



One Cedar Point Drive  
Sandusky, Ohio 44870-5259

## **ANNUAL REPORT TO UNITHOLDERS**

**For the Fiscal Year Ended  
December 31, 2012**

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## **Forward Looking Statements**

Some of the statements contained in this report that are not historical in nature are forward-looking statements within the meaning of Section 27A of the Securities and Exchange Act of 1933 and Section 21E of the Securities and Exchange Act of 1934, including statements as to our expectations, beliefs and strategies regarding the future. These forward-looking statements may involve risks and uncertainties that are difficult to predict, may be beyond our control and could cause actual results to differ materially from those described in such statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Important factors, including those listed under Item 1A in the Partnership's 10-K and in our other filings made from time-to-time with the Securities and Exchange Commission could adversely affect our future financial performance and cause actual results, or our beliefs or strategies, to differ materially from our expectations. We do not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the filing date of this document.

## BUSINESS

### Introduction

Cedar Fair, L.P. (together with its affiliated companies, the “Partnership”) is a publicly traded Delaware limited partnership formed in 1987 and managed by Cedar Fair Management, Inc., an Ohio corporation (the “General Partner”) whose shares are held by an Ohio trust. The Partnership is one of the largest regional amusement park operators in the world and owns eleven amusement parks, four outdoor water parks, one indoor water park and five hotels.

In 2012, the Partnership entertained more than 23 million visitors. All of the Partnership’s parks are family-oriented, with recreational facilities for people of all ages, and provide clean and attractive environments with exciting rides and entertainment. The amusement parks include: Cedar Point, located on Lake Erie between Cleveland and Toledo in Sandusky, Ohio; Kings Island near Cincinnati, Ohio; Canada’s Wonderland near Toronto, Canada; Dorney Park & Wildwater Kingdom (“Dorney Park”), located near Allentown in South Whitehall Township, Pennsylvania; Valleyfair, located near Minneapolis/St. Paul in Shakopee, Minnesota; Michigan’s Adventure located near Muskegon, Michigan; Kings Dominion near Richmond, Virginia; Carowinds in Charlotte, North Carolina; Worlds of Fun located in Kansas City, Missouri; Knott’s Berry Farm, located near Los Angeles in Buena Park, California; and California’s Great America (“Great America”) located in Santa Clara, California. Additionally, the Partnership has a contract to manage and operate Gilroy Gardens Family Theme Park in Gilroy, California.

The Partnership also owns and operates the Castaway Bay Indoor Waterpark Resort in Sandusky, Ohio, and four separately gated outdoor water parks. Two of the outdoor water parks are located adjacent to Cedar Point and Knott’s Berry Farm, the third is in Palm Springs, California, and the fourth is Wildwater Kingdom (formerly known as Geauga Lake) located near Cleveland in Aurora, Ohio. All rides and attractions at the amusement and water parks are owned and operated by the Partnership.

The Partnership’s seasonal amusement parks are generally open during weekends beginning in April or May, and then daily from Memorial Day until Labor Day, after which they are open during weekends in September and, in most cases, October. The four outdoor water parks also operate seasonally, generally from Memorial Day to Labor Day, plus some additional weekends before and after this period. As a result, virtually all of the operating revenues of these parks are generated during an approximately 130- to 140-day operating season. Knott’s Berry Farm is open daily on a year-round basis. Castaway Bay is generally open daily from Memorial Day to Labor Day, plus a limited daily schedule for the balance of the year. Each park charges a basic daily admission price, which allows unlimited use of most rides and attractions.

The demographic groups that are most important to the parks are young people ages 12 through 24 and families. Families are believed to be attracted by a combination of rides, live entertainment and the clean, wholesome atmosphere. Young people are believed to be attracted by the action-packed rides. During their operating season, the parks conduct active television, radio, newspaper and internet advertising campaigns in their major market areas geared toward these two groups.

### Description of Parks

#### *Cedar Point*

Cedar Fair’s flagship park, Cedar Point, was first developed as a recreational area in 1870. Located on a peninsula in Sandusky, Ohio bordered by Lake Erie and Sandusky Bay, it’s approximately 60 miles west of Cleveland and 100 miles southeast of Detroit. Cedar Point is believed to be the largest seasonal amusement park in the United States, measured by the number of rides and attractions and the hourly ride capacity. For 15 consecutive years Cedar Point has been voted the “Best Amusement Park in the World” in *Amusement Today’s* international survey. Attractive to both families and thrill-seekers, the park features 15 world-class roller coasters, including many record-breakers, and four children’s areas. Cedar Point serves a six-state region which includes nearly all of Ohio and Michigan, western Pennsylvania and New York, northern West Virginia and Indiana, as well as southwestern Ontario, Canada. The park’s total market area includes approximately 26 million people, and the major areas of dominant influence (Cleveland, Detroit, Toledo, Akron, Columbus, Grand Rapids, Flint and Lansing) include approximately 15 million people.

Located adjacent to the park is Soak City, a separately gated water park that features more than 20 water rides and attractions, as well as Challenge Park, which features several extra-charge attractions including a 18-hole themed miniature golf course and two go-kart tracks.

Wildwater Kingdom, located near Cleveland, Ohio, is a seasonal water-park that is operated as a division of Cedar Point. The park offers many water rides and attractions, including numerous water slides, a giant wave pool, a lazy river inner tube ride and two children’s areas, as well as various food and merchandise shops.

Cedar Point also owns and operates four hotels. The park's only year-round hotel is Castaway Bay Indoor Waterpark Resort, which is located at the Causeway entrance to the park. Castaway Bay features a tropical Caribbean theme with 237 hotel rooms centered around a 38,000-square-foot indoor water park. The park's largest hotel, the historic Hotel Breakers, has more than 600 guest rooms. Hotel Breakers has various dining and lounge facilities, a private beach, lake swimming, a conference/meeting center, an indoor pool and two outdoor pools. Located near the Causeway entrance to the park, Breakers Express is a 350-room, limited-service seasonal hotel. In addition to Hotel Breakers and Breakers Express, Cedar Point offers the lake-front Sandcastle Suites Hotel, which features 187 suites, a courtyard pool, tennis courts and a contemporary waterfront restaurant.

Cedar Point also owns and operates the Cedar Point Marina, Castaway Bay Marina and Camper Village. Cedar Point Marina is one of the largest full-service marinas on the Great Lakes and provides dock facilities for more than 740 boats, including floating docks and full guest amenities. In addition, Cedar Point Marina features two restaurants accessible by the general public. Castaway Bay Marina is a full-service marina featuring 180 slips. Camper Village includes more than 100 RV campsites and Lighthouse Point, which offers lake-front cottages, cabins and full-service RV campsites.

The Partnership, through a wholly owned subsidiary, owns and operates the Cedar Point Causeway across Sandusky Bay. This Causeway is a major access route to Cedar Point. The Partnership also owns dormitory facilities located near the park that house approximately 3,500 of the park's approximately 4,100 seasonal and part-time employees.

### ***Knott's Berry Farm***

Knott's Berry Farm, located near Los Angeles in Buena Park, California, first opened in 1920 and was acquired by the Partnership in late 1997. The park is one of several year-round theme parks in Southern California and serves a total market area of approximately 20 million people centered in Orange County and a large national and international tourism population.

The park is renowned for its seasonal events, including a special Christmas promotion, "Knott's Merry Farm," and a Halloween event called "Knott's Scary Farm," which has been held for more than 40 years and is annually rated one of the best Halloween events in the industry by Amusement Today's international survey.

The Partnership also owns and operates two water parks in California. Adjacent to Knott's Berry Farm is "Knott's Soak City-Orange County," a separately gated seasonal water park that features more than 20 water rides and attractions. "Knott's Soak City-Palm Springs" is a 17-acre seasonal water park, located in Palm Springs, California, that offers 20 separate water rides and attractions, including 13 water slides, a giant wave pool, a lazy river inner tube ride and a children's activity area, as well as various food and merchandise shops.

The Partnership also owns and operates the Knott's Berry Farm Hotel, a 320-room, full-service hotel located adjacent to Knott's Berry Farm, which features a pool, tennis courts and meeting/banquet facilities.

### ***Canada's Wonderland***

Canada's Wonderland, a combination amusement and water park located near Toronto in Vaughan, Ontario, first opened in 1981 and was acquired by the Partnership in June of 2006. It contains more than 200 attractions, including 16 roller coasters, and is one of the most attended regional amusement parks in North America. Canada's Wonderland is in a culturally diverse metropolitan market with large populations of different ethnicities and national origins. Each year, numerous cultural festivals featuring renowned music artists from across the world perform in the Kingswood Music Theatre located within the park. The park's total market area includes approximately 9 million people.

