

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>SUSQUEHANNA BANCSHARES INC 401 (K) PLAN</u>	1b Three-digit plan number (PN) ► <u>002</u> 1c Effective date of plan <u>01/01/1989</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SUSQUEHANNA BANCSHARES, INC</u> <u>26 NORTH CEDAR STREET</u> <u>LITITZ, PA 17543-1000</u>	2b Employer Identification Number (EIN) <u>23-2201716</u> 2c Sponsor's telephone number <u>717-625-6424</u> 2d Business code (see instructions) <u>522110</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/09/2013</u>	<u>JAMES H STEELEY</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 3719
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	3457
b Retired or separated participants receiving benefits.....	6b	24
c Other retired or separated participants entitled to future benefits.....	6c	2202
d Subtotal. Add lines 6a , 6b , and 6c	6d	5683
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	13
f Total. Add lines 6d and 6e	6f	5696
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	5564
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	155
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2G 2J 2K 2S 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan SUSQUEHANNA BANCSHARES INC 401 (K) PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 SUSQUEHANNA BANCSHARES, INC	D Employer Identification Number (EIN) 23-2201716

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DIVERSIFIED RETIREMENT CORPORATION

13-3689044

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

DIVERSIFIED RETIREMENT CORPORATION

13-3689044

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
12 15 28 37 38 50 59 61 62 63 64 65	RECORD KEEPER	193934	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

NATIONAL FINANCIAL SERVICES

04-3523567

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 71	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

STONE STREET EQUITY, LLC

26-3896957

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 51	INVESTMENT ADVISOR	80000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK 40 EAST 52ND ST NEW YORK, NY 10022	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE 745 FIFTH AVENUE NEW YORK, NY 10151	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN BEACON 4151 AMON CARTER BLVD MD 2450 FORT WORTH, TX 76155	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OPPENHEIMER TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
THORNBURG 2300 NORTH RIDGETOP ROAD SANTA FE, NM 87506	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WELLS FARGO 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN CENTURY PO BOX 419200 KANSAS CITY, MO 64141	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MAINSTAY PO BOX 8401 BOSTON, MA 02266	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK 40 EAST 52ND ST NEW YORK, NY 10022	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE 745 FIFTH AVENUE NEW YORK, NY 10151	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN BEACON 4151 AMON CARTER BLVD MD 2450 FORT WORTH, TX 76155	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
PIMCO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
NATIONAL FINANCIAL SERVICES	33 71	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
THORNBURG 2300 NORTH RIDGETOP ROAD SANTA FE, NM 87506	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
NATIONAL FINANCIAL SERVICES	33 71	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
WELLS FARGO 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY PO BOX 419200 KANSAS CITY, MO 64141	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MAINSTAY PO BOX 8401 BOSTON, MA 02266	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>SUSQUEHANNA BANCSHARES INC 401 (K) PLAN</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SUSQUEHANNA BANCSHARES, INC</u>		D Employer Identification Number (EIN) <u>23-2201716</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		94583
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	1682275	1979538
	(2) Participant contributions	1b(2)		5351
	(3) Other.....	1b(3)		4451
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	72782	172665
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	3492043	4104270
	(9) Value of interest in common/collective trusts.....	1c(9)	1252289	1813890
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	122948382	141321679
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	898571	1112012
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	130346342	150608439

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	130346342	150608439
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	7778464	
(B) Participants	2a(1)(B)	10099060	
(C) Others (including rollovers)	2a(1)(C)	2838131	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		20715655
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	190682	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		190690
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2324505	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2324505
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		25472
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		11148711
c Other income.....	2c		252301
d Total income. Add all income amounts in column (b) and enter total.....	2d		34657334

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14111017	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		14111017
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		10286
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	80000	
(4) Other	2i(4)	193934	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		273934
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		14395237

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		20262097
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: REINSEL KUNTZ LESHER LLP

