COMMON STOCK	602675100	12	394	SHARES		X			1		394	0	0		
mitsubishi UFJ FINANCIAL GRP-ADR.....	COMMON STOCK	606822104	15	3180	SHARES				X	1		3180	0	0		
MIZUHO FINANCIAL GROUP INC.....	COMMON STOCK	60687Y109	5	1415	SHARES				X	1		1415	0	0		
NABORS INDUSTRIES LTD.....	COMMON STOCK	G6359F103	126	8760	SHARES		X			1		8760	0	0		
NABORS INDUSTRIES LTD.....	COMMON STOCK	G6359F103	121	8395	SHARES				X	1		8395	0	0		
NATIONAL GRID GROUP PLC-ADR.....	COMMON STOCK	636274300	106	2004	SHARES		X			1		2004	0	0		
NATIONAL GRID GROUP PLC-ADR.....	COMMON STOCK	636274300	83	1566	SHARES				X	1		1566	0	0		
NEXEN INC.....	COMMON STOCK	65334H102	2	122	SHARES		X			1		122	0	0		
NIPPON TELEGRAPH & TELE ADR.....	COMMON STOCK	654624105	2	70	SHARES		X			1		70	0	0		
NIPPON TELEGRAPH & TELE ADR.....	COMMON STOCK	654624105	17	745	SHARES				X	1		745	0	0		
NOBLE CORPORATION....	COMMON STOCK	H5833N103	80	2450	SHARES		X			1		2450	0	0		
NOBLE CORPORATION....	COMMON STOCK	H5833N103	21	650	SHARES				X	1		650	0	0		
NOKIA CORP SPONSORED ADR..	COMMON STOCK	654902204	8	3670	SHARES		X			1		3670	0	0		
NOKIA CORP SPONSORED ADR..	COMMON STOCK	654902204	8	4045	SHARES				X	1		4045	0	0		
NOMURA HLDGS INC.....	COMMON STOCK	65535H208	3	875	SHARES				X	1		875	0	0		
NOVARTIS AG ADR.....	COMMON STOCK	66987V109	1552	27760	SHARES		X			1		27623	0	137		
NOVARTIS AG ADR.....	COMMON STOCK	66987V109	541	9682	SHARES				X	1		9597	0	85		
OI SA.....	COMMON STOCK	670851104	1	122	SHARES				X	1		122	0	0		
OI SA ADR.....	COMMON STOCK	670851203	4	328	SHARES				X	1		328	0	0		
ONCOTHYREON INC.....	COMMON STOCK	682324108	4	833	SHARES		X			1		150	0	683		
ONEBEACON INSURANCE GROUP LTD.....	COMMON STOCK	G67742109	74	5648	SHARES		X			1		5648	0	0		
ONEBEACON INSURANCE GROUP LTD.....	COMMON STOCK	G67742109	18	1390	SHARES				X	1		1390	0	0		
ORIENT-EXPRESS HOTELS LIMITED CL A.....	COMMON STOCK	G67743107	18	2201	SHARES		X			1		2201	0	0		
PAN AMERICAN SILVER CORP....	COMMON STOCK	697900108	3	150	SHARES		X			1		150	0	0		

PANASONIC CORP SPONS ADR.....	COMMON STOCK	69832A205	7	875	SHARES		X	1	875	0	0
PEMBINA PIPELINE CORP.....	COMMON STOCK	706327103	2	85	SHARES	X		1	85	0	0
PENN WEST ENERGY PETROLEUM LTD..	COMMON STOCK	707887105	54	4000	SHARES		X	1	4000	0	0
PETROCHINA CO LTD ADR.....	COMMON STOCK	71646E100	16	125	SHARES		X	1	125	0	0
PETROLEO BRASILEIRO SA SPNS ADR.....	COMMON STOCK	71654V408	44	2320	SHARES	X		1	2320	0	0
PETROLEO BRASILEIRO SA SPNS ADR.....	COMMON STOCK	71654V408	14	760	SHARES		X	1	760	0	0
PORTUGAL TELECOM SGPS S A SPONS ADR.....	COMMON STOCK	737273102	7	1614	SHARES		X	1	1614	0	0
POSCO - ADR.....	COMMON STOCK	693483109	8	98	SHARES	X		1	98	0	0
POTASH CORP OF SASKATCHEWAN INC.....	COMMON STOCK	73755L107	737	16877	SHARES	X		1	16877	0	0
POTASH CORP OF SASKATCHEWAN INC.....	COMMON STOCK	73755L107	80	1838	SHARES		X	1	1838	0	0
PRECISION DRILLING TRUST.....	COMMON STOCK	74022D308	14	2000	SHARES		X	1	2000	0	0
PRUDENTIAL PLC-ADR.....	COMMON STOCK	74435K204	12	526	SHARES	X		1	526	0	0
QLT INC.....	COMMON STOCK	746927102	15	2000	SHARES	X		1	2000	0	0
REED ELSEVIER NV SPONSORED ADR..	COMMON STOCK	758204200	2	72	SHARES	X		1	72	0	0
RESEARCH IN MOTION LIMITED.....	COMMON STOCK	760975102	21	2800	SHARES	X		1	2800	0	0
RIO TINTO PLC SPONSORED ADR.....	COMMON STOCK	767204100	14	284	SHARES	X		1	284	0	0
RIO TINTO PLC SPONSORED ADR.....	COMMON STOCK	767204100	19	400	SHARES		X	1	400	0	0
ROGERS COMMUNICATIONS INC CL B.....	COMMON STOCK	775109200	6	178	SHARES	X		1	178	0	0
ROYAL BANK SCOTLAND-SPON ADR.....	COMMON STOCK	780097689	2	281	SHARES		X	1	281	0	0
ROYAL BK CANADA.....	COMMON STOCK	780087102	20	400	SHARES	X		1	400	0	0
ROYAL BK CANADA.....	COMMON STOCK	780087102	51	1000	SHARES		X	1	1000	0	0
ROYAL DUTCH SHELL PLC-ADR A.....	COMMON STOCK	780259206	2710	40190	SHARES	X		1	40190	0	0
ROYAL DUTCH SHELL PLC-ADR A.....	COMMON STOCK	780259206	2568	38090	SHARES		X	1	33640	0	4450
ROYAL DUTCH SHELL PLC-ADR B.....	COMMON STOCK	780259107	108	1548	SHARES	X		1	1548	0	0
ROYAL DUTCH SHELL PLC-ADR B.....	COMMON STOCK	780259107	25	364	SHARES		X	1	364	0	0
SANOFI-ADR.....	COMMON STOCK	80105N105	8	200	SHARES	X		1	200	0	0
SANOFI-ADR.....	COMMON STOCK	80105N105	85	2250	SHARES		X	1	2250	0	0
SAP AG SPONS ADR.....	COMMON STOCK	803054204	30	500	SHARES	X		1	500	0	0
SCHLUMBERGER LTD.....	COMMON STOCK	806857108	15808	243531	SHARES	X		1	242378	0	1153
SCHLUMBERGER LTD.....	COMMON STOCK	806857108	4815	74179	SHARES		X	1	68129	0	6050
SEASPAN CORP....	COMMON STOCK	Y75638109	88	5050	SHARES		X	1	5050	0	0