### ***Kings Island***

Kings Island, a combination amusement and water park located near Cincinnati, Ohio, first opened in 1972 and was acquired by the Partnership in June of 2006. Kings Island is one of the largest seasonal amusement parks in the United States, measured by the number of rides and attractions and the hourly ride capacity. The park features a children's area that has been named the "Best Kids' Area in the World" for 12 consecutive years by *Amusement Today*.

The park's total market area includes approximately 15 million people, and the major areas of dominant influence in this market area, which are Cincinnati, Dayton and Columbus, Ohio, Louisville and Lexington, Kentucky, and Indianapolis, Indiana, include approximately 8 million people.

### ***Dorney Park***

Dorney Park, a combination amusement and water park located near Allentown in South Whitehall Township, Pennsylvania, was first developed as a summer resort area in 1884 and was acquired by the Partnership in 1992. Dorney Park is one of the largest amusement parks in the Northeastern United States and serves a total market area of approximately 35 million people. The park's major markets include Philadelphia, New Jersey, New York City, Lancaster, Harrisburg, York, Scranton, Wilkes-Barre, Hazleton and the Lehigh Valley.

### ***Kings Dominion***

Kings Dominion, a combination amusement and water park located near Richmond, Virginia, first opened in 1975 and was acquired by the Partnership in June of 2006. The park's total market area includes approximately 19 million people and the major areas of dominant influence in this market area, which are Richmond and Norfolk, Virginia, Raleigh, North Carolina, Baltimore, Maryland and Washington, D.C, include approximately 12 million people.

Additionally, the park offers Kings Dominion Campground, a camping area featuring a swimming pool, playground, volleyball courts, miniature golf, and laundry facilities. The campground also offers a free shuttle service between the campground and amusement park.

The Partnership also owns a dormitory facility located adjacent to Kings Dominion that houses up to 440 of the park's approximately 3,100 seasonal employees.

### ***Carowinds***

Carowinds, a combination amusement and water park located in Charlotte, North Carolina, first opened in 1973 and was acquired by the Partnership in June of 2006. Carowinds' major markets include Charlotte, Greensboro, and Raleigh, North Carolina as well as Greenville and Columbia, South Carolina. The park's total market area includes approximately 14 million people.

The park also offers Camp Wilderness Resort, a camping area that features a convenience and merchandise store, laundry facilities, and a swimming pool. The campground has more than 140 RV sites, 56 spacious tent and pop-up sites, and 15 luxury cabins. The campground also offers a free shuttle service between the campground and amusement park.

### ***Great America***

Great America, a combination amusement and water park located in Santa Clara, California, first opened in 1976 and was acquired by the Partnership in June of 2006. The park's total market area includes approximately 13 million people and draws its visitors primarily from San Jose, San Francisco, Sacramento, Modesto and Monterey, among other cities in northern California.

### ***Valleyfair***

Valleyfair, which opened in 1976 and was acquired by the Partnership's predecessor in 1978, is a combination amusement and water park located near Minneapolis-St. Paul in Shakopee, Minnesota. It is the largest amusement park in Minnesota. Valleyfair's market area is centered in Minneapolis-St. Paul, which has a population of approximately 3 million, but the park also draws visitors from other areas in Minnesota and surrounding states with a combined population base of 9 million people.

The Partnership also owns a dormitory facility located adjacent to Valleyfair that houses up to 420 of the park's approximately 1,750 seasonal employees.

### ***Worlds of Fun***

Worlds of Fun, which opened in 1973, and Oceans of Fun, which opened in 1982, were acquired by the Partnership in 1995. Located in Kansas City, Missouri, Worlds of Fun serves a total market area of approximately 7 million people centered in Kansas City, as well as most of Missouri and portions of Kansas and Nebraska.

Oceans of Fun is located adjacent to Worlds of Fun, and beginning in the 2013 season is included in the park's admission fee. Oceans of Fun features a wide variety of water attractions, including numerous water slides, a giant wave pool, a lazy river inner tube ride and children's areas, as well as various food and merchandise shops.

Worlds of Fun also features Worlds of Fun Village, an upscale camping area that offers overnight guest accommodations next to the park in 20 wood-side cottages, 22 log cabins and 80 deluxe RV sites. Also, included within the Village is a clubhouse with a swimming pool and arcade games.

### ***Michigan's Adventure***

Michigan's Adventure, which was acquired by the Partnership in 2001, is the largest amusement park in Michigan. The combination amusement and water park located near Muskegon, Michigan serves a total market area of approximately 5 million people, principally from central and western Michigan and eastern Indiana.

## **CAPITAL EXPENDITURES AND WORKING CAPITAL**

The Partnership believes that annual park attendance is influenced by the investment in new attractions from year to year. Capital expenditures are planned on a seasonal basis with the majority of such capital expenditures made in the period from October through May, prior to the beginning of the peak operating season. Capital expenditures made in a calendar year may differ materially from amounts identified with a particular operating season because of timing considerations such as weather conditions, site preparation requirements and availability of ride components, which may result in accelerated or delayed expenditures around calendar year-end.

During the operating season, the Partnership carries significant receivables and inventories of food and merchandise, as well as payables and payroll-related accruals. Amounts are substantially reduced in non-operating periods. Seasonal working capital needs are funded with revolving credit facilities, which are established at levels sufficient to accommodate the Partnership's peak borrowing requirements in April and May as the seasonal parks complete preparations for opening. Revolving credit borrowings are reduced daily with the Partnership's positive cash flow during the seasonal operating period.

## **COMPETITION**

In general, the Partnership competes for discretionary spending with all aspects of the recreation industry within its primary market areas, including several destination and regional amusement parks. The Partnership also competes with other forms of entertainment and recreational activities, including movies, sports events, restaurants and vacation travel.

The principal competitive factors in the amusement park industry include the uniqueness and perceived quality of the rides and attractions in a particular park, its proximity to metropolitan areas, the atmosphere and cleanliness of the park, and the quality and variety of the food and entertainment available. The Partnership believes that its amusement parks feature a sufficient quality and variety of rides and attractions, restaurants, gift shops and family atmosphere to make them highly competitive with other parks and forms of entertainment.

## **GOVERNMENT REGULATION**

The Partnership's properties and operations are subject to a variety of federal, state and local environmental, health and safety laws and regulations. Currently, the Partnership believes it is in substantial compliance with applicable requirements under these laws and regulations. However, such requirements have generally become more strict over time, and there can be no assurance that new requirements, changes in enforcement policies or newly discovered conditions relating to its properties or operations will not require significant expenditures in the future.

All rides are run and inspected daily by both the Partnership's maintenance and ride operations personnel before being put into operation. The parks are also periodically inspected by the Partnership's insurance carrier and, at all parks except Valleyfair, Worlds of Fun, and Carowinds' South Carolina rides, by state or county ride-safety inspectors. Valleyfair, Worlds of Fun and Carowinds each contract with a third party to inspect its rides per Minnesota, Missouri, and South Carolina law, respectively, and submit the third-party report to the respective state agency.

## **EMPLOYEES**

The Partnership has approximately 1,700 full-time employees. During the operating season, the Partnership employs in aggregate approximately 41,000 seasonal and part-time employees, many of whom are high school and college students. Approximately 3,500 of Cedar Point's seasonal employees, 400 of Valleyfair's seasonal employees, and 440 of Kings Dominion's seasonal employees live in dormitories owned by the Partnership. The Partnership maintains training programs for all new employees and believes that its relations with its employees are good.

## AVAILABLE INFORMATION

Copies of the Partnership's annual report on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K and all amendments to those reports as filed or furnished with the SEC are available without charge upon written request to the Partnership's Investor Relations Office at One Cedar Point Drive, Sandusky, Ohio 44870, or through its website ([www.cedarfair.com](http://www.cedarfair.com)).

You may read and copy any materials filed with the SEC at the SEC's Public Reference Room at Headquarters Office, 100 F Street, N.E., Room 1580, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site at <http://www.sec.gov> that contains the Partnership's reports, proxy statements and other information.

See Item 6 under "Financial Information—Form 10-K/A as filed May 10, 2013" for Selected Financial Data, including net revenues, net income (loss) and total assets.