(2) EIN: 23-2108173

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		50000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>SUSQUEHANNA BANCSHARES INC 401 (K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SUSQUEHANNA BANCSHARES, INC</u>	D Employer Identification Number (EIN) <u>23-2201716</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-3689044</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>363</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Susquehanna Bancshares, Inc. 401(k) Plan

**Financial Statements and
Supplemental Schedule**

December 31, 2012 and 2011

Susquehanna Bancshares, Inc. 401(k) Plan

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December 31, 2012 and 2011

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Independent Auditor's Report

To the Benefits Committee and Participants
Susquehanna Bancshares, Inc. 401(k) Plan
Lititz, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Susquehanna Bancshares, Inc. 401(k) Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 2012 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2012 financial statements.

Basis for Disclaimer of Opinion on the 2012 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by State Street Bank and Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the 2012 financial statements. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion on the 2012 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2012 Financial Statements paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

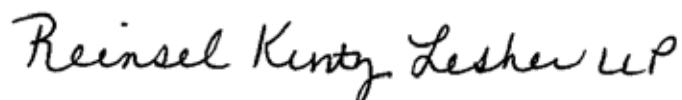
Other Matters - Report on Supplementary Information and Report on 2011 Financial Statements

The supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2012 Financial Statements paragraph, we do not express an opinion on the supplemental schedule.

We have audited the accompanying financial statements of the Plan, which comprise the statement of net assets available for benefits as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended, and in our report dated October 5, 2012, we expressed our opinion that such financial statements present fairly, in all material respects, net assets available for benefits of the Plan as of December 31, 2011, and the changes in net assets available for benefits for the year ended December 31, 2011, in accordance with accounting principles generally accepted in the United States of America.

Report on Form and Content in Compliance with DOL Rules and Regulations for 2012 Financial Statements

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



October 2, 2013
Lancaster, Pennsylvania

Susquehanna Bancshares, Inc. 401(k) Plan**Statement of Net Assets Available for Benefits**

	December 31,	
	2012	2011
	<hr/>	<hr/>
Assets		
Investments, at Fair Value	\$ 144,514,829	\$ 125,172,024
	<hr/>	<hr/>
Receivables		
Employer contributions	1,979,538	1,682,275
Participant contributions	5,351	-
Notes receivable from participants	4,104,270	3,492,043
Accrued interest income	4,451	-
	<hr/>	<hr/>
	6,093,610	5,174,318
	<hr/>	<hr/>
Net Assets Available for Benefits	\$ 150,608,439	\$ 130,346,342
	<hr/>	<hr/>

Susquehanna Bancshares, Inc. 401(k) Plan**Statement of Changes in Net Assets Available for Benefits**

	Years Ended December 31,	
	2012	2011
Additions		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 11,426,484	\$ (2,335,827)
Interest and dividends	2,324,513	1,881,578
	13,750,997	(454,249)
Interest income on notes receivable from participants	190,682	175,252
Contributions		
Employer	7,778,464	6,406,739
Participants	10,099,060	8,821,221
Rollovers	2,838,131	990,727
	20,715,655	16,218,687
Total Additions	34,657,334	15,939,690
Deductions		
Benefits paid to participants	14,121,303	7,548,334
Administrative expenses	273,934	241,438
Total Deductions	14,395,237	7,789,772
Net Increase	20,262,097	8,149,918
Net Assets Available for Benefits at Beginning of Year	130,346,342	122,196,424
Net Assets Available for Benefits at End of Year	\$ 150,608,439	\$ 130,346,342

Susquehanna Bancshares, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 1 - Description of Plan

The following description of the Susquehanna Bancshares, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan agreement for more complete information.