NAME OF ISSUER	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY			COLUMN 7 COLUMN 8 VOTING AUTHORITY		
	TITLE OF CLASS	CUSIP	VALUE (X \$1,000)	SHARES	SHARES	PUT	SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	SOLE	SHARED	OTHER
				OR PRINCIPAL AMOUNT	OR PRINCIPAL	OR CALL				SOLE	SHARED	OTHER
SENSATA TECHNOLOGIES HLDG NV.....	COMMON STOCK	N7902X106	3	120	SHARES		X		1	120	0	0
SHIRE PLC - ADR.....	COMMON STOCK	82481R106	20	235	SHARES		X		1	235	0	0
SIEMENS A G SPONSORED ADR..	COMMON STOCK	826197501	11	135	SHARES		X		1	135	0	0
SIEMENS A G SPONSORED ADR..	COMMON STOCK	826197501	113	1350	SHARES			X	1	1350	0	0
SILVER WHEATON CORPORATION....	COMMON STOCK	828336107	9	350	SHARES		X		1	350	0	0
SILVER WHEATON CORPORATION....	COMMON STOCK	828336107	83	3100	SHARES			X	1	3100	0	0
SILVERCORP METALS INC.....	COMMON STOCK	82835P103	3	600	SHARES		X		1	600	0	0
SK TELECOM CO LTD - ADR.....	COMMON STOCK	78440P108	12	1020	SHARES			X	1	1020	0	0
SMITH & NEPHEW PLC - SPONS ADR.....	COMMON STOCK	83175M205	2	46	SHARES		X		1	46	0	0
SONY CORP - SPONSORED ADR..	COMMON STOCK	835699307	3	192	SHARES		X		1	192	0	0
STATOIL ASA SPONSORED ADR..	COMMON STOCK	85771P102	9	358	SHARES		X		1	358	0	0
STUDENT TRANSPORTATION INC.....	COMMON STOCK	86388A108	29	4300	SHARES		X		1	4300	0	0
SUMITOMO TRUST AND BANKING CO.....	COMMON STOCK	86562M209	13	2012	SHARES			X	1	2012	0	0
SUN LIFE FINL INC.....	COMMON STOCK	866796105	56	2567	SHARES		X		1	2567	0	0
SUNCOR ENERGY INC.....	COMMON STOCK	867224107	26	901	SHARES		X		1	901	0	0
SUNCOR ENERGY INC.....	COMMON STOCK	867224107	396	13665	SHARES			X	1	13665	0	0
SXC HEALTH SOLUTIONS CORP.....	COMMON STOCK	78505P100	73	735	SHARES		X		1	735	0	0
SYNGENTA AG ADR.....	COMMON STOCK	87160A100	137	2000	SHARES			X	1	2000	0	0
TAIWAN SEMICONDUCTOR SPON ADR.....	COMMON STOCK	874039100	47	3362	SHARES		X		1	3362	0	0
TAIWAN SEMICONDUCTOR SPON ADR.....	COMMON STOCK	874039100	26	1856	SHARES			X	1	842	0	1014
TALISMAN ENERGY INC.....	COMMON STOCK	87425E103	3	300	SHARES		X		1	300	0	0
TALISMAN ENERGY INC.....	COMMON STOCK	87425E103	2	210	SHARES			X	1	0	0	210
TANZANIAN ROYALTY EXPLORATION....	COMMON STOCK	87600U104	1	250	SHARES		X		1	250	0	0
TE CONNECTIVITY LTD.....	COMMON STOCK	H84989104	41	1275	SHARES		X		1	1275	0	0
TE CONNECTIVITY LTD.....	COMMON STOCK	H84989104	26	815	SHARES			X	1	815	0	0
TECK RESOURCES LTD- CL B.....	COMMON STOCK	878742204	31	1000	SHARES			X	1	1000	0	0
TELECOM ITALIA SPA.....	COMMON STOCK	87927Y102	15	1519	SHARES			X	1	1519	0	0
TELECOM NEW ZEALAND SPON ADR.....	COMMON STOCK	879278208	5	533	SHARES			X	1	533	0	0
TELEFONICA BRASIL/S ADR...	COMMON STOCK	87936R106	5	192	SHARES			X	1	192	0	0
TELEFONICA S A SPONSORED ADR..	COMMON STOCK	879382208	19	1431	SHARES		X		1	1431	0	0
TELEFONICA S A SPONSORED ADR..	COMMON STOCK	879382208	32	2477	SHARES			X	1	2477	0	0
TEVA PHARMACEUTICAL SPONS ADR.....	COMMON STOCK	881624209	373	9462	SHARES		X		1	9462	0	0
TEVA PHARMACEUTICAL SPONS ADR.....	COMMON STOCK	881624209	596	15120	SHARES			X	1	15120	0	0
TIM HORTONS INC.....	COMMON STOCK	88706M103	228	4333	SHARES		X		1	4333	0	0
TORONTO-DOMINION BANK.....	COMMON STOCK	891160509	6	82	SHARES		X		1	82	0	0
TORONTO-DOMINION BANK.....	COMMON STOCK	891160509	30	382	SHARES			X	1	300	0	82

TOTAL SA												
SPONSORED ADR..	COMMON	STOCK	89151E109	244	5431	SHARES	X		1	5431	0	0
TOTAL SA												
SPONSORED ADR..	COMMON	STOCK	89151E109	34	754	SHARES		X	1	754	0	0
TOYOTA MOTOR												
CORP SPON ADR..	COMMON	STOCK	892331307	16	200	SHARES	X		1	200	0	0
TOYOTA MOTOR												
CORP SPON ADR..	COMMON	STOCK	892331307	16	200	SHARES		X	1	200	0	0
TRANSOCEAN												
LIMITED.....	COMMON	STOCK	H8817H100	2503	55961	SHARES	X		1	54746	0	1215
TRANSOCEAN												
LIMITED.....	COMMON	STOCK	H8817H100	373	8335	SHARES		X	1	6299	0	2036
TYCO												
INTERNATIONAL												
LTD.....	COMMON	STOCK	H89128104	80	1508	SHARES	X		1	1508	0	0
TYCO												
INTERNATIONAL												
LTD.....	COMMON	STOCK	H89128104	71	1349	SHARES		X	1	546	0	803
UBS AG.....	COMMON	STOCK	H89231338	11	906	SHARES	X		1	906	0	0
UBS AG.....	COMMON	STOCK	H89231338	5	450	SHARES		X	1	450	0	0
UNILEVER NV NY												
SHARES.....	COMMON	STOCK	904784709	181	5421	SHARES	X		1	5421	0	0
UNILEVER NV NY												
SHARES.....	COMMON	STOCK	904784709	89	2680	SHARES		X	1	2680	0	0
UNILEVER PLC												
SPONSORED ADR..	COMMON	STOCK	904767704	261	7739	SHARES	X		1	7739	0	0
UNILEVER PLC												
SPONSORED ADR..	COMMON	STOCK	904767704	209	6186	SHARES		X	1	3186	0	3000
VALE SA.....	COMMON	STOCK	91912E105	12	600	SHARES	X		1	600	0	0
VALE SA.....	COMMON	STOCK	91912E105	16	800	SHARES		X	1	800	0	0
VALIDUS HOLDINGS												
LTD.....	COMMON	STOCK	G9319H102	1	36	SHARES	X		1	36	0	0
VODAFONE GROUP												
PLC - SP ADR...	COMMON	STOCK	92857W209	1229	43618	SHARES	X		1	41618	0	2000
VODAFONE GROUP												
PLC - SP ADR...	COMMON	STOCK	92857W209	222	7883	SHARES		X	1	7722	0	161
WEATHERFORD INTL												
LTD												
SWITZERLAND....	COMMON	STOCK	H27013103	522	41327	SHARES	X		1	41327	0	0
WEATHERFORD INTL												
LTD												
SWITZERLAND....	COMMON	STOCK	H27013103	85	6704	SHARES		X	1	6704	0	0
WHITE MOUNTAINS												
INSURANCE GROUP												
LTD.....	COMMON	STOCK	G9618E107	2073	3973	SHARES	X		1	3905	0	68
WHITE MOUNTAINS												
INSURANCE GROUP												
LTD.....	COMMON	STOCK	G9618E107	96	184	SHARES		X	1	184	0	0
XL GROUP PLC....	COMMON	STOCK	G98290102	6	300	SHARES		X	1	300	0	0
YAMANA GOLD												
INC.....	COMMON	STOCK	98462Y100	1	50	SHARES		X	1	0	0	50
AMERICAN INTL												
CW21 1/19/21...	COMMON	STOCK	026874156	1	51	SHARES	X		1	51	0	0
AMERICAN INTL												
CW21 1/19/21...	COMMON	STOCK	026874156	0	26	SHARES		X	1	26	0	0
GM CO WARRANTS												
7/10/19.....	COMMON	STOCK	37045V126	3	387	SHARES	X		1	387	0	0
GM CO WARRANTS												
7/10/19.....	COMMON	STOCK	37045V126	3	370	SHARES		X	1	370	0	0
GM CO WARRANTS												
7/10/16.....	COMMON	STOCK	37045V118	4	387	SHARES	X		1	387	0	0
GM CO WARRANTS												
7/10/16.....	COMMON	STOCK	37045V118	4	370	SHARES		X	1	370	0	0

TOT RET FD.....	COMMON STOCK	128125101	48	5000	SHARES		X	1	N.A.	N.A.	N.A.
CLOUGH GLOBAL OPPORTUNITIES..	COMMON STOCK	18914E106	114	10613	SHARES	X		1	N.A.	N.A.	N.A.
COHEN & STEERS REIT & PFD INC ETF.....	COMMON STOCK	19247X100	26	1600	SHARES		X	1	N.A.	N.A.	N.A.
DNP SELECT INCOME FUND INC.....	COMMON STOCK	23325P104	11	1000	SHARES		X	1	N.A.	N.A.	N.A.
EATON VANCE TAX-MANAGED GLOBAL CEF.....	COMMON STOCK	27829F108	2	300	SHARES	X		1	N.A.	N.A.	N.A.
FIRST TRUST ENHANCED EQUITY INCOME.....	COMMON STOCK	337318109	26	2200	SHARES		X	1	N.A.	N.A.	N.A.
GUGGENHEIM S&P GBL WATER IDX ETF.....	COMMON STOCK	18383Q507	2	100	SHARES		X	1	N.A.	N.A.	N.A.
INDIA FUND.....	COMMON STOCK	454089103	58	2851	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES DJ SELECT DIVIDEND ETF.....	COMMON STOCK	464287168	99	1760	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES DJ US BASIC MATERIALS ETF.....	COMMON STOCK	464287838	49	750	SHARES		X	1	N.A.	N.A.	N.A.
ISHARES DJ US FINANCIAL SECTOR ETF.....	COMMON STOCK	464287788	30	540	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES DJ US FINANCIAL SECTOR ETF.....	COMMON STOCK	464287788	13	235	SHARES		X	1	N.A.	N.A.	N.A.
ISHARES DJ US UTILITIES SECTOR ETF.....	COMMON STOCK	464287697	5	60	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES GOLD TRUST.....	COMMON STOCK	464285105	1171	75256	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES GOLD TRUST.....	COMMON STOCK	464285105	1	50	SHARES		X	1	N.A.	N.A.	N.A.
ISHARES HIGH DIVIDEND EQUITY ETF.....	COMMON STOCK	46429B663	21109	355664	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES HIGH DIVIDEND EQUITY ETF.....	COMMON STOCK	46429B663	1245	20975	SHARES		X	1	N.A.	N.A.	N.A.
ISHARES MSCI USA ESG SLCT SOCIAL ETF.....	COMMON STOCK	464288802	18	316	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES RUSSELL MID CAP INDEX ETF.....	COMMON STOCK	464287499	21	200	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES RUSSELL 1000 GROWTH INDX ETF.....	COMMON STOCK	464287614	9406	148751	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES RUSSELL 1000 GROWTH INDX ETF.....	COMMON STOCK	464287614	2050	32424	SHARES		X	1	N.A.	N.A.	N.A.
ISHARES RUSSELL 1000 INDEX ETF.....	COMMON STOCK	464287622	4119	54771	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES RUSSELL 1000 INDEX ETF.....	COMMON STOCK	464287622	9	124	SHARES		X	1	N.A.	N.A.	N.A.
ISHARES RUSSELL 1000 VALUE INDEX ETF.....	COMMON STOCK	464287598	7307	107114	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES RUSSELL 1000 VALUE INDEX ETF.....	COMMON STOCK	464287598	1549	22713	SHARES		X	1	N.A.	N.A.	N.A.
ISHARES RUSSELL 2000 GROWTH INDX ETF.....	COMMON STOCK	464287648	6264	68480	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES RUSSELL 2000 GROWTH INDX ETF.....	COMMON STOCK	464287648	431	4713	SHARES		X	1	N.A.	N.A.	N.A.
ISHARES RUSSELL 2000 INDEX ETF.....	COMMON STOCK	464287655	125	1570	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES RUSSELL 2000 INDEX ETF.....	COMMON STOCK	464287655	21	260	SHARES		X	1	N.A.	N.A.	N.A.
ISHARES S&P GSCI COMMODITY TRUST.....	COMMON STOCK	46428R107	15	500	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES S&P MIDCAP 400 BARRA GRW ETF..	COMMON STOCK	464287606	703	6641	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES S&P MIDCAP 400 BARRA VAL ETF..	COMMON STOCK	464287705	481	5892	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES S&P MIDCAP 400 INDEX ETF.....	COMMON STOCK	464287507	57	606	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES S&P SMALL CAP 600 INDEX ETF.....	COMMON STOCK	464287804	1321	18032	SHARES	X		1	N.A.	N.A.	N.A.
ISHARES S&P US PREFERRED STOCK ETF.....	COMMON STOCK	464288687	98	2505	SHARES	X		1	N.A.	N.A.	N.A.