## MARKET FOR REGISTRANT'S DEPOSITARY UNITS, RELATED UNITHOLDER MATTERS AND ISSUER PURCHASES OF DEPOSITARY UNITS

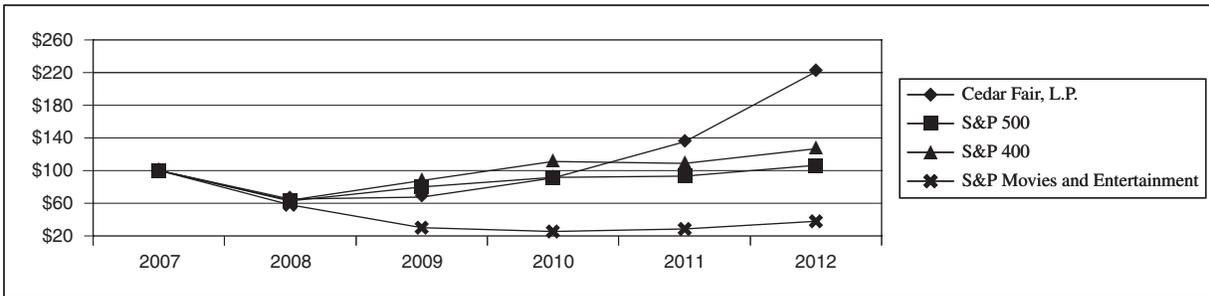
Cedar Fair, L.P. Depositary Units representing limited partner interests are listed for trading on The New York Stock Exchange under the symbol "FUN." As of April 22, 2013, there were approximately 6,600 registered holders of Cedar Fair, L.P. Depositary Units, representing limited partner interests. The cash distributions declared and the high and low prices of the Partnership's units for each quarter of the past two years are shown in the table below:

|             | <u>2012</u> | <u>Distribution</u> | <u>High</u> | <u>Low</u> |
|-------------|-------------|---------------------|-------------|------------|
| 4th quarter |             | \$ 0.40             | \$ 37.69    | \$ 30.90   |
| 3rd quarter |             | 0.40                | 34.96       | 30.06      |
| 2nd quarter |             | 0.40                | 31.74       | 25.24      |
| 1st quarter |             | 0.40                | 29.98       | 21.75      |
|             | <u>2011</u> |                     |             |            |
| 4th quarter |             | \$ 0.70             | \$ 23.73    | \$ 16.86   |
| 3rd quarter |             | 0.12                | 21.96       | 16.44      |
| 2nd quarter |             | 0.10                | 22.69       | 18.09      |
| 1st quarter |             | 0.08                | 20.00       | 15.03      |

The Partnership's 2013 Credit Agreement includes provisions that allow the Partnership to make restricted payments of up to \$60 million annually, so long as no default or event of default has occurred and is continuing. These restricted payments are not subject to any specific covenants. Additional restricted payments are allowed to be made based on an Excess-Cash-Flow formula, should the Partnership's pro-forma Consolidated Leverage Ratio be less than or equal to 5.00x. Per the terms of the indenture governing the Partnership's notes maturing in 2018, which is more restrictive than the indenture governing the Partnership's notes maturing in 2021, the ability to make restricted payments in 2013 and beyond is permitted should the Partnership's trailing-twelve-month Total-Indebtedness-to-Consolidated-Cash-Flow Ratio be less than or equal to 4.75x, measured on a quarterly basis.

## Unitholder Return Performance Graph

The graph below shows a comparison of the five-year cumulative total return (assuming all distributions/dividends reinvested) on Cedar Fair, L.P. limited partnership units, the S&P 500 Index, the S&P 400 Index and the S&P—Movies and Entertainment Index, assuming investment of \$100 on December 31, 2007.



|                              | Base Period | Return  |         |          |          |          |
|------------------------------|-------------|---------|---------|----------|----------|----------|
|                              | 2007        | 2008    | 2009    | 2010     | 2011     | 2012     |
| Cedar Fair, L.P.             | \$100.00    | \$65.00 | \$67.27 | \$ 90.89 | \$135.09 | \$221.22 |
| S&P 500                      | 100.00      | 63.00   | 79.67   | 91.66    | 93.59    | 106.14   |
| S&P 400                      | 100.00      | 63.77   | 87.61   | 110.95   | 109.03   | 126.55   |
| S&P Movies and Entertainment | 100.00      | 58.13   | 30.44   | 25.34    | 28.22    | 37.99    |

## EXECUTIVE OFFICERS OF CEDAR FAIR

| Name                 | Age | Position(s)  |
|----------------------|-----|--|
| Matthew A. Ouimet    | 54  | Matt Ouimet has served as Chief Executive Officer since January 2012. Prior to that, he served as President of Cedar Fair since June 2011. Before joining Cedar Fair, Matt served as President and Chief Operating Officer for Corinthian Colleges from July 2009 to October 2010 and as Executive Vice President—Operations from January 2009 to June 2009. Prior to joining Corinthian Colleges, he served as President, Hotel Group for Starwood Hotels and Resorts Worldwide from August 2006 to September 2008. |
| Richard A. Zimmerman | 52  | Richard Zimmerman has served as Chief Operating Officer since October of 2011. Prior to that, he served as Executive Vice President since November 2010, previously serving as Regional Vice President since June 2007. Before serving as Executive Vice President, he served as Vice President and General Manager of Kings Dominion since 1998.  |
| Brian C. Witherow    | 46  | Brian Witherow has served as Executive Vice President and Chief Financial Officer since January 2012. Prior to that, he served as Vice President and Corporate Controller beginning in July 2005. He served as Corporate Treasurer from May 2004 to June 2005 and as Corporate Director of Investor Relations from 1995 through 2004.  |
| H. Philip Bender     | 57  | Phil Bender has served as Executive Vice President, Operations, since November 2010, previously serving as Regional Vice President beginning in June 2006. Prior to that, he served as Vice President & General Manager of Worlds of Fun / Oceans of Fun since the end of 2000.  |
| Robert A. Decker     | 52  | Rob Decker has served as Corporate Vice President of Planning & Design since the end of 2002. Prior to that, he served as Corporate Director of Planning and Design since 1999.  |
| Craig J. Freeman     | 59  | Craig Freeman has served as Corporate Vice President of Administration since September 2005. Prior to that, he served as Vice President and General Manager of Knott's Camp Snoopy at the Mall of America from 1996 through 2005.  |
| Duffield E. Milkie   | 47  | Duff Milkie has served as Corporate Vice President and General Counsel since February 2008 and Corporate Secretary since February 2012. Prior to that, he was a partner in the law firm of Wickens, Herzer, Panza, Cook, & Batista since 1998.   |
| David R. Hoffman     | 44  | Dave Hoffman has served as Senior Vice President and Chief Accounting Officer since January 2012. Prior to that, he served as Vice President of Finance and Corporate Tax since November 2010. He served as Vice President of Corporate Tax from October 2006 until November 2010. Before joining Cedar Fair in 2006, he served as a tax consultant with Ernst & Young.  |
| Kelley Semmelroth    | 48  | Kelley Semmelroth has served as Executive Vice President and Chief Marketing Officer since February 2012. Prior to joining Cedar Fair, Kelley served as Senior Vice President, Marketing Planning Director for TD Bank beginning in 2010. From 2005 to 2010, Kelley served as Senior Vice President of Brand Strategy and Management at Bank of America.   |

## DIRECTORS OF CEDAR FAIR

### Class I Directors serving until 2013:

**Richard L. Kinzel**, age 72, was president and chief executive officer of the Partnership's general partner from 1986 through January 2012 and has been a member of the Board of Directors since 1986, serving as chairman of the Board from 2003 until January 2011.

**Eric L. Affeldt**, age 55, has been president and chief executive officer of ClubCorp Inc., which owns or operates a network of golf and country clubs, business clubs, sports clubs and alumni clubs, since 2006.

**John M. Scott, III**, age 47, has served as president and chief executive officer and a director of Orient-Express Hotels Ltd., a company engaged in the hotel, restaurant, tourist train and cruise businesses, since November of 2012.

### Class III Directors serving until 2014:

**Gina D. France**, age 54, is president and CEO of France Strategic Partners LLC, a private strategic planning and transaction advisory firm.

**Matthew A. Ouimet**, age 55, has been president of the Partnership's General Partner since June 2011 and chief executive officer since January 2012, and a member of the Board of Directors since August 2011.

**Tom Klein**, age 50, has been president of Sabre Holdings, a global technology company, since January 2010.

### Class II Directors serving until 2015:

**Daniel J. Hanrahan**, age 55, has served as the president and chief executive officer and director of the Regis Corporation (NYSE: RGS) a global leader in beauty salons, hair restoration centers and cosmetology, since August 2012.

**Lauri M. Shanahan**, age 50, is a principal with Maroon Peak Advisors, which provides a broad range of advisory services in the retail and consumer products sector.

**Debra Smithart-Oglesby**, age 58, has been the president of O&S Partners, an investment capital and consulting services firm that invests in and provides consulting services to early-stage and transitioning hospitality and retail companies, since 2000.

**FINANCIAL INFORMATION—FORM 10-K/A AS FILED MAY 10, 2013**

**[Attached]**

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

FORM 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to .

Commission file number 1-9444

**CEDAR FAIR, L.P.**

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

34-1560655

(I.R.S. Employer Identification No.)

