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

ANNUAL AUDITED REPORT FORM X-17A-5 PART III

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316

FACING PAGE Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 01/01/2009 AND ENDING 12/31/2009 MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

SUSQUEHANNA FINANCIAL GROUP, LLLP

OFFICIAL USE ONLY FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

401 CITY LINE AVENUE SUITE #220

(No. and Street)

BALA CYNWYD (City)

PA (State)

19004 (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

BRIAN SULLIVAN

610-617-2635

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

McGladrey & Pullen, LLP

(Name - if individual, state last, first, middle name)

1185 Avenue of the Americas, New York NY 10036 (Address) (City) (State) (Zip Code)

CHECK ONE:

- [X] Certified Public Accountant [] Public Accountant [] Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

* Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

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OATH OR AFFIRMATION

I, BRIAN SULLIVAN, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of SUSQUEHANNA FINANCIAL GROUP, LLLP, as of DECEMBER 31, 2009 are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:



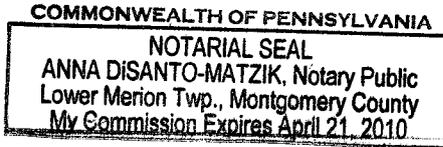
Signature

TREASURER

Title

 2/4/2010

Notary Public



This report ** contains (check all applicable boxes):

- (a) Facing page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
- (o) Independent Auditor's Report on Internal Control

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

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McGladrey & Pullen

Certified Public Accountants

Independent Auditor's Report

To the Partners
Susquehanna Financial Group, LLLP
Bala Cynwyd, Pennsylvania

We have audited the accompanying statement of financial condition of Susquehanna Financial Group, LLLP (the "Entity") as of December 31, 2009 that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. This financial statement is the responsibility of the Entity's management. Our responsibility is to express an opinion on this statement of financial condition based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of financial condition presentation. We believe that our audit of the statement of financial condition provides a reasonable basis for our opinion.

In our opinion, the statement of financial condition referred to above presents fairly, in all material respects, the financial position of Susquehanna Financial Group, LLLP as of December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

McGladrey & Pullen, LLP

New York, New York
February 25, 2010

Susquehanna Financial Group, LLLP
(a limited liability limited partnership)

Statement of Financial Condition
(dollars in thousands)
December 31, 2009

ASSETS

Cash	\$	77
Bond interest receivable		3,438
Securities owned - at fair value		279,616
Securities borrowed		245,533
Accrued trading receivables		5,085
Commission receivable		8,004
Receivable from affiliates		10
Furniture and equipment (net of accumulated depreciation of \$3,310)		2,609
Other assets		<u>225</u>
Total assets		<u><u>544,597</u></u>

LIABILITIES AND PARTNERS' CAPITAL

Payable to clearing broker		30,206
Bond interest payable		2,704
Securities sold, not yet purchased - at fair value		230,341
Securities loaned		152,200
Accrued trading payables		1,224
Payable to affiliates		12,883
Accrued compensation		35,457
Accrued guaranteed payments to partners		278
Accrued expenses and other liabilities		<u>4,328</u>
Total liabilities		469,621
Partners' capital		<u>74,976</u>
Total liabilities and partners' capital	\$	<u><u>544,597</u></u>

See Notes to Statement of Financial Condition.

Susquehanna Financial Group, LLLP
(a limited liability limited partnership)

Notes to Statement of Financial Condition
(dollars in thousands)
December 31, 2009

Note 1. Organization

Susquehanna Financial Group, LLLP (the "Entity") is a broker-dealer registered with the Securities and Exchange Commission (the "SEC") and is registered with the Financial Industry Regulatory Authority ("FINRA"). The Entity generally acts as an introducing broker and trades for its own account as a market-maker on the Nasdaq stock exchange. The Entity is owned 99.9% by Susquehanna International Group, LLP ("SIG") and 0.1% by SFG Partner, LLC.

Note 2. Significant Accounting Policies

The Entity follows accounting standards established by the Financial Accounting Standards Board (the "FASB") to ensure consistent reporting of financial condition. References to Generally Accepted Accounting Principles ("GAAP") in these footnotes are to the FASB Accounting Standards Codification™, sometimes referred to as the Codification or ASC. The Codification is effective for periods ending on or after September 15, 2009.

The Entity records transactions in securities and options on a trade-date basis.

The FASB provides guidance for how uncertain tax positions should be recognized, measured, disclosed and presented in the statement of financial condition. This requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Entity's tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained "when challenged" or "when examined" by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax benefit or liability in the current year.