General

The Plan is a defined contribution plan covering substantially all full-time employees and certain part-time employees of Susquehanna Bancshares, Inc. and its Subsidiaries (the Company). Effective March 1, 2011, employees are eligible to begin making salary deferral contributions upon date of hire. Prior to March 2011, employees had to complete three months of service to be eligible to make salary deferral contributions to the Plan. Employees must complete one year of service to be eligible for the Company's matching contribution. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employers participating in the Plan are as follows:

Susquehanna Bancshares, Inc.
Susquehanna Bank
Susquehanna Trust & Investment Company
Boston Service Company, Inc. (t/a Hann Financial Service Corp.)
Valley Forge Asset Management Corp.
The Addis Group, LLC
Susquehanna Commercial Finance, Inc.
Stratton Management Company

The Company acquired Abington Bancorp, Inc. on October 1, 2011. Abington Bancorp, Inc. was merged into Susquehanna Bancshares, Inc. The employees of Abington Bancorp, Inc. became eligible to participate in the Plan effective October 1, 2011. Prior service with Abington Bancorp, Inc. will be credited for such employees for eligibility, allocation accrual, and vesting purposes for this Plan.

The Company acquired Tower Bancorp, Inc. on February 17, 2012. Tower Bancorp, Inc. was merged into Susquehanna Bancshares, Inc. The employees of Tower Bancorp, Inc. became eligible to participate in the Plan effective March 1, 2012. Prior service with Tower Bancorp, Inc. will be credited for such employees for eligibility, allocation accrual, and vesting purposes for this Plan.

Plan Amendments

Effective January 1, 2011, the Plan's automatic enrollment provision was amended to provide for annual increases, on the first day of the plan year, of the participant's automatic deferral rate at a rate of 1% per year until the automatic deferral percentage reaches 6% or until otherwise directed by the participant.

Effective March 1, 2011, the Plan was amended to eliminate the service requirement of three months for employees to become eligible to make salary deferral contributions. In addition, the Plan was amended to implement a 90-day administrative wait period for automatic enrollment in the Plan.

Susquehanna Bancshares, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 1 - Description of Plan (continued)

Contributions

Each year, participants may contribute up to 100% of pretax annual compensation as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans and annuity contracts. Participants are automatically enrolled in the Plan and 3% of pretax annual compensation is withheld from the participant's eligible compensation. Effective January 1, 2011, the automatic deferral rate increases annually at a rate of 1% per year until the automatic deferral percentage reaches 6%. Participants are given the option to discontinue participation or change the deferral percentage at any time.

The Plan utilizes a safe harbor matching contribution formula. The Company matches 100% of the first 3% and 50% of the next 2% of a participant's eligible compensation made as an elective deferral.

Effective July 1, 2009, the Plan was amended to allow for an employer nonelective contribution due to the Company freezing certain benefits effective June 30, 2009 under the defined benefit plan sponsored by the Company. Employees who were hired before January 1, 2009 and who were not age 50 or who had not earned at least 15 years of vesting service as of December 31, 2009 became eligible for an automatic 2% employer nonelective contribution as of July 1, 2009, even if the employee is not contributing to the Plan. Employees who are hired on or after January 1, 2009 will be eligible for the automatic 2% employer nonelective contribution once they have met the eligibility requirements, even if the employee is not contributing to the Plan.

Participants direct the investment of all contributions into various investment options offered by the Plan. The Plan currently offers twenty two mutual funds and a common collective trust fund as investment options for participants. Contributions are subject to certain limitations. The common stock of the Company is not an investment option available to participants for future purchases. The common stock was transferred into the Plan in connections with the acquisition of Community Banks, Inc. and the stock held by former participants in the Community Banks, Inc. 401(k) Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions and (b) plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. A participant who requests a loan from the Plan is directly charged a processing fee. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Susquehanna Bancshares, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 1 - Description of Plan (continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of service. Vesting in the Company's matching contributions made prior to 2009 will be 100% vested after two years of service based on the following vesting schedule:

<u>Years of Service</u>	<u>Vesting Percentage</u>
Less than 1	0 %
1	20 %
2	100 %

Vesting in the Company's safe harbor matching contributions as of January 1, 2009 will be 100% vested after two years of service based on the following vesting schedule:

<u>Years of Service</u>	<u>Vesting Percentage</u>
Less than 2	0 %
2	100 %

Vesting in the Company's nonelective contributions will be 100% vested after five years of service based on the following vesting schedule:

<u>Years of Service</u>	<u>Vesting Percentage</u>
Less than 1	0 %
1	20 %
2	40 %
3	60 %
4	80 %
5	100 %

Participants in the former Community Banks, Inc. 401(k) Plan who became participants in this Plan are 100% vested in all contributions made prior to January 1, 2008. Regardless of the number of years of service, a participant's employer account balance becomes fully vested when a participant retires, becomes permanently disabled, or dies.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 2.00%, set two times per month. Principal and interest are paid ratably through biweekly payroll deductions.