One Cedar Point Drive

Sandusky, Ohio

(Address of principal executive office)

44870-5259

(Zip Code)

Registrant's telephone number, including area code: (419) 626-0830

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Depository Units (Representing Limited Partner Interests)

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of Depository Units held by non-affiliates of the Registrant based on the closing price of such units on June 29, 2012 of \$29.97 per unit was approximately \$1,610,275,543.

Number of Depository Units representing limited partner interests outstanding as of April 20, 2013: 55,713,078

DOCUMENTS INCORPORATED BY REFERENCE

None.

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**CEDAR FAIR, L.P.**

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## EXPLANATORY NOTE

This Amendment No. 2 on Form 10-K/A (the “Amendment” or the “Form 10-K/A”) amends the Annual Report on Form 10-K of Cedar Fair, L.P. (“Cedar Fair” or the “Partnership”) for the year ended December 31, 2012, as initially filed with the Securities and Exchange Commission (“SEC”) on February 25, 2013 (the “Original 2012 Form 10-K”) and as previously amended by Amendment No. 1 thereto filed with the SEC on April 30, 2013.

As previously discussed in a Form 8-K filed on May 8, 2013, on May 6, 2013, the Partnership determined that the previously issued consolidated financial statements for years ended December 31, 2012 and 2011 should no longer be relied upon.

The Audit Committee of our Board of Directors concurred with management’s decision to amend our previously filed reports. The foregoing decision was made after a series of discussions with the SEC staff about a matter identified during their review of our 2011 Form 10-K and 2012 Form 10-K. This matter, which related to our deferral of a loss from the disposal of an asset under the composite method of depreciation, was discussed with the SEC’s Office of the Chief Accountant and ultimately resulted in the conclusion that loss deferral was inappropriate.

In its Original 2012 Form 10-K, the Partnership announced plans to move off the composite depreciation method of accounting beginning in 2013. In the process of changing accounting methods and responding to an open SEC comment letter, the Partnership determined that its accounting treatment under the composite depreciation method for the retirement of a ride at one of its parks in 2011 was in error. In particular, the discrete charge related to that retirement (totaling \$8.8 million on a pre-tax basis) should have been recorded to the statement of operations in 2011 rather than being deferred and recorded in the composite pool as was disclosed in the 2011 Form 10-K as originally filed. The Partnership originally determined that the asset retirement was normal, and thereby the composite method of depreciation resulted in \$8.8 million (net book value after salvage) being recorded in Accumulated Depreciation in the Partnership’s 2011 Annual Report on Form 10-K. The amount remaining in Accumulated Depreciation in the Partnership’s Original 2012 Form 10-K was \$7.8 million. The correction of this error results in adjustments to the financial statements that decrease pre-tax earnings in 2011 by \$8.8 million and increase pre-tax earnings in 2012 by \$1.0 million. The adjustments will have no impact on results of operations or balance sheet for 2010.

As disclosed in the Partnership’s prior filings, the Partnership had determined that it was preferable to change from the composite method of depreciation to the unit method of depreciation with the change effective January 1, 2013. The Partnership believes that pursuant to generally accepted accounting principles, changing from the composite method of depreciation to the unit method of depreciation is a change in accounting estimate that is effected by a change in accounting principle, which should be accounted for prospectively. The change to the unit method of depreciation eliminates the qualitative judgment needed to determine whether an asset retirement is normal or unusual, as the net book value of all retirements will be recorded in the Consolidated Statements of Operations and Comprehensive Income.

The Partnership believes the above-described error reflects a material weakness in its internal control over financial reporting related to its fixed assets. As a result, the Partnership has concluded that its disclosure controls and procedures and its internal control over financial reporting related to its fixed assets were not effective as of the end of the period covered by this Form 10-K/A. The Partnership has remediated this material weakness through the conversion of all composite assets to the unit method of depreciation as of January 1, 2013.

This Amendment No. 2 does not supersede the Original 2012 Form 10-K as amended by Amendment No. 1 thereto in its entirety, and must be read in conjunction with the Original 2012 Form 10-K as amended by Amendment No. 1. The following items of the Original 2012 Form 10-K, as previously amended by Amendment No.1 thereto are superseded and replaced in their entirety by this Amendment No. 2;

- Item 6. Selected Financial Data;
- Item 7. Management’s Discussion & Analysis of Financial Condition and Results of Operations;
- Item 8. Financial Statements and Supplementary Data; and
- Item 9A. Controls and Procedures.

Item 15 and the Exhibit Index following the Signatures hereto amend and modify such disclosures in the Original 2012 Form 10-K as amended by Amendment No. 1 thereto in order to provide certain exhibit filings with this Form 10-K/A including new certifications, but this Amendment No. 2 does not supersede those previous disclosures in their entirety.

Other than those items identified above, no other Parts or disclosures from the Original 2012 Form 10-K or Amendment No. 1 are included in or modified or updated by this Amendment No. 2. This Amendment is being filed solely for the purpose of correcting the Partnership's accounting treatment with respect to the retirement of a ride at one of its parks in 2011, as described above; except as required to reflect such correction or to incorporate language requested by the SEC staff in such included disclosure, this Amendment does not reflect events or developments that have occurred after the date of the Original 2012 Form 10-K and does not modify or update disclosures presented in the Original 2012 Form 10-K or Amendment No. 1 thereto in any way.

Among other things, disclosures and forward-looking statements made in the Original 2012 Form 10-K and Amendment No. 1 have not been revised to reflect events, results, or developments that have occurred or facts that have become known to us after the respective dates of such filings (other than as discussed above), and such disclosures and forward-looking statements should be read in their historical context. Accordingly, this Amendment should be read in conjunction with the Partnership's filings made with the SEC subsequent to the filing of the Original 2012 Form 10-K, including without limitation the Form 8-K filed by the Partnership on March 8, 2013.

## PART II—OTHER INFORMATION

### ITEM 6. SELECTED FINANCIAL DATA.

|   | 2012 <sup>(2)</sup>                                    | 2011          | 2010 <sup>(3)</sup> | 2009 <sup>(4)</sup> | 2008 <sup>(5)</sup> |
|---|--|---------------|---------------------|---------------------|---------------------|
|   | (In thousands, except per unit and per capita amounts) |               |                     |                     |                     |
|   | (As restated)  | (As restated) |                     |                     |                     |
| <b>Statement of Operations</b>                            |  |               |                     |                     |                     |
| Net revenues  | \$ 1,068,454   | \$ 1,028,472  | \$ 977,592          | \$ 916,075          | \$ 996,232          |
| Operating income <sup>(1)</sup>                           | 233,675  | 227,946       | 151,669             | 183,890             | 134,521             |
| Income (loss) before taxes <sup>(1)</sup>                 | 133,614  | 73,173        | (30,382)            | 48,754              | 5,369               |
| Net income (loss) <sup>(1)</sup>                          | 101,857  | 65,296        | (33,052)            | 34,184              | 6,380               |
| Net income (loss) per unit—basic <sup>(1)</sup>           | 1.83   | 1.18          | (0.60)              | 0.62                | 0.12                |
| Net income (loss) per unit—diluted <sup>(1)</sup>         | 1.82   | 1.17          | (0.60)              | 0.61                | 0.12                |
| <b>Balance Sheet Data</b>                                 |  |               |                     |                     |                     |
| Total assets <sup>(1)</sup>                               | \$ 2,019,865   | \$ 2,047,168  | \$ 2,065,877        | \$ 2,130,932        | \$ 2,173,229        |
| Working capital (deficit)                                 | 2,904  | (104,928)     | (98,518)            | (70,212)            | (50,705)            |
| Long-term debt  | 1,532,180  | 1,556,379     | 1,579,703           | 1,626,346           | 1,724,075           |
| Partners' equity <sup>(1)</sup>                           | 154,451  | 136,350       | 121,628             | 113,839             | 94,008              |
| <b>Distributions</b>                                      |  |               |                     |                     |                     |
| Declared per limited partner unit                         | \$ 1.60  | \$ 1.00       | \$ 0.25             | \$ 1.23             | \$ 1.92             |
| Paid per limited partner unit                             | 1.60   | 1.00          | 0.25                | 1.23                | 1.92                |
| <b>Other Data</b>   |  |               |                     |                     |                     |
| Depreciation and amortization <sup>(1)</sup>              | \$ 126,306   | \$ 125,837    | \$ 128,856          | \$ 134,398          | \$ 125,240          |
| Adjusted EBITDA <sup>(6)</sup>                            | 390,954  | 374,576       | 359,231             | 316,512             | 355,890             |
| Capital expenditures                                      | 96,232   | 90,190        | 71,706              | 69,136              | 83,481              |
| Combined attendance <sup>(7)</sup>                        | 23,300   | 23,386        | 22,794              | 21,136              | 22,720              |
| Combined in-park guest per capita spending <sup>(8)</sup> | \$ 41.95   | \$ 40.03      | \$ 39.21            | \$ 39.56            | \$ 40.13            |