The Entity evaluated subsequent events after the date of the statement of financial condition to consider whether or not the impact of such events needed to be reflected or disclosed in the statement of financial condition. Such evaluation was performed through the report date of the statement of financial condition, the date that this statement of financial condition was issued.

This statement of financial condition has been prepared in conformity with accounting principles generally accepted in the United States of America which require the use of estimates by management.

Note 3. Fair Value of Financial Instruments

The Entity measures its financial instruments in accordance with the Codification Section for *Fair Value Measurements*. This codification section clarifies the definition of fair value financial reporting, establishes a framework for measuring fair value and requires additional disclosures about the use of fair value measurements. *Fair Value Measurements* establishes a fair value hierarchy and specifies that a valuation technique used to measure fair value shall maximize the use of observable inputs and minimize the use of unobservable inputs. The objective of a fair value measurement is to determine 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 (an exit price). Accordingly, the fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under *Fair Value Measurements* are described below:

Level 1: Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that the Entity has the ability to access at the measurement date;

Susquehanna Financial Group, LLLP
(a limited liability limited partnership)

Notes to Statement of Financial Condition
(dollars in thousands)
December 31, 2009

Note 3. Fair Value of Financial Instruments (Continued)

Level 2: Quoted prices which are not active, or inputs that are observable (either directly or indirectly) for substantially the full term of the asset or liability; and

Level 3: Prices, inputs or exotic modeling techniques which are both significant to the fair value measurement and unobservable (supported by little or no market activity).

As required by the Codification Section for *Fair Value Measurements*, financial instruments are classified within the level of the lowest significant input considered in determining fair value. Investments classified within Level 3 whose fair value measurement considers several inputs may include Level 1 or Level 2 inputs as components of the overall fair value measurement.

The table that follows sets forth information about the level within the fair value hierarchy at which the Entity's investments are measured at December 31, 2009.

Assets Measured at Fair Value

Description	Total	Fair Value Measurements Using	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Equity securities	\$ 3,339	\$ 3,339	\$ -
Debt securities	276,005	-	276,005
Options	272	272	-
	<u>\$ 279,616</u>	<u>\$ 3,611</u>	<u>\$ 276,005</u>

Susquehanna Financial Group, LLLP
(a limited liability limited partnership)

Notes to Statement of Financial Condition
(dollars in thousands)
December 31, 2009

Note 3. Fair Value of Financial Instruments (Continued)

Liabilities Measured at Fair Value:

Description	Total	Fair Value Measurements Using	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Equity securities	\$ 2,557	\$ 2,557	\$ -
Debt securities	227,771	-	227,771
Options	13	13	-
	<u>\$ 230,341</u>	<u>\$ 2,570</u>	<u>\$ 227,771</u>

Note 4. Securities Owned and Securities Sold, Not Yet Purchased

Securities owned and securities sold, not yet purchased, are summarized as follows:

	Securities Owned	Securities Sold, Not Yet Purchased
Equity securities	\$ 3,369	\$ 2,557
Debt securities	276,005	227,771
Options	272	13
	<u>\$ 279,646</u>	<u>\$ 230,341</u>

Securities owned or securities sold, not yet purchased, traded on a national securities exchange are valued at the last reported sales price on December 31, 2009. Options owned or options sold, not yet purchased, are valued at the mean between the last bid and the last ask prices on December 31, 2009.

Subsequent market fluctuations may require purchasing the securities sold, not yet purchased, at prices that differ from the fair value reflected in the statement of financial condition.

Note 5. Securities Borrowed and Securities Loaned

Securities borrowed and securities loaned are recorded based upon the amount of cash collateral advanced or received. Securities borrowed transactions require the Entity to deposit cash with the lender. With respect to securities loaned, the Entity receives collateral in the form of cash.

Susquehanna Financial Group, LLLP
(a limited liability limited partnership)

Notes to Statement of Financial Condition
(dollars in thousands)
December 31, 2009

Note 5. Securities Borrowed and Securities Loaned (Continued)

The amount of collateral required to be deposited for securities borrowed, or received for securities loaned, is an amount generally in excess of market value of the applicable securities borrowed or loaned. The Entity monitors the market value of securities borrowed and loaned, with additional collateral obtained, or excess collateral retrieved, when deemed appropriate. As of December 31, 2009 the securities borrowed and loaned are \$245,532 and \$152,199 respectively.