Susquehanna Bancshares, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 1 - Description of Plan (continued)

Payment of Benefits

Distribution of a participant's benefit shall be in the form of an annuity, lump sum, cash installments, partial payment, cash, or employer securities.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$125,024 and \$43,026, respectively. These accounts will first be used to restore a participant's account upon re-employment, pay administrative expenses, and then to reduce future employer contributions. Employer contributions were reduced by \$430 and \$30,862 during 2012 and 2011, respectively. Forfeitures used to pay administrative expenses totaled \$-0- and \$6,648 during 2012 and 2011, respectively.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based upon the terms of the plan document.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Note 2 - Summary of Significant Accounting Policies (continued)

Administrative Expenses

Administrative expenses are paid by the plan sponsor and the Plan. Effective May 1, 2010, the Plan entered into an agreement with Transamerica Retirement Solutions Corporation (formerly Diversified Retirement Corporation), record keeper, to create an Expense Budget Account (EBA). The EBA will be credited with deposits, at least quarterly, made by the plan sponsor to be used to pay plan related expenses.

Recent Accounting Pronouncements

In May 2011, the FASB issued Accounting Standard Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*, (ASU 2011-04). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. See Note 4 for impact of adoption.

In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to the Plan's financial statements. The adoption of ASU 2012-04 is not expected to have a material impact on the Plan's financial statements in future periods.

Susquehanna Bancshares, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 3 - Information Certified and Provided by State Street Bank and Trust Company

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the years then ended, included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the trustee and furnished to the plan administrator. The plan administrator has obtained a certification from the trustee that information provided to the plan administrator by the trustee related to the 2012 assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the 2012 assets. The Plan's asset information as of and for the year ended December 31, 2011 was subjected to full scope audit procedures in accordance with auditing standards generally accepted in the United States of America. Investments that represent 5% or more of the Plan's net assets at December 31, 2012 and 2011 are separately identified:

	<u>2012</u>	<u>2011</u>
Investments, at Fair Value		
Registered investment companies (mutual funds)		
Transamerica Partners Institutional Core Bond Fund	\$ -	\$ 8,155,322
Transamerica Partners Institutional Money Market Fund	9,651,945	10,916,715
Transamerica Partners Institutional Stock Index Fund	14,712,451	13,442,865
BlackRock LifePath 2020 Fund	9,420,134	8,173,438
BlackRock LifePath 2030 Fund	7,828,188	*
BlackRock LifePath Retirement Fund	8,892,337	8,958,231
Vanguard Intermediate Term U.S. Treasury Fund	11,985,443	11,734,814
American Funds EuroPacific Growth Fund	8,104,309	7,053,234
American Beacon Large Cap Value Fund	16,124,804	13,481,053
MainStay Large Cap Growth Fund	14,705,607	13,085,522
Wells Fargo Advantage Core Bond Fund	9,150,421	-
Other	30,746,040	27,947,188
	<u>141,321,679</u>	<u>122,948,382</u>
Common collective trust fund	1,813,890	1,252,289
Common stock	1,112,012	898,571
Temporary cash investments	267,248	72,782
	<u>\$ 144,514,829</u>	<u>\$ 125,172,024</u>
Notes Receivable from Participants	<u>\$ 4,104,270</u>	<u>\$ 3,492,043</u>
Accrued Interest Income	<u>\$ 4,451</u>	<u>\$ -</u>

* Represents less than 5% of net assets.