#### Notes:

- (1) Historical figures that appeared in our Original 2012 Form 10-K have been adjusted to reflect changes due to the restatement for the asset disposition as described in Note 1 to the Consolidated Financial Statements in Item 8.
- (2) Operating results for 2012 include a non-cash charge of \$25.0 million for the impairment of long-lived assets at Wildwater Kingdom.
- (3) Operating results for 2010 include a loss on debt extinguishment of \$35.3 million and a non-cash charge of \$62.0 million for the impairment of long-lived assets at Great America, the majority of which were originally recorded with the PPI acquisition.
- (4) Operating results for 2009 include a gain of \$23.1 million for the sale of excess land near Canada's Wonderland and a \$4.5 million non-cash charge for the impairment of trade-names originally recorded with the PPI acquisition.
- (5) Operating results for 2008 include an \$87.0 million non-cash charge for the impairment of goodwill and other indefinite-lived intangibles originally recorded with the PPI acquisition in 2006.
- (6) Adjusted EBITDA represents earnings before interest, taxes, depreciation, amortization, other non-cash items, and adjustments as defined in our current credit agreement. Adjusted EBITDA is not a measurement of operating performance computed in accordance with GAAP and should not be considered as a substitute for operating income, net income or cash flows from operating activities computed in accordance with GAAP. We believe that Adjusted EBITDA is a meaningful measure of park-level operating profitability and we use it for measuring returns on capital investments, evaluating potential acquisitions, determining awards under incentive compensation plans, and calculating compliance with certain loan covenants. Adjusted EBITDA may not be comparable to similarly titled measures of other companies. A reconciliation of net income (loss) to Adjusted EBITDA is provided below.
- (7) Combined attendance includes attendance figures from the eleven amusement parks, all separately gated outdoor water parks, and Star Trek: The Experience, which closed in September 2008.
- (8) Combined in-park guest per capita spending ("per capita spending") includes all amusement park, outdoor water park, causeway tolls and parking revenues for the amusement park and water park operating seasons. Revenues from indoor water park, hotel, campground, marina and other out-of-park operations are excluded from per capita statistics.

Reconciliation of Net Income (Loss) to Adjusted EBITDA:

|  | 2012             | 2011             | 2010             | 2009             | 2008             |
|--|------------------|------------------|------------------|------------------|------------------|
|  | (In thousands)   |                  |                  |                  |                  |
|  | (As restated)    | (As restated)    |                  |                  |                  |
| Net income (loss)                                    | \$101,857        | \$ 65,296        | \$ (33,052)      | \$ 34,184        | \$ 6,380         |
| Interest expense                                     | 110,619          | 157,185          | 150,285          | 124,706          | 129,561          |
| Interest income                                      | (68)             | (157)            | (1,154)          | (44)             | (970)            |
| Provision (benefit) for taxes                        | 31,757           | 7,877            | 2,670            | 14,570           | (1,011)          |
| Depreciation and amortization                        | <u>126,306</u>   | <u>125,837</u>   | <u>128,856</u>   | <u>134,398</u>   | <u>125,240</u>   |
| EBITDA   | 370,471          | 356,038          | 247,605          | 307,814          | 259,200          |
| Loss on early extinguishment of debt                 | -                | -                | 35,289           | -                | -                |
| Other expense, net                                   | -                | -                | -                | -                | 361              |
| Net effect of swaps                                  | (1,492)          | (13,119)         | 18,194           | 9,170            | -                |
| Unrealized foreign currency (gain) loss              | (9,181)          | 9,830            | (17,464)         | -                | -                |
| Equity-based compensation                            | 3,265            | (239)            | (89)             | (26)             | 716              |
| Loss on impairment of goodwill and other intangibles | -                | -                | 2,293            | 4,500            | 86,988           |
| Loss on impairment/retirement of fixed assets, net   | 30,336           | 11,355           | 62,752           | 244              | 8,425            |
| Gain on sale of other assets                         | (6,625)          | -                | -                | (23,098)         | -                |
| Terminated merger costs                              | -                | 230              | 10,375           | 5,619            | -                |
| Refinancing costs                                    | -                | 955              | -                | 832              | 200              |
| Licensing dispute settlement costs                   | -                | -                | -                | 1,980            | -                |
| Class action settlement costs                        | -                | -                | 276              | 9,477            | -                |
| Other non-recurring costs <sup>(1)</sup>             | <u>4,180</u>     | <u>9,526</u>     | <u>-</u>         | <u>-</u>         | <u>-</u>         |
| Adjusted EBITDA                                      | <u>\$390,954</u> | <u>\$374,576</u> | <u>\$359,231</u> | <u>\$316,512</u> | <u>\$355,890</u> |

- (1) Other non-recurring costs as defined in the 2010 Amended Credit Agreement, include litigation expenses and costs for SEC compliance matters related to Special Meeting requests, costs associated with the relocation of a future ride, and costs associated with the transition to a new advertising agency.

**ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

Management’s discussion and analysis has been revised solely to reflect the effects of the restatement of the Consolidated Financial Statements in this Form 10-K/A. See Note 1 to the Consolidated Financial Statements included in Item 8 and the “Explanatory Note” included in the forepart of this Form 10-K/A.

**Business Overview**

We generate our revenues primarily from sales of (1) admission to our parks, (2) food, merchandise and games inside our parks, and (3) hotel rooms, food and other attractions outside our parks. Our principal costs and expenses, which include salaries and wages, advertising, maintenance, operating supplies, utilities and insurance, are relatively fixed and do not vary significantly with attendance.

Each of our properties is run by a park general manager and operates autonomously. Management reviews operating results, evaluates performance and makes operating decisions, including the allocation of resources, on a property-by-property basis.

Discrete financial information and operating results are prepared at the individual park level for use by the CEO, who is the Chief Operating Decision Maker (CODM), as well as by the Chief Financial Officer, the Chief Operating Officer, the Executive Vice President, Operations, and the park general managers.

The following table presents certain financial data expressed as a percent of total net revenues and selective statistical information for the periods indicated.

| <u>For the years ended December 31,</u>              | <u>2012</u>   |               | <u>2011</u>    |               | <u>2010</u>      |               |
|--|---|---------------|----------------|---------------|------------------|---------------|
|  | <i>( amounts in millions, except attendance, per capita spending and percentages)</i> |               |                |               |                  |               |
|  | (As restated)   |               | (As restated)  |               |                  |               |
| <b>Net revenues:</b>                                 |   |               |                |               |                  |               |
| Admissions   | \$ 612.1  | 57.3%         | \$ 596.0       | 57.9%         | \$ 568.8         | 58.2%         |
| Food, merchandise and games                          | 342.2   | 32.0%         | 349.5          | 34.0%         | 337.3            | 34.5%         |
| Accommodations and other                             | 114.1   | 10.7%         | 83.0           | 8.1%          | 71.5             | 7.3%          |
| Net revenues   | <u>1,068.4</u>  | <u>100.0%</u> | <u>1,028.5</u> | <u>100.0%</u> | <u>977.6</u>     | <u>100.0%</u> |
| Operating costs and expenses                         | 684.7   | 64.1%         | 663.3          | 64.5%         | 632.0            | 64.6%         |
| Depreciation and amortization                        | 126.3   | 11.8%         | 125.8          | 12.2%         | 128.9            | 13.2%         |
| Loss on impairment of goodwill and other intangibles | -   | -%            | -              | -%            | 2.3              | 0.2%          |
| Loss on impairment / retirement of fixed assets      | 30.3  | 2.8%          | 11.4           | 1.1%          | 62.8             | 6.4%          |
| Gain on sale of other assets                         | (6.6)   | (0.6)%        | -              | -%            | -                | -%            |
| Operating income                                     | <u>233.7</u>  | <u>21.9%</u>  | <u>228.0</u>   | <u>22.2%</u>  | <u>151.6</u>     | <u>15.5%</u>  |
| Interest and other expense, net                      | 110.6   | 10.3%         | 158.0          | 15.4%         | 149.2            | 15.3%         |
| Net effect of swaps                                  | (1.5)   | (0.1)%        | (13.1)         | (1.3)%        | 18.2             | 1.9%          |
| Loss on early debt extinguishment                    | -   | -%            | -              | -%            | 35.3             | 3.6%          |
| Unrealized / realized foreign currency (gain) loss   | (9.0)   | (0.8)%        | 9.9            | 1.0%          | (20.6)           | (2.1)%        |
| Provision for taxes                                  | 31.7  | 3.0%          | 7.9            | 0.8%          | 2.6              | 0.3%          |
| Net income (loss)                                    | <u>\$ 101.9</u>   | <u>9.5%</u>   | <u>\$ 65.3</u> | <u>6.3%</u>   | <u>\$ (33.1)</u> | <u>(3.4)%</u> |
| <b>Other data:</b>                                   |   |               |                |               |                  |               |
| Combined attendance (in thousands)                   | 23,300  |               | 23,386         |               | 22,794           |               |
| Combined in-park guest per capita spending           | \$ 41.95  |               | \$ 40.03       |               | \$ 39.21         |               |

### **Critical Accounting Policies**

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our consolidated financial statements, which were prepared in accordance with accounting principles generally accepted in the United States of America. These principles require us to make judgments, estimates and assumptions during the normal course of business that affect the amounts reported in the Consolidated Financial Statements and related notes. The following discussion addresses our critical accounting policies, which are those that are most important to the portrayal of our financial condition and operating results or involve a higher degree of judgment and complexity (see Note 3 to our Consolidated Financial Statements for a complete discussion of our significant accounting policies). Application of the critical accounting policies described below involves the exercise of judgment and the use of assumptions as to future uncertainties, and, as a result, actual results could differ from these estimates and assumptions.