ISHARES S&P US PREFERRED STOCK ETF.....	COMMON STOCK	464288687	101	2600 SHARES		X	1	N.A.	N.A.	N.A.
ISHARES S&P 500 INDEX ETF.....	COMMON STOCK	464287200	4487	32811 SHARES		X	1	N.A.	N.A.	N.A.
ISHARES S&P 500 INDEX ETF.....	COMMON STOCK	464287200	1071	7831 SHARES		X	1	N.A.	N.A.	N.A.

SECTOR SPDR ETF.....	COMMON	STOCK	81369Y886	469	12666	SHARES		X	1	N.A.	N.A.	N.A.
VANGUARD DIVIDEND APPRECIATION ETF.....	COMMON	STOCK	921908844	11	200	SHARES		X	1	N.A.	N.A.	N.A.
VANGUARD HIGH DIVIDEND YIELD ETF.....	COMMON	STOCK	921946406	724	15036	SHARES		X	1	N.A.	N.A.	N.A.
VANGUARD HIGH DIVIDEND YIELD ETF.....	COMMON	STOCK	921946406	58	1200	SHARES		X	1	N.A.	N.A.	N.A.
VANGUARD MID-CAP ETF.....	COMMON	STOCK	922908629	26	331	SHARES		X	1	N.A.	N.A.	N.A.
VANGUARD REIT ETF.....	COMMON	STOCK	922908553	372	5685	SHARES		X	1	N.A.	N.A.	N.A.
VANGUARD REIT ETF.....	COMMON	STOCK	922908553	25	380	SHARES		X	1	N.A.	N.A.	N.A.
VANGUARD SMALL-CAP ETF..	COMMON	STOCK	922908751	9	124	SHARES		X	1	N.A.	N.A.	N.A.
VANGUARD TOTAL STOCK MARKET ETF.....	COMMON	STOCK	922908769	51	728	SHARES		X	1	N.A.	N.A.	N.A.
VANGUARD UTILITIES ETF..	COMMON	STOCK	92204A876	4	50	SHARES		X	1	N.A.	N.A.	N.A.
VANGUARD UTILITIES ETF..	COMMON	STOCK	92204A876	26	325	SHARES		X	1	N.A.	N.A.	N.A.
WISDOMTREE GLB EX-US REAL ESTATE ETF.....	COMMON	STOCK	97717W331	160	6015	SHARES		X	1	N.A.	N.A.	N.A.
BLACKROCK MUNIHLDGS NJ INSURED FD.....	COMMON	STOCK	09254X101	48	3050	SHARES		X	1	N.A.	N.A.	N.A.
BLACKROCK MUNIHLDGS NY INSURED FD.....	COMMON	STOCK	09255C106	47	3050	SHARES		X	1	N.A.	N.A.	N.A.
BLACKROCK MUNIYLD QUALITY FUND II.....	COMMON	STOCK	09254G108	96	6850	SHARES		X	1	N.A.	N.A.	N.A.
DREYFUS MUNICIPAL INCOME FUND....	COMMON	STOCK	26201R102	79	7200	SHARES		X	1	N.A.	N.A.	N.A.
DREYFUS STRATEGIC MUNI BOND FUND.....	COMMON	STOCK	26202F107	256	27602	SHARES		X	1	N.A.	N.A.	N.A.
DREYFUS STRATEGIC MUNI BOND FUND.....	COMMON	STOCK	26202F107	105	11300	SHARES		X	1	N.A.	N.A.	N.A.
DWS MUNICIPAL INCOME TRUST...	COMMON	STOCK	23338M106	43	3000	SHARES		X	1	N.A.	N.A.	N.A.
EATON VANCE MUNICIPAL INCOME TRUST...	COMMON	STOCK	27826U108	69	5000	SHARES		X	1	N.A.	N.A.	N.A.
INVESCO QUALITY MUNI INVT TR...	COMMON	STOCK	46133H105	25	1708	SHARES		X	1	N.A.	N.A.	N.A.
INVESCO VALUE MUNICIPAL INCOME TRUST...	COMMON	STOCK	46132P108	47	2814	SHARES		X	1	N.A.	N.A.	N.A.
INVESCO VAN KAMPEN MUNI OPP TR.....	COMMON	STOCK	46132C107	113	7385	SHARES		X	1	N.A.	N.A.	N.A.
INVESCO VAN KAMPEN PA VALUE MUNI INC.....	COMMON	STOCK	46132K109	208	13400	SHARES		X	1	N.A.	N.A.	N.A.
INVESCO VAN KAMPEN PA VALUE MUNI INC.....	COMMON	STOCK	46132K109	213	13763	SHARES		X	1	N.A.	N.A.	N.A.
INVESCO VAN KAMPEN QUALITY MUNI INC.....	COMMON	STOCK	46133G107	20	1413	SHARES		X	1	N.A.	N.A.	N.A.
INVESCO VAN KAMPEN TR IN GRD NY MUNI....	COMMON	STOCK	46131T101	8	500	SHARES		X	1	N.A.	N.A.	N.A.
INVESCO VAN KAMPEN TR INVT MUNI.....	COMMON	STOCK	46131M106	9	600	SHARES		X	1	N.A.	N.A.	N.A.
INVESCO VAN KAMPEN TR INVT MUNI.....	COMMON	STOCK	46131M106	89	5851	SHARES		X	1	N.A.	N.A.	N.A.
MFS HIGH YIELD MUNICIPAL TRUST.....	COMMON	STOCK	59318E102	3	600	SHARES		X	1	N.A.	N.A.	N.A.
MFS INVESTMENT GRADE MUNICIPAL TRUST.....	COMMON	STOCK	59318B108	12	1121	SHARES		X	1	N.A.	N.A.	N.A.
NUVEEN CA DIV ADVANTAGE MUNI FD 2.....	COMMON	STOCK	67069X104	98	6300	SHARES		X	1	N.A.	N.A.	N.A.
NUVEEN INVT QUALITY MUNI FD.....	COMMON	STOCK	67062E103	5	333	SHARES		X	1	N.A.	N.A.	N.A.
NUVEEN MARYLAND DIV ADVANTAGE MUNI.....	COMMON	STOCK	67069R107	14	923	SHARES		X	1	N.A.	N.A.	N.A.