Susquehanna Bancshares, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 3 - Information Certified and Provided by State Street Bank and Trust Company (continued)

State Street Bank and Trust Company also certified to the completeness and accuracy of \$11,426,484 of net appreciation in fair value of investments and \$2,324,513 of interest and dividend income related to the aforementioned assets for the year ended December 31, 2012. The completeness and accuracy of \$(2,335,827) of net depreciation in fair value of investments and \$1,881,578 of interest and dividend income related to the aforementioned assets for the year ended December 31, 2011 was subject to full scope audit procedures as previously stated. During the years ended December 31, 2012 and 2011, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$11,426,484 and \$(2,335,827), respectively, as follows:

	2012	2011
Registered investment companies (mutual funds)	\$ 11,148,711	\$ (2,164,422)
Common collective trust fund	25,472	13,500
Common stock	252,301	(184,905)
	<u>\$ 11,426,484</u>	<u>\$ (2,335,827)</u>

Note 4 - Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Susquehanna Bancshares, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 4 - Fair Value Measurements (continued)

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Registered investment companies (mutual funds) are valued at the net asset value of shares held by the Plan at year-end.

The Plan's interest in the common collective trust fund is based on the fair value of the common collective trust fund's underlying investments as based on information reported by the custodian using the audited financial statements of the common collective trust fund at year-end.

Common stock is valued at the closing price reported on the active market on which the individual security is traded.

Temporary cash investments are valued at the carrying value which is a reasonable estimate of fair value for these short-term investments.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Fair Value Measurements at December 31, 2012				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Registered Investment Companies (Mutual Funds)				
Domestic stock funds	\$ 63,525,086	\$ -	\$ -	\$ 63,525,086
Balanced funds	33,571,935	-	-	33,571,935
International stock funds	8,821,578	-	-	8,821,578
Fixed income funds	25,751,135	-	-	25,751,135
Money market fund	9,651,945	-	-	9,651,945
Total Registered Investment Companies (Mutual Funds)	141,321,679	-	-	141,321,679

Susquehanna Bancshares, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 4 - Fair Value Measurements (continued)

Fair Value Measurements at December 31, 2012				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common Collective Trust Fund				
Stable fund	-	1,813,890	-	1,813,890
Common Stock	1,112,012	-	-	1,112,012
Temporary Cash Investments	267,248	-	-	267,248
	<u>\$ 142,700,939</u>	<u>\$ 1,813,890</u>	<u>\$ -</u>	<u>\$ 144,514,829</u>
Fair Value Measurements at December 31, 2011				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Registered Investment Companies (Mutual Funds)				
Domestic stock funds	\$ 54,069,343	\$ -	\$ -	\$ 54,069,343
Balanced funds	27,773,135	-	-	27,773,135
International stock fund	7,053,234	-	-	7,053,234
Fixed income funds	23,135,955	-	-	23,135,955
Money market fund	10,916,715	-	-	10,916,715
Total Registered Investment Companies (Mutual Funds)	122,948,382	-	-	122,948,382
Common Collective Trust Fund				
Stable fund	-	1,252,289	-	1,252,289
Common Stock	898,571	-	-	898,571
Temporary Cash Investments	72,782	-	-	72,782
	<u>\$ 123,919,735</u>	<u>\$ 1,252,289</u>	<u>\$ -</u>	<u>\$ 125,172,024</u>

Susquehanna Bancshares, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 4 - Fair Value Measurements (continued)

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2012 and 2011, there were no significant transfers in or out of Level 3.