#### *Property and Equipment*

Property and equipment are recorded at cost. Expenditures made to maintain such assets in their original operating condition are expensed as incurred, and improvements and upgrades are capitalized. Depreciation is computed on a straight-line basis over the estimated useful lives of the assets. The composite method is used for the group of assets acquired as a whole in 1983, as well as for the groups of like assets of each subsequent business acquisition. The unit method is used for all individual assets purchased.

Upon the normal retirement of an asset within a composite group, our practice generally had been to extend the depreciable life of that composite group beyond its original estimated useful life. In conjunction with the preparation of our financial statements in 2012, management determined that this methodology was not appropriate. As a result, we revised the useful lives of our composite groups to their original estimated useful life (ascribed upon acquisition) and corrected previously computed depreciation expense (and accumulated depreciation) in the Original 2012 Form 10-K filed on February 25, 2013. We evaluated the amount and nature of these adjustments and concluded that they were not material to either our prior annual or quarterly financial statements. Nonetheless, the historical financial statement amounts included in that filing had been updated for this corrected estimate.

In certain situations under the composite method, disposals are considered unusual and, accordingly, losses are not included in the composite depreciation pool but are rather charged immediately to expense. In 2013, the Partnership's initial determination of whether

a specific asset retired under the composite method of depreciation in 2011 was normal was reviewed in connection with responding to an open SEC comment letter. We ultimately concluded that this particular disposition was unusual and that an \$8.8 million charge should be reflected in the 2011 financial statements. The financial statements are being restated herein for this matter.

In its Original 2012 Form 10-K, the Partnership announced plans to move off the composite depreciation method of accounting beginning in 2013. In the process of changing accounting methods and responding to an open SEC comment letter, the Partnership determined that its accounting treatment under the composite depreciation method for the retirement of a ride at one of its parks in 2011 was in error. In particular, the discrete charge related to that retirement (totaling \$8.8 million on a pre-tax basis) should have been recorded to the income statement in 2011 rather than being deferred and recorded in the composite pool as was disclosed in the 2011 Form 10-K as originally filed. The Partnership originally determined that the asset retirement was normal, and thereby the composite method of depreciation resulted in \$8.8 million (net book value after salvage) being recorded in Accumulated Depreciation in the Partnership's 2011 Annual Report on Form 10-K. The amount remaining in Accumulated Depreciation in the Partnership's Original 2012 Form 10-K was \$7.8 million. The correction of this error results in adjustments to the financial statements that decrease pre-tax earnings and increase accumulated depreciation in 2011 by \$8.8 million and increase pre-tax earnings and decrease accumulated depreciation in 2012 by \$1.0 million. The adjustments have no impact on results of operations or balance sheet for 2010. See Note 1 to the Consolidated Financial Statements for additional information.

The Partnership believes that pursuant to generally accepted accounting principles, changing from the composite method of depreciation to the unit method of depreciation is a change in accounting estimate that is effected by a change in accounting principle, which should be accounted for prospectively. This prospective application will result in the discontinuance of the composite method of depreciation for all prior acquisitions with the existing net book value of each composite pool allocated to the remaining individual assets (units) in that pool with each unit assigned an appropriate remaining useful life on an individual unit basis. Once under the unit method of depreciation, all gains or losses on prospective asset retirements will result in an adjustment to earnings rather than to accumulated depreciation which is the case for normal retirements under the composite method of depreciation. We do not believe such a change will have a material effect on our financial position or liquidity in future periods, but it is possible that future asset retirements could have a material impact on earnings in the periods such items occur.

#### *Impairment of Long-Lived Assets*

The carrying values of long-lived assets, including property and equipment, are reviewed whenever events or changes in circumstances indicate that the carrying values of the assets may not be recoverable. An impairment loss may be recognized when estimated undiscounted future cash flows expected to result from the use of the assets, including disposition, are less than the carrying value of the assets. The measurement of the impairment loss to be recognized is based on the difference between the fair value and the carrying amounts of the assets. Fair value is generally determined based on a discounted cash flow analysis. In order to determine if an asset has been impaired, assets are grouped and tested at the lowest level for which identifiable, independent cash flows are available.

The determination of both undiscounted and discounted cash flows requires management to make significant estimates and consider an anticipated course of action as of the balance sheet date. Subsequent changes in estimated undiscounted and discounted cash flows arising from changes in anticipated actions could impact the determination of whether impairment exists, the amount of the impairment charge recorded and whether the effects could materially impact the consolidated financial statements.

At the end of the third quarter of 2012, the Partnership concluded based on 2012 operating results through the third quarter and updated forecasts, that a review of the carrying value of operating long-lived assets at Wildwater Kingdom was warranted. After performing its review, the Partnership determined that a portion of the park's fixed assets were impaired. Also, at the end of the third quarter of 2012, the Partnership concluded that market conditions had changed on the adjacent non-operating land of Wildwater Kingdom. After performing its review of the updated market value of the land, the Partnership determined the land was impaired. The Partnership recognized a total of \$25.0 million of fixed-asset impairment for operating and non-operating assets during the third quarter of 2012.

There was no impairment of long-lived assets in 2011.

#### *Goodwill and Other Intangible Assets*

Goodwill and other indefinite-lived intangible assets, including trade-names, are reviewed for impairment annually, or more frequently if indicators of impairment exist. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include, among others: a significant decline in expected future cash flows; a sustained,

significant decline in equity price and market capitalization; a significant adverse change in legal factors or in the business climate; unanticipated competition; the testing for recoverability of a significant asset group within a reporting unit; and slower growth rates. Any adverse change in these factors could have a significant impact on the recoverability of these assets and could have a material impact on our consolidated financial statements.

An impairment loss may be recognized if the carrying value of the reporting unit is higher than its fair value, which is estimated using both an income (discounted cash flow) and market approach. The amount of impairment is determined by comparing the implied fair value of reporting unit goodwill to the carrying value of the goodwill in the same manner as if the reporting unit was being acquired in a business combination. If the implied fair value of goodwill is less than the recorded goodwill, an impairment charge is recorded for the difference. Goodwill and trade-names have been assigned at the reporting unit, or park level, for purposes of impairment testing.

Until December 2010, goodwill related to parks acquired prior to 2006 was tested annually for impairment as of October 1, while goodwill and other indefinite-lived intangibles, including trade-name intangibles, related to the PPI acquisition in 2006 were tested annually for impairment as of April 1. Effective in December 2010, we changed the date of our annual goodwill impairment tests from April 1 and October 1 to December 31 to more closely align the impairment testing procedures with our long-range planning and forecasting process, which occurs in the fourth quarter each year. We believe the change is preferable since the long-term cash flow projections are a key component in performing our annual impairment tests of goodwill. In addition, we changed the date of our annual impairment test for other indefinite-lived intangibles from April 1 to December 31.

For both 2012 and 2011, we completed the review of goodwill and other indefinite-lived intangibles as of December 31, 2012 and December 31, 2011, respectively, and determined the goodwill was not impaired at either balance sheet date.

The change in accounting principle related to changing the annual goodwill impairment testing date did not delay, accelerate, avoid or cause an impairment charge. As it was impracticable to objectively determine operating and valuation estimates for periods prior to December 31, 2010, we have prospectively applied the change in the annual goodwill impairment testing date from December 31, 2010.