NAME OF ISSUER	TITLE OF CLASS	COLUMN 2	COLUMN 3 CUSIP	COLUMN 4 VALUE (X \$1,000)	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY			COLUMN 7 COLUMN 8 VOTING AUTHORITY			
					SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	SOLE	SHARED	OTHER	
NUVEEN MD DIV ADVANTAGE MUNI FUND 2.....	COMMON STOCK	67070V105	61	4059	SHARES				X		1	N.A.	N.A.	N.A.
NUVEEN MUNICIPAL INCOME FUND....	COMMON STOCK	67062J102	28	2330	SHARES				X		1	N.A.	N.A.	N.A.
NUVEEN MUNICIPAL OPPORTUNITY FD INC.....	COMMON STOCK	670984103	6	396	SHARES					X	1	N.A.	N.A.	N.A.
NUVEEN MUNICIPAL VALUE FUND.....	COMMON STOCK	670928100	31	2975	SHARES				X		1	N.A.	N.A.	N.A.
NUVEEN MUNICIPAL VALUE FUND.....	COMMON STOCK	670928100	6	594	SHARES					X	1	N.A.	N.A.	N.A.
NUVEEN NEW YORK SLCT QULTY MUNI CEF.....	COMMON STOCK	670976109	8	500	SHARES					X	1	N.A.	N.A.	N.A.
NUVEEN NY PERFORMANCE PLUS MUNI FD...	COMMON STOCK	67062R104	8	500	SHARES					X	1	N.A.	N.A.	N.A.
NUVEEN NY PREMIUM INCOME MUNI FD.....	COMMON STOCK	67101R107	16	1000	SHARES					X	1	N.A.	N.A.	N.A.
NUVEEN NY QUALITY INCOME MUNI CEF.....	COMMON STOCK	670986108	15	1000	SHARES					X	1	N.A.	N.A.	N.A.
NUVEEN PA INVESTMENT QUALITY MUNI FD.....	COMMON STOCK	670972108	88	5584	SHARES				X		1	N.A.	N.A.	N.A.
NUVEEN PA INVESTMENT QUALITY MUNI FD.....	COMMON STOCK	670972108	57	3600	SHARES					X	1	N.A.	N.A.	N.A.
NUVEEN PA PREM INCOME MUN FD 2.....	COMMON STOCK	67061F101	91	6216	SHARES				X		1	N.A.	N.A.	N.A.
NUVEEN PERFORMANCE PLUS MUNI FD...	COMMON STOCK	67062P108	6	390	SHARES					X	1	N.A.	N.A.	N.A.
NUVEEN PREMIER MUNICIPAL OPPRTY FUND....	COMMON STOCK	670987106	6	410	SHARES				X		1	N.A.	N.A.	N.A.
NUVEEN QUALITY INCOME MUNICIPAL FUND.....	COMMON STOCK	670977107	8	500	SHARES				X		1	N.A.	N.A.	N.A.
NUVEEN QUALITY INCOME MUNICIPAL FUND.....	COMMON STOCK	670977107	3	210	SHARES					X	1	N.A.	N.A.	N.A.
NUVEEN QUALITY MUNI FD.....	COMMON STOCK	67062N103	18	1200	SHARES				X		1	N.A.	N.A.	N.A.
NUVEEN SELECT MATURITIES MUNI FUND.....	COMMON STOCK	67061T101	28	2550	SHARES				X		1	N.A.	N.A.	N.A.
NUVEEN SELECT QUALITY MUNICIPAL FUND.....	COMMON STOCK	670973106	6	406	SHARES					X	1	N.A.	N.A.	N.A.
NUVEEN SELECT TF INCOME PORTFOLIO 2....	COMMON STOCK	67063C106	31	2181	SHARES					X	1	N.A.	N.A.	N.A.
PIONEER MUNI HIGH INCOME ADV TRUST.....	COMMON STOCK	723762100	23	1500	SHARES				X		1	N.A.	N.A.	N.A.
EATON VANCE FLOATING RATE INCOME CEF.....	COMMON STOCK	278279104	7	450	SHARES				X		1	N.A.	N.A.	N.A.
EATON VANCE MUNICIPAL BOND FD II.....	COMMON STOCK	27827K109	32	2400	SHARES				X		1	N.A.	N.A.	N.A.
EATON VANCE SR FLOATING RATE CEF.....	COMMON STOCK	27828Q105	539	35200	SHARES				X		1	N.A.	N.A.	N.A.
EATON VANCE SR FLOATING RATE CEF.....	COMMON STOCK	27828Q105	58	3802	SHARES					X	1	N.A.	N.A.	N.A.
FLAHERTY/ CRUMRINE CLAY PREF SEC FD....	COMMON STOCK	338478100	9	500	SHARES					X	1	N.A.	N.A.	N.A.
INVESCO HIGH YIELD INVESTMENTS FUND.....	COMMON STOCK	46133K108	2	300	SHARES				X		1	N.A.	N.A.	N.A.

INVESCO VAN KAMPEN ADV. MUNI INC II....	COMMON STOCK	46132E103	8	600 SHARES		X		1	N.A.	N.A.	N.A.
INVESCO VAN KAMPEN BOND FUND.....	COMMON STOCK	46132L107	18	818 SHARES		X		1	N.A.	N.A.	N.A.
ISHARES BARCLAYS AGGREGATE BOND ETF.....	COMMON STOCK	464287226	307	2762 SHARES		X		1	N.A.	N.A.	N.A.
ISHARES BARCLAYS AGGREGATE BOND ETF.....	COMMON STOCK	464287226	78	701 SHARES			X	1	N.A.	N.A.	N.A.
ISHARES BARCLAYS TIPS BOND ETF..	COMMON STOCK	464287176	548	4576 SHARES		X		1	N.A.	N.A.	N.A.
ISHARES BARCLAYS 1-3 YEAR TREASURY.....	COMMON STOCK	464287457	61	724 SHARES			X	1	N.A.	N.A.	N.A.
ISHARES GLOBAL INFL-LINKED....	COMMON STOCK	46429B812	25	500 SHARES		X		1	N.A.	N.A.	N.A.
ISHARES IBOXX HIGH YLD CORP BND ETF.....	COMMON STOCK	464288513	42	455 SHARES			X	1	N.A.	N.A.	N.A.
ISHARES IBOXX INV GRADE CORP BND ETF.....	COMMON STOCK	464287242	88	750 SHARES		X		1	N.A.	N.A.	N.A.
JOHN HANCOCK PREFERRED INCOME FD II...	COMMON STOCK	41013X106	35	1600 SHARES		X		1	N.A.	N.A.	N.A.
NUVEEN CREDIT STRATEGIES INCOME FUND....	COMMON STOCK	67073D102	17	1860 SHARES		X		1	N.A.	N.A.	N.A.
NUVEEN MUNI MKT OPPORTUNITY....	COMMON STOCK	67062W103	43	3000 SHARES		X		1	N.A.	N.A.	N.A.
NUVEEN QUALITY PFD INCOME FD 2.....	COMMON STOCK	67072C105	16	1735 SHARES		X		1	N.A.	N.A.	N.A.
NUVEEN QUALITY PFD INCOME FD 3.....	COMMON STOCK	67072W101	6	700 SHARES			X	1	N.A.	N.A.	N.A.
PROSHARES ULTRASHORT 20PLUS YR TREAS.....	COMMON STOCK	74347R297	8	500 SHARES		X		1	N.A.	N.A.	N.A.
SPDR BARCLAYS CAP HI YLD BD ETF.....	COMMON STOCK	78464A417	47	1196 SHARES		X		1	N.A.	N.A.	N.A.
SPDR BARCLAYS CAPITAL TIPS ETF.....	COMMON STOCK	78464A656	176	2950 SHARES		X		1	N.A.	N.A.	N.A.
TEMPLETON GLOBAL INCOME FUND-DE.....	COMMON STOCK	880198106	354	38250 SHARES		X		1	N.A.	N.A.	N.A.
VANGUARD SHORT-TERM BD ETF.....	COMMON STOCK	921937827	13	155 SHARES			X	1	N.A.	N.A.	N.A.
VANGUARD TOTAL BOND MKT ETF...	COMMON STOCK	921937835	6071	71945 SHARES		X		1	N.A.	N.A.	N.A.
VANGUARD TOTAL BOND MKT ETF...	COMMON STOCK	921937835	670	7943 SHARES			X	1	N.A.	N.A.	N.A.
WELLS FARGO INCOME OPPORTUNITIES FD.....	COMMON STOCK	94987B105	41	4035 SHARES		X		1	N.A.	N.A.	N.A.
ALLEGHENY TECH CONV 4.250% 6/01/14*.....	COMMON STOCK	01741RAD4	2	2000 SHARES		X		1	N.A.	N.A.	N.A.
MFS MUN INCOME TR SH BEN INT.....	COMMON STOCK	552738106	2	300 SHARES			X	1	N.A.	N.A.	N.A.
CHESAPEAKE GRANITE WASH TRUST.....	COMMON STOCK	165185109	10	525 SHARES		X		1	N.A.	N.A.	N.A.
SANDRIDGE MISSISSIPPIAN TRUST.....	COMMON STOCK	80007T101	21	820 SHARES		X		1	N.A.	N.A.	N.A.
SANDRIDGE MISSISSIPPIAN TRUST.....	COMMON STOCK	80007T101	17	645 SHARES			X	1	N.A.	N.A.	N.A.
ABERDEEN ASIA PACIFIC INCOME CEF.....	COMMON STOCK	003009107	19	2533 SHARES		X		1	N.A.	N.A.	N.A.
ABERDEEN AUSTRALIA EQUITY CEF.....	COMMON STOCK	003011103	5	500 SHARES			X	1	N.A.	N.A.	N.A.
ABERDEEN CHILE CLS END.....	COMMON STOCK	00301W105	5	300 SHARES		X		1	N.A.	N.A.	N.A.
ALPINE TOTAL DYNAMIC DVD FD.....	COMMON STOCK	021060108	20	4844 SHARES		X		1	N.A.	N.A.	N.A.
ALPINE TOTAL DYNAMIC DVD FD.....	COMMON STOCK	021060108	4	1000 SHARES			X	1	N.A.	N.A.	N.A.
BLACKROCK INTL GROWTH & INCOME TR.....	COMMON STOCK	092524107	5	700 SHARES		X		1	N.A.	N.A.	N.A.
ELEMENTS ROGERS INTL COMMOD AGRI ETN.....	COMMON STOCK	870297603	4	500 SHARES		X		1	N.A.	N.A.	N.A.

GREATER CHINA										
FUND INC.....	COMMON STOCK	39167B102	3	300 SHARES	X		1	N.A.	N.A.	N.A.
ISHARES FTSE										
CHINA 25 ETF...	COMMON STOCK	464287184	8	244 SHARES	X		1	N.A.	N.A.	N.A.
ISHARES FTSE										
DEVLPD SMALL										
EX NA ETF.....	COMMON STOCK	464288497	1	40 SHARES		X	1	N.A.	N.A.	N.A.
ISHARES MSCI										
CANADA INDEX										
ETF.....	COMMON STOCK	464286509	26	992 SHARES	X		1	N.A.	N.A.	N.A.
ISHARES MSCI										
EAFE GROWTH										
INDEX ETF.....	COMMON STOCK	464288885	67	1250 SHARES	X		1	N.A.	N.A.	N.A.
ISHARES MSCI										
EAFE GROWTH										
INDEX ETF.....	COMMON STOCK	464288885	164	3062 SHARES		X	1	N.A.	N.A.	N.A.