Fair Value of Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent)

The following table summarizes investments measured at fair value based on net asset value (NAV) per unit as of December 31, 2012 and 2011:

	Fair Value		Unfunded Commitment	Redemption Frequency	Redemption Notice Period
	December 31, 2012	December 31, 2011			
Common Collective Trust Fund					
Diversified Stable Pooled Fund (a)	<u>\$ 1,813,890</u>	<u>\$ 1,252,289</u>	<u>\$ -</u>	Daily	None

- (a) This class is a stable fund that invests in an individual collective trust, the Wells Fargo Stable Return Fund G (Wells Fargo). The Wells Fargo fund invests primarily in investment contracts including traditional guaranteed investment contracts and security-backed contracts issued by insurance companies and other financial institutions. Investments in this class can be redeemed daily at the current net asset value (NAV) per unit. The NAV is calculated daily based on the quoted market price of the underlying fund, converted into a unit value of the collective trust. The fair value of investment in this class has been estimated using the net asset value per unit of the underlying fund as reported by the custodian.

Note 5 - Tax Status

The Company adopted a nonstandardized prototype plan sponsored by Transamerica Retirement Solutions Corporation (formerly Diversified Retirement Corporation). The prototype plan has received an opinion letter from the Internal Revenue Service dated March 31, 2008 stating that the prototype plan is qualified under the appropriate section of the Internal Revenue Code (IRC). The prototype plan opinion letter has been relied upon by this Plan. The Plan has been amended since receiving the opinion letter. The plan administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

Susquehanna Bancshares, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 5 - Tax Status (continued)

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. Federal, state, or local tax authorities for years before 2009.

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in the Company contribution portion of their accounts.

Note 7 - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note 8 - Related Party Transactions

Certain plan investments are shares of registered investment companies (mutual funds) managed by Transamerica Partners Institutional Funds Group (Transamerica). Transamerica and Transamerica Retirement Solutions Corporation (formerly Diversified Retirement Corporation) are commonly owned. Transamerica Retirement Solutions Corporation is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for recordkeeping services in conjunction with processing loans and plan service fees amounted to \$193,934 and \$116,438 for the years ended December 31, 2012 and 2011, respectively.

At December 31, 2012 and 2011, the Plan held in its investment portfolio 106,108 and 107,228 shares, respectively, of common stock of Susquehanna Bancshares, Inc. The fair value of this investment amounted to \$1,112,012 and \$898,571 at December 31, 2012 and 2011, respectively.

Susquehanna Bancshares, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 9 - Subsequent Events

Plan management has evaluated subsequent events through October 2, 2013. This date is the date the financial statements were available to be issued. Effective January 1, 2014, the Plan was amended to increase the maximum rate for the automatic deferral percentage from 6% to 10% with continued 1% annual increases. The Plan was also amended to permit auto re-enrollment for participants who are deferring below the initial automatic deferral percentage of 3% to be auto re-enrolled annually at the 3% default elective deferral percentage.

Susquehanna Bancshares, Inc. 401(k) Plan

EIN #23-2201716 Plan #001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Registered Investment Companies				
	American Beacon Large Cap Value Fund	785,044 shs.	**	\$ 16,124,804
	American Century Mid Cap Value Fund	462,248 shs.	**	6,023,092
	American Funds EuroPacific Growth Fund	200,354 shs.	**	8,104,309
	BlackRock LifePath 2020 Fund	573,699 shs.	**	9,420,134
	BlackRock LifePath 2025 Fund	77,890 shs.	**	949,475
	BlackRock LifePath 2030 Fund	513,324 shs.	**	7,828,188
	BlackRock LifePath 2035 Fund	56,284 shs.	**	704,108
	BlackRock LifePath 2040 Fund	168,652 shs.	**	3,140,301
	BlackRock LifePath 2045 Fund	50,777 shs.	**	646,898
	BlackRock LifePath 2050 Fund	90,961 shs.	**	1,744,626
	BlackRock LifePath 2055 Fund	19,299 shs.	**	245,868
	BlackRock LifePath Retirement Fund	753,588 shs.	**	8,892,337
	Mainstay Large Cap Growth Fund	1,895,052 shs.	**	14,705,607
	Oppenheimer Developing Markets Fund	20,564 shs.	**	717,269
	PIMCO Low Duration Institutional Fund	439,131 shs.	**	4,615,271
	Royce Pennsylvania Mutual Fund	505,463 shs.	**	5,812,821
*	Transamerica Partners Institutional Money Market Fund	959,114 shs.	**	9,651,945
*	Transamerica Partners Institutional Stock Index Fund	1,543,804 shs.	**	14,712,451
	Vanguard Dividend Growth Fund	102,089 shs.	**	1,698,759
	Vanguard Intermediate Term U.S. Treasury Fund	1,024,397 shs.	**	11,985,443
	Wells Fargo Advantage Core Bond Fund	710,436 shs.	**	9,150,421
	Wells Fargo Advantage Discovery Fund	169,431 shs.	**	4,447,552
				<u>141,321,679</u>
Common Collective Trust Fund				
*	Diversified Stable Pooled Fund	111,102 units	**	<u>1,813,890</u>
Temporary Cash Investments				
*	State Street Cash Reserve Fund		219,607	219,607
*	State Street Institutional Liquid Reserves Fund	47,641 shs.	47,641	47,641
			267,248	<u>267,248</u>
Common Stock				
*	Susquehanna Bancshares, Inc.	106,108 shs.	**	<u>1,112,012</u>
*	Participant Loans	5.25% to 9.75%		<u>4,104,270</u>
	Total Assets (Held at End of Year)			<u><u>\$ 148,619,099</u></u>