Note 6. Payable to Clearing Brokers and Concentration of Credit Risk

The clearing and depository operations for the Entity's security transactions are provided by Merrill Lynch Professional Clearing Corp. and JPMorgan Chase & Co.

At December 31, 2009, substantially all of the securities owned and securities sold, not yet purchased, and the amount payable to the clearing brokers reflected in the statement of financial condition are security positions with and amounts due to these clearing brokers. Securities owned and securities sold, not yet purchased, are subject to haircut requirements.

The Entity has agreed to indemnify Merrill Lynch Professional Clearing Corp. for losses that it may sustain from the customer accounts introduced by the Entity. As of December 31, 2009, there were no unsecured amounts owed to the clearing broker by these customers.

Note 7. Related Party Transactions

The Entity is affiliated through common ownership with Susquehanna Business Development, Inc., Susquehanna Financial Group Asia LTD, Global Execution Brokers, LP and Waves Licensing, LLC.

SIG acts as a common payment agent for the Entity and various affiliates for all direct and indirect operating expenses. The Entity pays a monthly management fee for the indirect costs based on allocations determined at SIG's discretion. Included in the payable to affiliate is \$6,362 relating to these operating costs.

Susquehanna Business Development, Inc. performs marketing services for the Entity. The payable to this affiliate for these services is \$238 as of December 31, 2009.

Susquehanna Financial Group Asia LTD provides certain management services to the Entity. The payable to this affiliate for these services is \$355 as of December 31, 2009.

Included in payable to affiliates are commissions payable amounting to approximately \$89.

The Entity executes trades for various affiliates for which it receives commissions at various rates.

The Entity has an execution services agreement with Global Execution Brokers, LP. Under this agreement, Global Execution Brokers, LP executes orders for the Entity on various exchanges for which the Entity pays a monthly fee of \$500, or such other amount as agreed upon by the Entity and Global Execution Brokers, LP. No payable exists as of December 31, 2009.

Susquehanna Financial Group, LLLP
(a limited liability limited partnership)

Notes to Statement of Financial Condition
(dollars in thousands)
December 31, 2009

Note 7. Related Party Transactions (Continued)

The Entity has a licensing agreement with Waves Licensing, LLC. The agreement allows the Entity to utilize Waves Licensing, LLC's intellectual property and research and development, of which Waves Licensing, LLC is the exclusive owner. As consideration for the license, the Entity pays an annual licensing fee equal to 9.5% of the Entity's net trading profits, if any, as defined in the licensing agreement. Included in payable to affiliates is \$5,803 as of December 31, 2009.

Guaranteed payments in 2009 are determined based on certain contributed Partners' capital.

Included in investment in securities is a nonvoting interest in Merrill Lynch Professional Clearing Corp. through which the Entity clears proprietary transactions.

Because of their short-term nature, the fair values of the payables to and receivables from affiliates approximate their carrying amounts.

The Entity and various other entities operate under common ownership and control. As a result, management can exercise its discretion when determining which entity will engage in new business activities and/or trade new products. Therefore, the financial position and operating results presented herein may not necessarily be indicative of those which would be obtained had these entities operated autonomously.

Note 8. Commitments

The Entity is obligated under noncancelable leases for office space expiring through April 2011. These leases contain provisions for escalations based on certain costs incurred by the lessor. The future aggregate minimum rentals under these leases are as follows:

Year ending December 31,

2010	\$ 626
2011	<u>329</u>
	<u>\$ 955</u>

Note 9. Derivative Financial Instruments

The Entity's activities include the purchase and sale of equity options traded on national securities exchanges having various expiration dates. Equity and index options give the holder the right to purchase or sell securities at a specific price until a specified expiration date. These financial instruments are used for trading purposes and for managing risk associated with the portfolio of investments. The writing of options involves elements of market risk in excess of the amount recognized in the statement of financial condition. The Entity generally attempts to limit its risk by holding offsetting security or option positions.

Susquehanna Financial Group, LLLP
(a limited liability limited partnership)

Notes to Statement of Financial Condition
(dollars in thousands)
December 31, 2009

Note 10. Income Taxes

No provision for federal income taxes has been made because the Entity is a partnership and, therefore, is not subject to federal income taxes. The Entity's income or loss is reportable by its Partners on their respective tax returns. The Entity is currently not subject to state or local taxes. The amount of current taxes payable or refundable is recognized as of the date of the financial statements, utilizing currently enacted tax laws and rates.