NAME OF ISSUER	TITLE OF CLASS	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6			COLUMN 7			COLUMN 8		
					VALUE (X \$1,000)	SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	INVESTMENT AUTHORITY			VOTING AUTHORITY				
									SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	SOLE	SHARED	OTHER		
ISHARES MSCI EAFE INDEX.....	COMMON STOCK	464287465	10475	209676	SHARES			X			1	N.A.	N.A.	N.A.		
ISHARES MSCI EAFE INDEX.....	COMMON STOCK	464287465	4318	86430	SHARES					X	1	N.A.	N.A.	N.A.		
ISHARES MSCI EMERGING MARKETS ETF....	COMMON STOCK	464287234	392	10019	SHARES			X			1	N.A.	N.A.	N.A.		
ISHARES MSCI EMERGING MARKETS ETF....	COMMON STOCK	464287234	61	1550	SHARES					X	1	N.A.	N.A.	N.A.		
ISHARES MSCI EMU INDEX ETF.....	COMMON STOCK	464286608	5	200	SHARES			X			1	N.A.	N.A.	N.A.		
ISHARES MSCI HONG KONG INDEX ETF.....	COMMON STOCK	464286871	3	202	SHARES			X			1	N.A.	N.A.	N.A.		
ISHARES MSCI ISRAEL CAPPED IMI ETF.....	COMMON STOCK	464286632	14	393	SHARES			X			1	N.A.	N.A.	N.A.		
ISHARES MSCI JAPAN INDEX ETF.....	COMMON STOCK	464286848	24	2500	SHARES			X			1	N.A.	N.A.	N.A.		
ISHARES MSCI JAPAN INDEX ETF.....	COMMON STOCK	464286848	31	3300	SHARES					X	1	N.A.	N.A.	N.A.		
ISHARES MSCI NEW ZEALAND INVESTABLE....	COMMON STOCK	464289123	4	126	SHARES			X			1	N.A.	N.A.	N.A.		
ISHARES MSCI POLAND IMI ETF.....	COMMON STOCK	46429B606	3	110	SHARES			X			1	N.A.	N.A.	N.A.		
ISHARES MSCI SINGAPORE INDEX ETF.....	COMMON STOCK	464286673	3	272	SHARES			X			1	N.A.	N.A.	N.A.		
ISHARES MSCI SOUTH KOREA INDEX ETF.....	COMMON STOCK	464286772	4	68	SHARES			X			1	N.A.	N.A.	N.A.		
ISHARES MSCI SWEDEN INDEX ETF.....	COMMON STOCK	464286756	3	128	SHARES			X			1	N.A.	N.A.	N.A.		
ISHARES MSCI SWITZERLAND INDEX.....	COMMON STOCK	464286749	4	155	SHARES			X			1	N.A.	N.A.	N.A.		
ISHARES S&P EUROPE 350 INDEX ETF.....	COMMON STOCK	464287861	84	2500	SHARES					X	1	N.A.	N.A.	N.A.		
SPDR DJ INT'L REAL ESTATE ETF.....	COMMON STOCK	78463X863	460	12504	SHARES			X			1	N.A.	N.A.	N.A.		
SPDR S&P EMERGING ASIA PACIFIC ETF....	COMMON STOCK	78463X301	413	6000	SHARES					X	1	N.A.	N.A.	N.A.		
SPROTT PHYSICAL SILVER TRUST...	COMMON STOCK	85207K107	17	1500	SHARES			X			1	N.A.	N.A.	N.A.		
TEMPLETON DRAGON FUND INC.....	COMMON STOCK	88018T101	3	100	SHARES			X			1	N.A.	N.A.	N.A.		
VANGUARD FTSE ALL WORLD-US SM CAP.....	COMMON STOCK	922042718	16	200	SHARES			X			1	N.A.	N.A.	N.A.		
VANGUARD MSCI EMERGING MKTS ETF.....	COMMON STOCK	922042858	16	411	SHARES			X			1	N.A.	N.A.	N.A.		
VANGUARD MSCI EMERGING MKTS ETF.....	COMMON STOCK	922042858	335	8402	SHARES					X	1	N.A.	N.A.	N.A.		
WESTERN ASSET EMRG MKTS DEBT FD INC.....	COMMON STOCK	95766A101	5	250	SHARES			X			1	N.A.	N.A.	N.A.		
WESTERN ASSET EMRG MKTS DEBT FD INC.....	COMMON STOCK	95766A101	12	600	SHARES					X	1	N.A.	N.A.	N.A.		
WISDOMTREE EMG MARKET EQUITY INC ETF.....	COMMON STOCK	97717W315	5414	104489	SHARES			X			1	N.A.	N.A.	N.A.		
WISDOMTREE EMG MARKET EQUITY INC ETF.....	COMMON STOCK	97717W315	165	3192	SHARES					X	1	N.A.	N.A.	N.A.		
WISDOMTREE JAPAN SM CAP DIVIDEND ETF...	COMMON STOCK	97717W836	43	1000	SHARES					X	1	N.A.	N.A.	N.A.		
AMERIGAS PARTNERS LP....	COMMON STOCK	030975106	12	300	SHARES			X			1	300	0	0		
AMERIGAS PARTNERS LP....	COMMON STOCK	030975106	12	300	SHARES					X	1	300	0	0		

BLACKSTONE GROUP LP (THE).....	COMMON STOCK	09253U108	48	3665	SHARES		X		1	3665	0	0
BLACKSTONE GROUP LP (THE).....	COMMON STOCK	09253U108	1	100	SHARES			X	1	0	0	100
BUCKEYE PARTNERS LP UNIT LTD PARTNER.....	COMMON STOCK	118230101	3	50	SHARES			X	1	50	0	0
CEDAR FAIR LTD PTR.....	COMMON STOCK	150185106	22	750	SHARES		X		1	750	0	0
CVR PARTNERS LP.....	COMMON STOCK	126633106	5	200	SHARES			X	1	200	0	0
EL PASO PIPELINE PARTNERS LP....	COMMON STOCK	283702108	34	1000	SHARES		X		1	1000	0	0
EL PASO PIPELINE PARTNERS LP....	COMMON STOCK	283702108	3	100	SHARES			X	1	100	0	0
ENERGY TRANSFER PARTNERS LP....	COMMON STOCK	29273R109	38	850	SHARES		X		1	850	0	0
ENERGY TRANSFER PARTNERS LP....	COMMON STOCK	29273R109	68	1550	SHARES			X	1	1500	0	50
ENTERPRISE PRODUCTS PARTNERS LP....	COMMON STOCK	293792107	259	5062	SHARES		X		1	5062	0	0
ENTERPRISE PRODUCTS PARTNERS LP....	COMMON STOCK	293792107	21	404	SHARES			X	1	404	0	0
INERGY LP.....	COMMON STOCK	456615103	41	2210	SHARES		X		1	2210	0	0
KINDER MORGAN ENERGY PARTNERS LP.....	COMMON STOCK	494550106	281	3575	SHARES		X		1	3575	0	0
KINDER MORGAN ENERGY PARTNERS LP.....	COMMON STOCK	494550106	173	2202	SHARES			X	1	2027	0	175
KINDER MORGAN INC.....	COMMON STOCK	49456B101	168	5204	SHARES		X		1	5204	0	0
KINDER MORGAN MANAGEMENT LLC.....	COMMON STOCK	49455U100	1942	26446	SHARES		X		1	25966	0	480
KINDER MORGAN MANAGEMENT LLC.....	COMMON STOCK	49455U100	96	1309	SHARES			X	1	1309	0	0
LINN ENERGY LLC.....	COMMON STOCK	536020100	65	1700	SHARES		X		1	1700	0	0
LINN ENERGY LLC.....	COMMON STOCK	536020100	32	847	SHARES			X	1	822	0	25
MAGELLAN MIDSTREAM PARTNERS L.P...	COMMON STOCK	559080106	85	1200	SHARES		X		1	1200	0	0
MAGELLAN MIDSTREAM PARTNERS L.P...	COMMON STOCK	559080106	15	212	SHARES			X	1	212	0	0
MARKWEST ENERGY PARTNERS LP....	COMMON STOCK	570759100	10	200	SHARES			X	1	200	0	0
NUSTAR ENERGY LP.....	COMMON STOCK	67058H102	11	200	SHARES			X	1	200	0	0
ONEOK PARTNERS LP.....	COMMON STOCK	68268N103	54	1000	SHARES		X		1	1000	0	0
ONEOK PARTNERS LP.....	COMMON STOCK	68268N103	97	1800	SHARES			X	1	1800	0	0
PAA NATURAL GAS STORAGE LP....	COMMON STOCK	693139107	9	500	SHARES			X	1	500	0	0
PLAINS ALL AMERICAN PIPELINE L P...	COMMON STOCK	726503105	40	500	SHARES		X		1	500	0	0
PLAINS ALL AMERICAN PIPELINE L P...	COMMON STOCK	726503105	20	250	SHARES			X	1	250	0	0
SEADRILL LTD....	COMMON STOCK	67945E105	2	62	SHARES		X		1	62	0	0
SEADRILL LTD....	COMMON STOCK	67945E105	20	550	SHARES			X	1	550	0	0
SPECTRA ENERGY PARTNERS LP....	COMMON STOCK	84756N109	2	50	SHARES			X	1	50	0	0
SUBURBAN PROPANE PARTNERS LP LIMITED.....	COMMON STOCK	864482104	10	250	SHARES		X		1	250	0	0
SUBURBAN PROPANE PARTNERS LP LIMITED.....	COMMON STOCK	864482104	41	1000	SHARES			X	1	1000	0	0
SUNOCO LOGISTICS PARTNERS LP....	COMMON STOCK	86764L108	120	3300	SHARES		X		1	3300	0	0
SUNOCO LOGISTICS PARTNERS LP....	COMMON STOCK	86764L108	40	1100	SHARES			X	1	1100	0	0
TARGA RESOURCES PARTNERS LP....	COMMON STOCK	87611X105	16	450	SHARES		X		1	450	0	0
TORTOISE ENERGY CAPITAL CORP...	COMMON STOCK	89147U100	26	1000	SHARES			X	1	1000	0	0