This schedule was derived from data certified by State Street Bank and Trust Company.

* Represent a party-in-interest.

** Cost omitted for participant-directed investments.

Schedule C, Line 2(h) Formula Descriptions

Susquehanna Bancshares, Inc. 401(k) Plan

EIN No.: 23-2201716, Plan No. 002

Plan Year Ending: 12/31/2012

Indirect Compensation in the form of revenue sharing was paid to the following Service Providers:

DIVERSIFIED RETIREMENT CORPORATION	13-3689044
NATIONAL FINANCIAL SERVICES	04-3523567

Revenue amounts are shown in annualized basis points of plan assets invested in applicable fund

Fund Family	Fund Name	Start Date	End Date	Revenue to Diversified Retirement Corporation	Revenue to National Financial Services
BLACKROCK	BLACKROCK LIFEPATH RETIRE I	1/1/2012	2/29/2012	39.024	0.976
BLACKROCK	BLACKROCK LIFEPATH RETIRE I	3/1/2012	12/31/2012	48.780	1.220
BLACKROCK	BLACKROCK LIFEPATH 2020 INSTL	1/1/2012	2/29/2012	39.024	0.976
BLACKROCK	BLACKROCK LIFEPATH 2020 INSTL	3/1/2012	12/31/2012	48.780	1.220
BLACKROCK	BLACKROCK LIFEPATH 2030 INSTL	1/1/2012	2/29/2012	39.024	0.976
BLACKROCK	BLACKROCK LIFEPATH 2030 INSTL	3/1/2012	12/31/2012	48.780	1.220
BLACKROCK	BLACKROCK LIFEPATH 2040	1/1/2012	2/29/2012	39.024	0.976
BLACKROCK	BLACKROCK LIFEPATH 2040	3/1/2012	12/31/2012	48.780	1.220
AMERICAN FUNDS	AMERICAN GRWTH FUND OF AMERICA	1/1/2012	5/1/2012	63.414	1.586
AMERICAN FUNDS	AMERICAN FUNDS EUROPACIFIC R3	1/1/2012	12/31/2012	63.414	1.586
ROYCE	PENNSYLVANIA MUTUAL, INV	1/1/2012	12/31/2012	19.512	0.488
AMERICAN BEACON	AMERICAN BEACON LRGE CP VAL IN	1/1/2012	12/31/2012	39.024	0.976
OPPENHEIMER	OPPENHEIMER DEVELOPING MRKTS A	2/23/2012	3/27/2012	48.780	1.220
PIMCO	PIMCO LOW DURATION, INST	7/1/2012	12/31/2012	1.951	0.049
THORNBURG	THORNBURG CORE GROWTH	1/1/2012	5/1/2012	24.390	0.610
WELLS FARGO	WFA CORE BOND FUND INST	2/23/2012	12/31/2012	4.878	0.122
BLACKROCK	BLACKROCK LIFEPATH 2050	1/1/2012	2/29/2012	39.024	0.976
BLACKROCK	BLACKROCK LIFEPATH 2050	3/1/2012	12/31/2012	48.780	1.220
OPPENHEIMER	OPPENHEIMER DEVELOPING MARKETS	3/27/2012	12/31/2012	24.390	0.610
WELLS FARGO	WELLS FARGO DISCOVERY FD INSTL	1/1/2012	12/31/2012	14.634	0.366
AMERICAN CENTURY	AMERICAN CENTURY MID CAP VALUE	1/1/2012	12/31/2012	34.146	0.854
MAINSTAY	MAINSTAY LARGE CAP GROWTH R2	1/1/2012	12/31/2012	48.780	1.220
BLACKROCK	BLACKROCK MID CAP VALUE OPPS I	1/1/2012	2/24/2012	24.390	0.610
BLACKROCK	BLACKROCK LIFEPATH 2025 INSTL	2/23/2012	2/29/2012	39.024	0.976
BLACKROCK	BLACKROCK LIFEPATH 2025 INSTL	3/1/2012	12/31/2012	48.780	1.220
BLACKROCK	BLACKROCK LIFEPATH 2035 INSTL	2/23/2012	2/29/2012	39.024	0.976
BLACKROCK	BLACKROCK LIFEPATH 2035 INSTL	3/1/2012	12/31/2012	48.780	1.220
BLACKROCK	BLACKROCK LIFEPATH 2045 INSTL	2/23/2012	2/29/2012	39.024	0.976