The Entity does not have any tax positions at the end of the year for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly increase or decrease within 12 months of the reporting date. For the year ended December 31, 2009, management has determined that there are no material uncertain income tax positions.

The Entity is no longer subject to federal, state, or local tax examinations by taxing authorities for tax years before 2006 and presently has no open examinations for tax years before 2009.

Note 11. Net Capital Requirement

The Entity is a registered broker-dealer with FINRA and the SEC, and is subject to the SEC's Uniform Net Capital Rule 15c3-1. The Entity computes its net capital under the basic method, which requires it to maintain minimum net capital, as defined, of the greater of \$100 or 6-2/3% of aggregate indebtedness. Net capital changes from day to day, but as of December 31, 2009, the Entity had net capital of \$70,151 which exceeded its requirement of \$4,699 by \$65,452.

Note 12. Subsequent Events

Subsequent to December 31, 2009, a Partner made capital contributions of \$20,700.

Susquehanna Financial Group, LLLP

Report on the SIPC Transitional Assessment Required by SEC Rule 17a-5(e)(4)

December 31, 2009

McGladrey & Pullen

Certified Public Accountants

Susquehanna Financial Group, LLLP
401 City Avenue
Bala Cynwyd, PA 19004

Attention: Mr. John Henry

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Section

MAR 07 2010

Washington, DC
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In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments Transitional Assessment Reconciliation ("Form SIPC-7T") to the Securities Investor Protection Corporation ("SIPC") for the period from April 1, 2009 to December 31, 2009, which were agreed to by Susquehanna Financial Group, LLLP (the "Entity"), the Securities and Exchange Commission, solely to assist you and these other specified parties in evaluating the Entity's compliance with the applicable instructions of the Transitional Assessment Reconciliation ("Form SIPC-7T"). The Entity's management is responsible for the Entity's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures we performed and our findings are as follows:

1. Compared the listed assessment payments in Form SIPC-7T with respective cash disbursement record entries, noting no differences;
2. Compared the Total Revenue amounts of the audited financial statements for the year ended December 31, 2009 less revenues reported on the FOCUS reports for the period from January 1, 2009 to March 31, 2009, as applicable, with the amounts reported in Form SIPC-7T for the period from April 1, 2009 to December 31, 2009, noting no differences;
3. Compared any adjustments reported in Form SIPC-7T with supporting schedules and working papers, noting no differences;
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7T and in the related schedules and working papers supporting the adjustments, noting no differences.

We were not engaged to, and did not, conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

McGladrey & Pullen, LLP

New York, New York
February 25, 2010

Transitional Assessment Reconciliation

(Read carefully the instructions in your Working Copy before completing this Form)

TO BE FILED BY ALL SIPC MEMBERS WITH FISCAL YEAR ENDINGS

1. Name of Member, address, Designated Examining Authority, 1934 Act registration no. and month in which fiscal year ends for purposes of the audit requirement of SEC Rule 17a-5:

044325 FINRA DEC
SUSQUEHANNA FINANCIAL GROUP LLLP 11*11
ATTN BRIAN SULLIVAN
401 E CITY AVE STE 220
BALA CYNWYD PA 19004-1117

Note: If any of the information shown on the mailing label requires correction, please e-mail any corrections to form@sipc.org and so indicate on the form filed.

Name and telephone number of person to contact respecting this form.

Brian Sullivan (610) 617-2635

- 2. A. General Assessment [item 2e from page 2 (not less than \$150 minimum)] \$ 302,987 ✓
- B. Less payment made with SIPC-6 filed including \$150 paid with 2009 SIPC-4 (exclude interest) (96,258) 150
- 7/24/09
Date Paid
- C. Less prior overpayment applied (_____)
- D. Assessment balance due or (overpayment) 206,329
- E. Interest computed on late payment (see instruction E) for _____ days at 20% per annum _____
- F. Total assessment balance and interest due (or overpayment carried forward) \$ 206,329
- G. PAID WITH THIS FORM:
Check enclosed, payable to SIPC
Total (must be same as F above) \$ 206,329
- H. Overpayment carried forward \$(_____)

3. Subsidiaries (S) and predecessors (P) included in this form (give name and 1934 Act registration number):

N/A

The SIPC member submitting this form and the person by whom it is executed represent thereby that all information contained herein is true, correct and complete.

Susquehanna Financial Group LLLP
(Name of Corporation, Partnership or other organization)

(Authorized Signature)

Dated the 26th day of February, 20 10.