VARCO INC.....	COMMON STOCK	637071101	32	500	SHARES	X	4	500	0	0			
PEPSICO INC	COM.....	COMMON STOCK	713448108	120	1700	SHARES	X	4	1700	0	0		
PHILIP MORRIS	INTL INC.....	COMMON STOCK	718172109	153	1750	SHARES	X	4	1750	0	0		
PROCTER & GAMBLE	CO COM.....	COMMON STOCK	742718109	214	3500	SHARES	X	4	3500	0	0		
SOUTHERN CO	COM.....	COMMON STOCK	842587107	69	1500	SHARES	X	4	1500	0	0		
T ROWE PRICE	GROUP INC	COMMON.....	COMMON STOCK	74144T108	126	2000	SHARES	X	4	2000	0	0	
UNITED PARCEL	SERVICE CL B...	COMMON STOCK	911312106	24	300	SHARES	X	4	300	0	0		
VERIZON	COMMUNICATIONS	COM.....	COMMON STOCK	92343V104	22	500	SHARES	X	4	500	0	0	
WASTE MANAGEMENT	INC.....	COMMON STOCK	94106L109	33	1000	SHARES	X	4	1000	0	0		
WELLS FARGO &	CO.....	COMMON STOCK	949746101	84	2500	SHARES	X	4	2500	0	0		
3M CO.....	COMMON STOCK	88579Y101	81	900	SHARES	X	4	900	0	0			
SCHLUMBERGER	LTD.....	COMMON STOCK	806857108	101	1550	SHARES	X	4	1550	0	0		
UNILEVER NV NY	SHARES.....	COMMON STOCK	904784709	33	1000	SHARES	X	4	1000	0	0		
VODAFONE GROUP	PLC - SP ADR...	COMMON STOCK	92857W209	48	1700	SHARES	X	4	1700	0	0		
ALPINE GBL	PREMIER	PROPERTIES	FUND.....	COMMON STOCK	02083A103	1	193	SHARES	X	4	N.A.	N.A.	N.A.
CBRE CLARION	GBL REAL	ESTATE INCOME..	COMMON STOCK	12504G100	4	558	SHARES	X	4	N.A.	N.A.	N.A.	
ISHARES RUSSELL	1000 GROWTH	INDX ETF.....	COMMON STOCK	464287614	93	1476	SHARES	X	4	N.A.	N.A.	N.A.	
ISHARES RUSSELL	1000 VALUE	INDEX ETF.....	COMMON STOCK	464287598	65	960	SHARES	X	4	N.A.	N.A.	N.A.	
ISHARES RUSSELL	2000 GROWTH	INDX ETF.....	COMMON STOCK	464287648	48	528	SHARES	X	4	N.A.	N.A.	N.A.	
SPDR FINANCIAL	SELECT SECTOR	ETF.....	COMMON STOCK	81369Y605	4	300	SHARES	X	4	N.A.	N.A.	N.A.	
SPDR S&P	DIVIDEND ETF...	COMMON STOCK	78464A763	26	476	SHARES	X	4	N.A.	N.A.	N.A.		
SPDR S&P	DIVIDEND ETF...	COMMON STOCK	78464A763	312	5609	SHARES	X	4	N.A.	N.A.	N.A.		
SPDR S&P 500	ETF.....	COMMON STOCK	78462F103	1151	8454	SHARES	X	4	N.A.	N.A.	N.A.		
ISHARES MSCI	EAFE INDEX.....	COMMON STOCK	464287465	58	1164	SHARES	X	4	N.A.	N.A.	N.A.		
ABBOTT	LABORATORIES...	COMMON STOCK	002824100	26	407	SHARES	X	3	407	0	0		

NAME OF ISSUER	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY			COLUMN 7 COLUMN 8 VOTING AUTHORITY		
	TITLE OF CLASS	CUSIP	VALUE (X \$1,000)	SHARES	SHARES	PUT	SHARED - SOLE	SHARED - OTHER	OTHER MANAGERS	VOTING AUTHORITY		
				OR PRINCIPAL AMOUNT	OR PRINCIPAL	OR CALL				SOLE	SHARED	OTHER
ACCO BRANDS CORP.....	COMMON STOCK	00081T108	7	693	SHARES		X		3	693	0	0
ADTRAN INC COM..	COMMON STOCK	00738A106	184	6095	SHARES		X		3	6095	0	0
ADVANCED MICRO DEVICES INC COM.....	COMMON STOCK	007903107	33	5678	SHARES		X		3	5678	0	0
AIR PRODUCTS & CHEMICALS INC..	COMMON STOCK	009158106	31	388	SHARES		X		3	388	0	0
ALBEMARLE CORP COM.....	COMMON STOCK	012653101	41	690	SHARES		X		3	690	0	0
ALERE INC.....	COMMON STOCK	01449J105	111	5720	SHARES		X		3	5720	0	0
ALEXANDER & BALDWIN HOLDINGS, INC..	COMMON STOCK	014481105	23	434	SHARES		X		3	434	0	0
ALLERGAN INC....	COMMON STOCK	018490102	10	105	SHARES		X		3	105	0	0
ALLSCRIPTS HEALTHCARE SOLUTIONS INC..	COMMON STOCK	01988P108	90	8195	SHARES		X		3	8195	0	0
ALPHA NATURAL RESOURCES.....	COMMON STOCK	02076X102	10	1120	SHARES		X		3	1120	0	0
ALTERA CORP COM.....	COMMON STOCK	021441100	185	5480	SHARES		X		3	5480	0	0
ALTRIA GROUP INC.....	COMMON STOCK	02209S103	90	2614	SHARES		X		3	2614	0	0
AMAZON.COM INC..	COMMON STOCK	023135106	791	3464	SHARES		X		3	2457	0	1007
AMERICAN CAMPUS COMMUNITIES INC-REIT.....	COMMON STOCK	024835100	48	1060	SHARES		X		3	1060	0	0
AMERICAN EXPRESS CO.....	COMMON STOCK	025816109	14	245	SHARES		X		3	245	0	0
AMGEN INC COM...	COMMON STOCK	031162100	21	293	SHARES		X		3	293	0	0
ANADARKO PETROLEUM CORP.....	COMMON STOCK	032511107	373	5640	SHARES		X		3	3976	0	1664
ANSYS INC.....	COMMON STOCK	03662Q105	208	3295	SHARES		X		3	3295	0	0
APPLE INC.....	COMMON STOCK	037833100	1753	3001	SHARES		X		3	2304	0	697
ARUBA NETWORKS INC.....	COMMON STOCK	043176106	132	8745	SHARES		X		3	8745	0	0
ASHLAND INC....	COMMON STOCK	044209104	95	1370	SHARES		X		3	1370	0	0
AUTODESK COM....	COMMON STOCK	052769106	181	5170	SHARES		X		3	5170	0	0
AUXILIUM PHARMACEUTICALS INC.....	COMMON STOCK	05334D107	86	3200	SHARES		X		3	3200	0	0
BABCOCK & WILCOX CO.....	COMMON STOCK	05615F102	144	5880	SHARES		X		3	5880	0	0
BANK AMER CORP..	COMMON STOCK	060505104	295	36072	SHARES		X		3	26359	0	9713
BAXTER INTERNATIONAL..	COMMON STOCK	071813109	15	289	SHARES		X		3	289	0	0
BED BATH & BEYOND INC COM.....	COMMON STOCK	075896100	19	308	SHARES		X		3	308	0	0
BERKSHIRE HATHAWAY INC DEL CL B.....	COMMON STOCK	084670702	28	338	SHARES		X		3	338	0	0
BIOGEN IDEC INC.....	COMMON STOCK	09062X103	15	105	SHARES		X		3	105	0	0
BOEING CO COM...	COMMON STOCK	097023105	326	4386	SHARES		X		3	4386	0	0
BORG WARNER INC COM.....	COMMON STOCK	099724106	207	3153	SHARES		X		3	3153	0	0
BRISTOL-MYERS SQUIBB CO.....	COMMON STOCK	110122108	106	2955	SHARES		X		3	2955	0	0
BROWN & BROWN INC COMMON....	COMMON STOCK	115236101	146	5340	SHARES		X		3	5340	0	0
BROWN-FORMAN CORP CL B.....	COMMON STOCK	115637209	10	103	SHARES		X		3	103	0	0
CABOT OIL & GAS CORP.....	COMMON STOCK	127097103	129	3280	SHARES		X		3	3280	0	0
CAMERON INTERNATIONAL CORP.....	COMMON STOCK	13342B105	152	3566	SHARES		X		3	3566	0	0
CARMAX INC.....	COMMON STOCK	143130102	26	991	SHARES		X		3	991	0	0
CATERPILLAR INC.....	COMMON STOCK	149123101	834	9827	SHARES		X		3	7231	0	2596
CBRE GROUP INC..	COMMON STOCK	12504L109	393	24036	SHARES		X		3	18097	0	5939
CBS CORP CL B...	COMMON STOCK	124857202	980	29894	SHARES		X		3	20560	0	9334
CELGENE CORP COM.....	COMMON STOCK	151020104	18	281	SHARES		X		3	281	0	0
CENTURYLINK INC.....	COMMON STOCK	156700106	85	2162	SHARES		X		3	2162	0	0
CERNER CORP....	COMMON STOCK	156782104	491	5946	SHARES		X		3	4055	0	1891
CH ROBINSON WORLDWIDE INC..	COMMON STOCK	12541W209	155	2648	SHARES		X		3	2648	0	0
CHEVRON CORP....	COMMON STOCK	166764100	145	1378	SHARES		X		3	1378	0	0