Schedule C, Line 2(h) Formula Descriptions

Susquehanna Bancshares, Inc. 401(k) Plan

EIN No.: 23-2201716, Plan No. 002

Plan Year Ending: 12/31/2012

BLACKROCK	BLACKROCK LIFEPATH 2045 INSTL	3/1/2012	12/31/2012	48.780	1.220
BLACKROCK	BLACKROCK LIFEPATH 2055 INSTL	2/23/2012	2/29/2012	39.024	0.976
BLACKROCK	BLACKROCK LIFEPATH 2055 INSTL	3/1/2012	12/31/2012	48.780	1.220

Susquehanna Bancshares, Inc. 401(k) Plan

EIN #23-2201716 Plan #001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Registered Investment Companies				
	American Beacon Large Cap Value Fund	785,044 shs.	**	\$ 16,124,804
	American Century Mid Cap Value Fund	462,248 shs.	**	6,023,092
	American Funds EuroPacific Growth Fund	200,354 shs.	**	8,104,309
	BlackRock LifePath 2020 Fund	573,699 shs.	**	9,420,134
	BlackRock LifePath 2025 Fund	77,890 shs.	**	949,475
	BlackRock LifePath 2030 Fund	513,324 shs.	**	7,828,188
	BlackRock LifePath 2035 Fund	56,284 shs.	**	704,108
	BlackRock LifePath 2040 Fund	168,652 shs.	**	3,140,301
	BlackRock LifePath 2045 Fund	50,777 shs.	**	646,898
	BlackRock LifePath 2050 Fund	90,961 shs.	**	1,744,626
	BlackRock LifePath 2055 Fund	19,299 shs.	**	245,868
	BlackRock LifePath Retirement Fund	753,588 shs.	**	8,892,337
	Mainstay Large Cap Growth Fund	1,895,052 shs.	**	14,705,607
	Oppenheimer Developing Markets Fund	20,564 shs.	**	717,269
	PIMCO Low Duration Institutional Fund	439,131 shs.	**	4,615,271
	Royce Pennsylvania Mutual Fund	505,463 shs.	**	5,812,821
*	Transamerica Partners Institutional Money Market Fund	959,114 shs.	**	9,651,945
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	Vanguard Intermediate Term U.S. Treasury Fund	1,024,397 shs.	**	11,985,443
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