It is possible that our assumptions about future performance, as well as the economic outlook and related conclusions regarding the valuation of our reporting units (parks), could change adversely, which may result in additional impairment that would have a material effect on our financial position and results of operations in future periods. At December 31, 2012, all reporting units with goodwill had fair values in excess of their carrying values by greater than 10%.

#### *Self-Insurance Reserves*

Reserves are recorded for the estimated amounts of guest and employee claims and expenses incurred each period that are not covered by insurance. Reserves are established for both identified claims and incurred but not reported (IBNR) claims. Such amounts are accrued for when claim amounts become probable and estimable. Reserves for identified claims are based upon our own historical claims experience and third-party estimates of settlement costs. Reserves for IBNR claims, which are not material to our consolidated financial statements, are based upon our own claims data history, as well as industry averages. All reserves are periodically reviewed for changes in facts and circumstances and adjustments are made as necessary.

#### *Derivative Financial Instruments*

Derivative financial instruments are only used within our overall risk management program to manage certain interest rate and foreign currency risks from time to time. We do not use derivative financial instruments for trading purposes.

Derivative financial instruments used in hedging transactions are assessed both at inception and quarterly thereafter to ensure they are effective in offsetting changes in the cash flows of the related underlying exposures. For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the change in fair value of the derivative instrument is reported as a component of "Other comprehensive income (loss)" and reclassified into earnings in the period during which the hedged transaction affects earnings. Changes in fair value of derivative instruments that do not qualify as effective hedging activities are reported as "Net effect of swaps" in the consolidated statement of operations. Additionally, the "Accumulated other comprehensive income (loss)" related to interest rate swaps that become ineffective is amortized over the remaining life of the interest rate swap, and reported as a component of "Net effect of swaps" in the consolidated statements of operations.

### *Revenue Recognition*

Revenues on multi-day admission tickets are recognized over the estimated number of visits expected for each type of ticket, and are adjusted periodically during the season. All other revenues are recognized on a daily basis based on actual guest spending at our facilities, or over the park operating season in the case of certain marina revenues and certain sponsorship revenues. Revenues on admission tickets for the next operating season, including season passes, are deferred in the year received and recognized as revenue in the following operating season.

Admission revenues include amounts paid to gain admission into our parks, including parking fees. Revenues related to extra-charge attractions, including our premium benefit offerings, are included in Accommodations and other revenue.

### *Income Taxes*

The Partnership's legal structure includes both partnerships and corporate subsidiaries. As a publicly traded partnership, the Partnership is subject to an entity-level tax (the "PTP tax"). Accordingly, the Partnership itself is not subject to corporate income taxes; rather, the Partnership's tax attributes (except those of the corporate subsidiaries) are included in the tax returns of its partners. The Partnership's corporate subsidiaries are subject to entity-level income taxes. The Partnership's "Provision for taxes" includes both the PTP tax and the income taxes from the corporate subsidiaries.

The Partnership's corporate subsidiaries account for income taxes under the asset and liability method. Accordingly, deferred tax assets and liabilities are recognized for the future book and tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are determined using enacted tax rate expected to apply in the year in which those temporary differences are expected to be recovered or settled.

The Partnership records a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion, or all, of a deferred tax asset will not be realized. Through December 31, 2011, the Partnership had recorded a \$17.3 million valuation allowance related to the deferred tax asset for foreign tax credit carryforwards. The need for this allowance was based on several factors including the accumulated federal net operating loss carryforward, the ten-year carryforward period allowed for excess foreign tax credits, experience to date of foreign tax credit limitations, and management's long term estimates of domestic and foreign source income.

During 2012, we claimed and received refunds of \$10.4 million for foreign taxes paid in previous years. The recovery of prior year taxes resulted in a redetermination of the foreign tax credit carryforwards and a \$6.1 million reduction in the valuation allowance related to these carryforwards. Also during 2012, we continued to utilize the federal tax net operating loss carryforward and updated our long term estimates of domestic and foreign source income. Based on these updated estimates, we believe no additional adjustments to the valuation allowance was warranted. The total valuation allowance reduction results in a \$6.0 million tax benefit in 2012. As of December 31, 2012, we had \$31.2 million of deferred tax assets associated with the foreign tax credit carryforwards and an \$11.3 million related valuation allowance.

There is inherent uncertainty in the estimates used to project the amount of foreign tax credit carryforwards that are more likely than not to be realized. It is possible that our future income projections, as well as the economic outlook and related conclusions regarding the valuation allowance could change, which may result in additional valuation allowance being recorded or may result in additional valuation allowance reductions, which may have a material negative or positive effect on our reported financial position and results of operations in future periods.

## Results of Operations

2012 vs. 2011

The following table presents key operating and financial information for the years ended December 31, 2012 and 2011 (amounts in thousands, except per capita spending and percentages):

|   | 12/31/12<br>(As restated) | 12/31/11<br>(As restated) | Increase (Decrease) |        |
|---|---------------------------|---------------------------|---------------------|--------|
|   |                           |                           | \$                  | %      |
| Net revenues                                  | \$ 1,068,454              | \$ 1,028,472              | \$ 39,982           | 3.9%   |
| Operating costs and expenses                  | 684,762                   | 663,334                   | 21,428              | 3.2%   |
| Depreciation and amortization                 | 126,306                   | 125,837                   | 469                 | 0.4%   |
| Loss on impairment/retirement of fixed assets | 30,336                    | 11,355                    | 18,981              | N/M    |
| Gain on sale of other assets                  | (6,625)                   | -                         | (6,625)             | N/M    |
| Operating income                              | \$ 233,675                | \$ 227,946                | \$ 5,729            | 2.5%   |
| <b>Other Data:</b>                            |                           |                           |                     |        |
| Adjusted EBITDA <sup>(1)</sup>                | \$ 390,954                | \$ 374,576                | \$ 16,378           | 4.4%   |
| Adjusted EBITDA margin                        | 36.6%                     | 36.4%                     | -                   | 0.2%   |
| Attendance                                    | 23,300                    | 23,386                    | (86)                | (0.4)% |
| Per capita spending                           | \$ 41.95                  | \$ 40.03                  | \$ 1.92             | 4.8%   |
| Out-of-park revenues                          | \$ 116,767                | \$ 117,556                | \$ (789)            | (0.7)% |

N/M - Not meaningful

(1) for additional information regarding Adjusted EBITDA, including how we define and use Adjusted EBITDA, as well as a reconciliation from net income, see Item 6, "Selected Financial Data," on pages 5-6.

Consolidated net revenues totaled \$1,068.5 million in 2012, increasing \$40.0 million, from \$1,028.5 million in 2011. The 4% increase in revenues reflects a 5%, or \$1.92, increase in average in-park guest per capita spending compared with a year ago and a less than 1%, or 0.1 million-visit, decrease in attendance. In-park guest per capita spending represents the amount spent per attendee to gain admission to a park, plus all amounts spent while inside the park gates. The increase in per capita spending was primarily due to new premium benefit offerings and the positive impact of new customer messaging and dynamic pricing. The slight decrease in attendance for 2012 compared to 2011 was largely due to less than favorable weather that the parks experienced during the fourth quarter of 2012. Despite the slight decrease in overall attendance, the parks experienced growth in the number of season passes sold, as well as season pass visits, which was a focus of management heading into the 2012 season. The growth in season-pass visits was the result of an increased marketing focus toward season passes at several of our parks, resulting in a record number of season passes sold in 2012.

The increase in 2012 revenues was somewhat offset by a decrease of less than 1%, or approximately \$0.8 million, in out-of-park revenues, which represents the sale of hotel rooms, food, merchandise and other complementary activities located outside of the park gates. The decrease in out-of-park revenues was primarily driven by softness in our overall hotel properties performance in 2012. The increase in revenues for the fiscal year also reflects the negative impact of currency exchange rates and the weakening U.S. dollar on our Canadian operations (approximately \$4.0 million) during 2012.

Operating costs and expenses increased \$21.4 million, or 3%, to \$684.7 million versus \$663.3 million for 2011 and were in line with expectations. The increase in costs and expenses was the result of a \$3.0 million increase in cost of goods sold, a \$20.5 million increase in operating expenses, offset somewhat by a \$2.1 decrease in selling, general and administrative costs. The 3% increase in cost of goods sold is consistent with anticipated cost increases associated with our efforts to improve the quality of food and other product offerings at the parks in 2012. Operating expenses increased due to several factors, including higher employment-related costs, higher operating supply costs, and higher self-insurance expenses. Employment-related costs increased approximately \$11.0 million due to normal merit increases, increases in health-related benefit costs, additional staffing levels associated with new premium benefit offerings and other initiatives aimed at improving the overall guest experience, and non-recurring severance payments. Operating supplies and expenses increased approximately \$4.6 million due primarily to initiatives to expand or enhance live entertainment at the parks, as well as incremental costs associated with our new e-commerce platform. During the year, public liability and workers compensation expense increased \$3.3 million due to claim settlements and an increase in our reserves based on management's estimates of future claims. The decrease in selling, general and administrative costs was due to a decrease in

employment-related costs (\$1.5 million) and professional and administrative costs (\$7.6 million), offset by an increase in operating supplies (\$4.8 million) and advertising fees (\$2.4 million). The decrease in employment costs was primarily due to a decrease in costs associated with a legal accrual made in 2011, offset somewhat by higher wages and benefits due to normal merit increases and additional staffing. Professional and administrative fees decreased primarily due to a reduction in litigation expenses and costs for SEC compliance matters related to Special Meeting requests in 2011. The operating supplies and advertising increases were due to incremental costs to support 2012 operating initiatives including general infrastructure improvements. The overall increase in costs and expenses also reflects the positive impact of exchange rates on our Canadian operations (\$1.3 million) during 2012.