CHURCH & DWIGHT CO INC.....	COMMON STOCK	171340102	163	2940	SHARES	X	3	2940	0	0
CISCO SYSTEMS INC.....	COMMON STOCK	17275R102	653	38052	SHARES	X	3	28066	0	9986
CITRIX SYSTEMS INC COM.....	COMMON STOCK	177376100	186	2220	SHARES	X	3	2220	0	0
CLIFFS NATURAL RESOURCES INC..	COMMON STOCK	18683K101	19	383	SHARES	X	3	383	0	0
COACH INC COMMON.....	COMMON STOCK	189754104	176	3010	SHARES	X	3	3010	0	0
COCA COLA CO COM.....	COMMON STOCK	191216100	1001	12799	SHARES	X	3	9576	0	3223
COMCAST CORP NEW A.....	COMMON STOCK	20030N101	280	8745	SHARES	X	3	8745	0	0
CONOCOPHILLIPS..	COMMON STOCK	20825C104	48	865	SHARES	X	3	865	0	0
CORNING INC.....	COMMON STOCK	219350105	27	2100	SHARES	X	3	2100	0	0
COSTCO WHOLESALE CORP COM.....	COMMON STOCK	22160K105	24	250	SHARES	X	3	250	0	0
CROWN HOLDINGS INC.....	COMMON STOCK	228368106	185	5350	SHARES	X	3	5350	0	0
CUMMINS INC COM.....	COMMON STOCK	231021106	149	1542	SHARES	X	3	1542	0	0
D R HORTON INC..	COMMON STOCK	23331A109	232	12641	SHARES	X	3	12641	0	0
DANAHER CORP COM.....	COMMON STOCK	235851102	378	7252	SHARES	X	3	4375	0	2877
DELL INC.....	COMMON STOCK	24702R101	20	1604	SHARES	X	3	1604	0	0
DINEEQUITY INC..	COMMON STOCK	254423106	126	2820	SHARES	X	3	2820	0	0
DISNEY WALT CO..	COMMON STOCK	254687106	294	6058	SHARES	X	3	3369	0	2689
DOMINION RESOURCES INC..	COMMON STOCK	25746U109	42	775	SHARES	X	3	775	0	0
DOW CHEMICAL CO.....	COMMON STOCK	260543103	26	836	SHARES	X	3	836	0	0
DUKE ENERGY CORP.....	COMMON STOCK	26441C105	18	796	SHARES	X	3	796	0	0
E I DUPONT DE NEMOURS & CO COMMON.....	COMMON STOCK	263534109	770	15222	SHARES	X	3	10960	0	4262
EATON VANCE CORP.....	COMMON STOCK	278265103	30	1108	SHARES	X	3	1108	0	0

CORP COMMON....	COMMON STOCK	512807108	132	3500	SHARES	X	3	3500	0	0
LAS VEGAS SANDS										
CORP.....	COMMON STOCK	517834107	12	272	SHARES	X	3	272	0	0
LIFE										
TECHNOLOGIES										
CORP.....	COMMON STOCK	53217V109	94	2080	SHARES	X	3	2080	0	0
LILLY ELY &										
COMPANY										
COMMON.....	COMMON STOCK	532457108	608	14159	SHARES	X	3	9921	0	4238
LIMITED BRANDS,										
INC COM.....	COMMON STOCK	532716107	386	9084	SHARES	X	3	9084	0	0
LKQ										
CORPORATION....	COMMON STOCK	501889208	185	5540	SHARES	X	3	5540	0	0
LOWES COMPANIES										
INC.....	COMMON STOCK	548661107	12	438	SHARES	X	3	438	0	0
LUFKIN										
INDUSTRIES										
INC.....	COMMON STOCK	549764108	94	1725	SHARES	X	3	1725	0	0
MAP										
PHARMACEUTICALS										
INC.....	COMMON STOCK	56509R108	97	6500	SHARES	X	3	6500	0	0
MASTERCARD INC										
CL A.....	COMMON STOCK	57636Q104	34	78	SHARES	X	3	78	0	0
MATTEL COMMON...	COMMON STOCK	577081102	51	1586	SHARES	X	3	1586	0	0
MCDONALD'S										
CORPORATION....	COMMON STOCK	580135101	248	2802	SHARES	X	3	1533	0	1269
MEADWESTVACO										
CORP COMMON....	COMMON STOCK	583334107	19	660	SHARES	X	3	660	0	0
MEDTRONIC INC...	COMMON STOCK	585055106	4	100	SHARES	X	3	100	0	0
MERCK & CO INC..	COMMON STOCK	58933Y105	368	8823	SHARES	X	3	8823	0	0
METLIFE INC.....	COMMON STOCK	59156R108	606	19639	SHARES	X	3	13718	0	5921
MICROCHIP										
TECHNOLOGY INC										
COM.....	COMMON STOCK	595017104	27	804	SHARES	X	3	804	0	0
MICROSOFT CORP..	COMMON STOCK	594918104	1076	35175	SHARES	X	3	25482	0	9693
MKS INSTRUMENTS										
INC.....	COMMON STOCK	55306N104	122	4240	SHARES	X	3	4240	0	0
MORGAN STANLEY										
GROUP INC.....	COMMON STOCK	617446448	85	5832	SHARES	X	3	3326	0	2506
NATIONAL OILWELL										
VARCO INC.....	COMMON STOCK	637071101	657	10197	SHARES	X	3	7042	0	3155
NEW YORK										
COMMUNITY										
BANCORP INC....	COMMON STOCK	649445103	49	3890	SHARES	X	3	3890	0	0
NEWMARKET										
CORPORATION....	COMMON STOCK	651587107	48	222	SHARES	X	3	222	0	0
NEXTERA ENERGY										
INC.....	COMMON STOCK	65339F101	22	324	SHARES	X	3	324	0	0
NIKE INC CL B...	COMMON STOCK	654106103	30	338	SHARES	X	3	338	0	0
NOBLE ENERGY										
INC.....	COMMON STOCK	655044105	131	1550	SHARES	X	3	1550	0	0
NORDSTROM INC										
COM.....	COMMON STOCK	655664100	400	8047	SHARES	X	3	5856	0	2191

COM.....	COMMON STOCK	87612E106	209	3586	SHARES	X	3	2096	0	1490
TEXAS CAPITAL BANCSHARES INC.....	COMMON STOCK	88224Q107	113	2805	SHARES	X	3	2805	0	0
THE HERSHEY COMPANY.....	COMMON STOCK	427866108	10	134	SHARES	X	3	134	0	0
THE TRAVELERS COMPANIES INC..	COMMON STOCK	89417E109	13	200	SHARES	X	3	200	0	0
U S BANCORP DEL COM NEW....	COMMON STOCK	902973304	613	19069	SHARES	X	3	13561	0	5508
UDR INC REIT....	COMMON STOCK	902653104	19	716	SHARES	X	3	716	0	0
UNION PACIFIC CORP COM.....	COMMON STOCK	907818108	7	62	SHARES	X	3	62	0	0
UNITED PARCEL SERVICE CL B..	COMMON STOCK	911312106	821	10420	SHARES	X	3	7347	0	3073
UNITED TECHNOLOGIES CORP COM.....	COMMON STOCK	913017109	350	4632	SHARES	X	3	4272	0	360
UNITEDHEALTH GROUP INC.....	COMMON STOCK	91324P102	739	12639	SHARES	X	3	8682	0	3957
V F CORP.....	COMMON STOCK	918204108	37	278	SHARES	X	3	278	0	0
VERIZON COMMUNICATIONS COM.....	COMMON STOCK	92343V104	973	21885	SHARES	X	3	15452	0	6433
VISA INC.....	COMMON STOCK	92826C839	25	200	SHARES	X	3	200	0	0
VITAMIN SHOPPE INC.....	COMMON STOCK	92849E101	157	2860	SHARES	X	3	2860	0	0
WAL MART STORES INC COM.....	COMMON STOCK	931142103	411	5893	SHARES	X	3	3343	0	2550
WALTER ENERGY INC.....	COMMON STOCK	93317Q105	83	1870	SHARES	X	3	1870	0	0
WASTE CONNECTIONS INC.....	COMMON STOCK	941053100	118	3940	SHARES	X	3	3940	0	0
WASTE MANAGEMENT INC.....	COMMON STOCK	94106L109	35	1046	SHARES	X	3	1046	0	0
WELLS FARGO & CO.....	COMMON STOCK	949746101	51	1537	SHARES	X	3	1537	0	0
WESTAR ENERGY INC.....	COMMON STOCK	95709T100	25	848	SHARES	X	3	848	0	0
WHITTING PETROLEUM CORPORATION....	COMMON STOCK	966387102	158	3840	SHARES	X	3	3840	0	0
WHOLE FOODS MKT INC COM.....	COMMON STOCK	966837106	18	191	SHARES	X	3	191	0	0
WR GRACE & CO...	COMMON STOCK	38388F108	132	2615	SHARES	X	3	2615	0	0
XILINX COM.....	COMMON STOCK	983919101	2	70	SHARES	X	3	70	0	0
ACE LIMITED.....	COMMON STOCK	H0023R105	510	6883	SHARES	X	3	4606	0	2277
BAIDU INC-SPON ADR.....	COMMON STOCK	056752108	12	105	SHARES	X	3	105	0	0
CORE LABORATORIES N V.....	COMMON STOCK	N22717107	129	1110	SHARES	X	3	1110	0	0