Treasurer / Controller
(Title)

This form and the assessment payment is due 60 days after the end of the fiscal year. Retain the Working Copy of this form for a period of not less than 6 years, the latest 2 years in an easily accessible place.

SIPC REVIEWER

Dates: _____
Postmarked _____ Received _____ Reviewed _____

Calculations _____ Documentation _____ Forward Copy _____

Exceptions: _____

Disposition of exceptions: _____

**DETERMINATION OF "SIPC NET OPERATING REVENUES"
AND GENERAL ASSESSMENT**

Amounts for the fiscal period
beginning April 1, 2009
and ending December 31, 2009
Eliminate cents

Item No.

2a. Total revenue (FOCUS Line 12/Part IIA Line 9, Code 4030)

\$ 149,043,277 ✓

2b. Additions:

- (1) Total revenues from the securities business of subsidiaries (except foreign subsidiaries) and predecessors not included above.
- (2) Net loss from principal transactions in securities in trading accounts.
- (3) Net loss from principal transactions in commodities in trading accounts.
- (4) Interest and dividend expense deducted in determining item 2a.
- (5) Net loss from management of or participation in the underwriting or distribution of securities.
- (6) Expenses other than advertising, printing, registration fees and legal fees deducted in determining net profit from management of or participation in underwriting or distribution of securities.
- (7) Net loss from securities in investment accounts.

Total additions

2c. Deductions:

- (1) Revenues from the distribution of shares of a registered open end investment company or unit investment trust, from the sale of variable annuities, from the business of insurance, from investment advisory services rendered to registered investment companies or insurance company separate accounts, and from transactions in security futures products.
- (2) Revenues from commodity transactions.
- (3) Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions.
- (4) Reimbursements for postage in connection with proxy solicitation.
- (5) Net gain from securities in investment accounts.
- (6) 100% of commissions and markups earned from transactions in (i) certificates of deposit and (ii) Treasury bills, bankers acceptances or commercial paper that mature nine months or less from issuance date.
- (7) Direct expenses of printing advertising and legal fees incurred in connection with other revenue related to the securities business (revenue defined by Section 16(9)(L) of the Act).
- (8) Other revenue not related either directly or indirectly to the securities business.
(See Instruction C):

10,675,513 ✓

(9) (i) Total interest and dividend expense (FOCUS Line 22/PART.IIA Line 13, Code 4075 plus line 2b(4) above) but not in excess of total interest and dividend income.

\$ 17,333,142

(ii) 40% of interest earned on customers securities accounts (40% of FOCUS line 5, Code 3960).

\$ _____

Enter the greater of line (i) or (ii)

17,333,142 ✓

Total deductions

28,008,655 ✓

2d. SIPC Net Operating Revenues

\$ 121,034,622 ✓

2e. General Assessment @ .0025

\$ 302,587 ✓

(to page 1 but not less than \$150 minimum)

Susquehanna Financial Group, LLLP

Independent Auditor's Supplementary Report on Internal Control

December 31, 2009

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McGladrey & Pullen

Certified Public Accountants

Independent Auditor's Report on Internal Control

To the Partners
Susquehanna Financial Group, LLLP
Bala Cynwyd, Pennsylvania:

In planning and performing our audit of the financial statements of Susquehanna Financial Group, LLLP (the "Entity") as of and for the year ended December 31, 2009, in accordance with auditing standards generally accepted in the United States of America, we considered the Entity's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control. Accordingly, we do not express an opinion on the effectiveness of the Entity's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (the "SEC"), we have made a study of the practices and procedures followed by the Entity, including consideration of control activities for safeguarding securities. This study included tests of compliance with such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Entity does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Entity in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by Rule 17a-13.
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Entity is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls, and of the practices and procedures referred to in the preceding paragraph, and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Entity has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control and the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A *deficiency* in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis.

A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Entity's financial statements will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and was not designed to identify all deficiencies in internal control that might be material weaknesses and therefore, there can be no assurance that all material weaknesses have been identified. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Entity's practices and procedures, as described in the second paragraph of this report, were adequate at December 31, 2009, to meet the SEC's objectives.

This report is intended solely for the information and use of Managing Directors, management, the SEC, the Financial Industry Regulatory Authority, and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

McGladrey & Pullen, LLP

New York, New York
February 25, 2010

Susquehanna Financial Group, LLLP

(a limited liability limited partnership)

Filed as PUBLIC information pursuant to Rule 17a-5(d) under the Securities Exchange Act of 1934

Statement of Financial Condition

December 31, 2009