BOND MKT ETF...	COMMON STOCK	921937835	3421	40540	SHARES	X		3	N.A.	N.A.	N.A.
ISHARES MSCI EAFE INDEX.....	COMMON STOCK	464287465	708	14171	SHARES	X		3	N.A.	N.A.	N.A.
ISHARES MSCI EAFE INDEX.....	COMMON STOCK	464287465	704	14094	SHARES		X	3	N.A.	N.A.	N.A.
SPDR DJ INT'L REAL ESTATE ETF.....	COMMON STOCK	78463X863	1907	51845	SHARES	X		3	N.A.	N.A.	N.A.
VANGUARD MSCI EMERGING MKTS ETF.....	COMMON STOCK	922042858	228	5710	SHARES	X		3	N.A.	N.A.	N.A.
WISDOMTREE EMG MARKET EQUITY INC ETF.....	COMMON STOCK	97717W315	127	2450	SHARES	X		3	N.A.	N.A.	N.A.
KINDER MORGAN MANAGEMENT LLC.....	COMMON STOCK	49455U100	32	437	SHARES	X		3	437	0	0
FULTON FINANCIAL CORP.....	COMMON STOCK	360271100	3919	392292	SHARES	X			392282	0	0
BROADSOFT.....	COMMON STOCK	11133B409	299	10333	SHARES	X			10333	0	0
ACE LIMITED.....	COMMON STOCK	H0023R105	24	320	SHARES		X	3	320	0	0
ADTRAN INC COM..	COMMON STOCK	00738A106	98	3250	SHARES	X		3	3250	0	0
ALERE INC.....	COMMON STOCK	01449J105	111	5700	SHARES	X		3	5700	0	0
ALLSCRIPTS HEALTHCARE SOLUTIONS INC..	COMMON STOCK	01988P108	90	8225	SHARES	X		3	8225	0	0
ALTERA CORP COM.....	COMMON STOCK	021441100	95	2800	SHARES	X		3	2800	0	0
ALTRIA GROUP INC.....	COMMON STOCK	02209S103	46	1330	SHARES	X		3	1330	0	0
AMAZON.COM INC..	COMMON STOCK	023135106	38	165	SHARES	X		3	165	0	0
ANADARKO PETROLEUM CORP.....	COMMON STOCK	032511107	19	285	SHARES	X		3	285	0	0
ANSYS INC.....	COMMON STOCK	03662Q105	158	2500	SHARES	X		3	2500	0	0
APPLE INC.....	COMMON STOCK	037833100	111	190	SHARES	X		3	190	0	0
ARUBA NETWORKS INC.....	COMMON STOCK	043176106	58	3875	SHARES	X		3	3875	0	0
ASHLAND INC.....	COMMON STOCK	044209104	29	425	SHARES	X		3	425	0	0
AUTODESK COM....	COMMON STOCK	052769106	92	2625	SHARES	X		3	2625	0	0
AUXILIUM PHARMACEUTICALS INC.....	COMMON STOCK	05334D107	83	3100	SHARES	X		3	3100	0	0
BABCOCK & WILCOX CO.....	COMMON STOCK	05615F102	76	3100	SHARES	X		3	3100	0	0
BANK AMER CORP..	COMMON STOCK	060505104	18	2165	SHARES	X		3	2165	0	0
BOEING CO COM...	COMMON STOCK	097023105	32	435	SHARES	X		3	435	0	0
BORG WARNER INC COM.....	COMMON STOCK	099724106	116	1775	SHARES	X		3	1775	0	0
CABOT OIL & GAS CORP.....	COMMON STOCK	127097103	73	1850	SHARES	X		3	1850	0	0
CAMERON INTERNATIONAL CORP.....	COMMON STOCK	13342B105	66	1550	SHARES	X		3	1550	0	0
CATERPILLAR INC.....	COMMON STOCK	149123101	39	455	SHARES	X		3	455	0	0
CBRE GROUP INC..	COMMON STOCK	12504L109	146	8950	SHARES	X		3	8950	0	0
CBS CORP CL B...	COMMON STOCK	124857202	202	6150	SHARES	X		3	6150	0	0
CERNER CORP.....	COMMON STOCK	156782104	60	725	SHARES	X		3	725	0	0
CH ROBINSON WORLDWIDE INC..	COMMON STOCK	12541W209	73	1250	SHARES	X		3	1250	0	0
CHURCH & DWIGHT CO INC.....	COMMON STOCK	171340102	79	1425	SHARES	X		3	1425	0	0

INC-W/I.....	COMMON STOCK	550021109	133	2225	SHARES	X	3	2225	0	0
MAP										
PHARMACEUTICALS										
INC.....	COMMON STOCK	56509R108	98	6525	SHARES	X	3	6525	0	0
MERCK & CO INC..	COMMON STOCK	58933Y105	43	1025	SHARES	X	3	1025	0	0
METLIFE INC.....	COMMON STOCK	59156R108	32	1030	SHARES	X	3	1030	0	0
MICROSOFT CORP..	COMMON STOCK	594918104	51	1665	SHARES	X	3	1665	0	0
MOOG INC CL A...	COMMON STOCK	615394202	1385	33491	SHARES	X	3	33491	0	0
MOOG INC CL B...	COMMON STOCK	615394301	1226	29692	SHARES	X	3	29692	0	0
NATIONAL OILWELL										
VARCO INC.....	COMMON STOCK	637071101	35	540	SHARES	X	3	540	0	0
NORDSTROM INC										
COM.....	COMMON STOCK	655664100	77	1550	SHARES	X	3	1550	0	0
ORACLE										
CORPORATION										
COM.....	COMMON STOCK	68389X105	34	1140	SHARES	X	3	1140	0	0
PEABODY ENERGY										
CORP.....	COMMON STOCK	704549104	88	3575	SHARES	X	3	3575	0	0
PEPSICO INC										
COM.....	COMMON STOCK	713448108	46	650	SHARES	X	3	650	0	0
PERRIGO										
COMPANY.....	COMMON STOCK	714290103	197	1670	SHARES	X	3	1670	0	0
PHILIP MORRIS										
INTL INC.....	COMMON STOCK	718172109	45	520	SHARES	X	3	520	0	0
PROCTER & GAMBLE										
CO COM.....	COMMON STOCK	742718109	20	320	SHARES	X	3	320	0	0
PVH CORP.....	COMMON STOCK	693656100	194	2500	SHARES	X	3	2500	0	0
QUALCOMM INC										
COM.....	COMMON STOCK	747525103	29	520	SHARES	X	3	520	0	0
RAYMOND JAMES										
FINANCIAL INC..	COMMON STOCK	754730109	191	5575	SHARES	X	3	5575	0	0
REGENERON										
PHARMAC-										
EUTICALS.....	COMMON STOCK	75886F107	77	670	SHARES	X	3	670	0	0
ROCKWELL										
AUTOMATION										
INC.....	COMMON STOCK	773903109	144	2175	SHARES	X	3	2175	0	0
SCHLUMBERGER										
LTD.....	COMMON STOCK	806857108	43	670	SHARES	X	3	670	0	0
SOURCEFIRE										
INC.....	COMMON STOCK	83616T108	48	925	SHARES	X	3	925	0	0
STRATASYS										
INCORPORATED...	COMMON STOCK	862685104	119	2400	SHARES	X	3	2400	0	0
T ROWE PRICE										
GROUP INC										
COMMON.....	COMMON STOCK	74144T108	118	1870	SHARES	X	3	1870	0	0
TEXAS CAPITAL										
BANCSHARES										
INC.....	COMMON STOCK	88224Q107	38	950	SHARES	X	3	950	0	0
TRANSOCEAN										
LIMITED.....	COMMON STOCK	H8817H100	17	370	SHARES	X	3	370	0	0
UNITED PARCEL										
SERVICE CL B...	COMMON STOCK	911312106	41	515	SHARES	X	3	515	0	0
UNITED										
TECHNOLOGIES										
CORP COM.....	COMMON STOCK	913017109	42	560	SHARES	X	3	560	0	0

NAME OF ISSUER	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY			COLUMN 7	COLUMN 8 VOTING AUTHORITY		
	TITLE OF CLASS	CUSIP	VALUE (X \$1,000)	SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED - DEFINED	SHARED - OTHER	OTHER MANAGERS	SOLE	SHARED	OTHER
UNITEDHEALTH GROUP INC.....	COMMON STOCK	91324P102	35	595	SHARES		X			3	595	0	0
UTILITIES SELECT SECTOR SPDR ETF.....	COMMON STOCK	81369Y886	54	1470	SHARES		X			3	1470	0	0
VERIZON COMMUNICATIONS COM.....	COMMON STOCK	92343V104	50	1125	SHARES		X			3	1125	0	0
VITAMIN SHOPPE INC.....	COMMON STOCK	92849E101	77	1400	SHARES		X			3	1400	0	0
WALTER ENERGY INC.....	COMMON STOCK	93317Q105	43	975	SHARES		X			3	975	0	0
WASTE CONNECTIONS INC.....	COMMON STOCK	941053100	116	3875	SHARES		X			3	3875	0	0
WHITING PETROLEUM CORPORATION....	COMMON STOCK	966387102	159	3875	SHARES		X			3	3875	0	0
WR GRACE & CO...	COMMON STOCK	38388F108	136	2689	SHARES		X			3	2689	0	0
			1881303	39235780									