The loss on impairment/retirement of fixed assets, net, during 2012 totaled \$30.3 million, reflects a non-cash charge of \$25.0 million for the partial impairment of operating and non-operating assets at Wildwater Kingdom along with losses on other retirements in the normal course of business. During 2012, two non-core assets were sold at gains totaling \$6.6 million. In 2011, a charge of \$11.4 million for the retirement of fixed assets was recorded, which includes the retirement of a composite asset as described in more detail in Note 1 to the consolidated financial statements.

Depreciation and amortization expense for 2012 increased \$0.5 million compared with 2011 due to the increase in capital spending in 2012 when compared with the prior year. After depreciation and amortization, as well as impairment charges and all other non-cash costs, operating income for 2012 increased \$5.7 million to \$233.7 million from \$227.9 million in 2011.

Interest expense for the year decreased \$46.6 million to \$110.6 million from \$157.2 million in 2011. The reduction in interest expense was primarily attributable to an approximate 300 basis point (bps) decline in our effective interest rate, the result of lower fixed rates on London InterBank Offered Rate (LIBOR) within our interest-rate swap contracts. The average fixed LIBOR rate in our swap agreements declined from 5.62% in 2011 to 2.48% in 2012. Additionally during 2012, \$25.0 million of term debt principal payments were made, reducing our average debt outstanding.

During 2012, the net effect of our swaps was recorded as a benefit to earnings of \$1.5 million compared to a benefit to earnings of \$13.1 million in 2011. The difference reflects the regularly scheduled amortization of amounts in Accumulated Other Comprehensive Income ("AOCI") related to the swaps, which were offset by gains from marking the ineffective and de-designated swaps to market and foreign currency gains related to the U.S.-dollar denominated Canadian term loan in the current period. During 2012, we also recognized a \$9.0 million net benefit to earnings for unrealized/realized foreign currency gains, which included a \$9.2 million unrealized foreign currency gain on the U.S.-dollar denominated debt held at our Canadian property.

A provision for taxes of \$31.7 million was recorded in 2012, consisting of a provision for the tax attributes of our corporate subsidiaries of \$23.0 million and a provision for publicly traded partnership (PTP) taxes of \$8.8 million. This compares with a provision for taxes of \$7.9 million in 2011, consisting of a benefit for the tax attributes of our corporate subsidiaries of \$0.4 million and a provision for PTP taxes of \$8.3 million.

After interest expense and provision for taxes, net income for the period totaled \$101.9 million, or \$1.82 per diluted limited partner unit, compared with net income of \$65.3 million, or \$1.17 per unit, a year ago.

We believe Adjusted EBITDA is a meaningful measure of our operating results (for additional information regarding Adjusted EBITDA, including how we define and use Adjusted EBITDA, as well as a reconciliation from net income, see Note 6 in Item 6, "Selected Financial Data," on pages 5-6). In 2012, Adjusted EBITDA increased \$16.4 million, or 4%, to \$391.0 million, with our Adjusted EBITDA margin (Adjusted EBITDA divided by net revenues) increasing 20 bps to 36.6% from 36.4% in 2011. The increase in Adjusted EBITDA was due to the increase in revenues resulting from the successful introduction of our new premium benefit offerings and dynamic pricing initiatives, as well as the successful expansion of our season pass base.

## Results of Operations

2011 vs. 2010

The following table presents key operating and financial information for the years ended December 31, 2011 and 2010 (amounts in thousands, except per capita spending and percentages):

|  | 12/31/11<br>(As restated) | 12/31/10   | Increase (Decrease) |        |
|--|---------------------------|------------|---------------------|--------|
|  |                           |            | \$                  | %      |
| Net revenues   | \$ 1,028,472              | \$ 977,592 | \$ 50,880           | 5.2%   |
| Operating costs and expenses                         | 663,334                   | 632,022    | 31,312              | 5.0%   |
| Depreciation and amortization                        | 125,837                   | 128,856    | (3,019)             | (2.3)% |
| Loss on impairment of goodwill and other intangibles | -                         | 2,293      | (2,293)             | N/M    |
| Loss on impairment/retirement of fixed assets        | 11,355                    | 62,752     | (51,397)            | N/M    |
| Operating income                                     | \$ 227,946                | \$ 151,669 | \$ 76,277           | 50.3%  |
| <b>Other Data:</b>                                   |                           |            |                     |        |
| Adjusted EBITDA <sup>(1)</sup>                       | \$ 374,576                | \$ 359,231 | \$ 15,345           | 4.3%   |
| Adjusted EBITDA margin                               | 36.4%                     | 36.7%      | -                   | (0.3)% |
| Attendance   | 23,386                    | 22,794     | 592                 | 2.6%   |
| Per capita spending                                  | \$ 40.03                  | \$ 39.21   | \$ 0.82             | 2.1%   |
| Out-of-park revenues                                 | \$ 117,556                | \$ 108,761 | \$ 8,795            | 8.1%   |

N/M - Not meaningful

(1) for additional information regarding Adjusted EBITDA, including how we define and use Adjusted EBITDA, as well as a reconciliation from net income, see Item 6, "Selected Financial Data," on pages 5-6.

Consolidated net revenues totaled \$1,028.5 million in 2011, increasing \$50.9 million, from \$977.6 million in 2010. The 5% increase in revenues reflects a 3%, or 0.6 million-visit, increase in attendance from a year ago and a 2%, or \$0.82, increase in average in-park guest per capita spending for the year. In-park guest per capita spending represents the amount spent per attendee to gain admission to a park, plus all amounts spent while inside the park gates. The improved attendance for 2011 compared to 2010 was largely due to increases in season passes sold and season-pass visits. The growth in season-pass visits was the result of an increased marketing focus toward season passes at several of our parks, resulting in a significant increase in the number of season passes sold.

The increase in 2011 revenues also reflects an increase of 8%, or approximately \$8.8 million, in out-of-park revenues, which represents the sale of hotel rooms, food, merchandise and other complementary activities located outside of the park gates. The increase in out-of-park revenues was primarily driven by an increase in occupancy and average-daily-room rates at most of our hotel properties. The increase in revenues for the fiscal year also reflects the impact of currency exchange rates and the weakening U.S. dollar on our Canadian operations (approximately \$7.5 million) during 2011.

Operating costs and expenses increased \$31.3 million, or 5%, to \$663.3 million versus \$632.0 million for 2010 and were in line with expectations. The increase in costs and expenses was the result of a \$5.4 million increase in cost of goods sold, a \$19.4 million increase in operating expenses, and a \$6.4 increase in selling, general and administrative costs. The increase in operating expenses was primarily attributable to higher wages of \$11.5 million, \$4.8 million of higher maintenance costs and \$2.6 million of higher operating supply costs. The cost of operating supplies trended up primarily as a result of higher attendance. The increase in wages was largely due to increased seasonal labor hours as a result of expanded operating hours at several parks, additional attractions and guest services, and the overall effect of increased attendance. The increase in selling, general and administrative costs reflects the impact of \$9.7 million of non-recurring costs incurred in 2011, including litigation expenses and costs for SEC compliance matters related to Special Meeting requests, as well as costs associated with the relocation of a future ride and costs associated with the transition to a new advertising agency. Additionally, selling, general and administrative costs increased due to an increase in costs associated with our long-term executive compensation plans resulting in large part from the increase in the market price of our units during the period. The 2011-to-2010 comparison was impacted by approximately \$10.4 million of expense recorded in 2010 for the terminated merger and a \$2.5 million non-recurring payroll tax credit received in 2010. The overall increase in costs and expenses also reflects the negative impact of exchange rates on our Canadian operations (\$2.9 million) during 2011.

During 2011, we recognized \$11.4 million in non-cash charges for the retirement of assets, which includes the retirement of a composite asset as described in more detail in Note 1 to the consolidated financial statements. This compares to a non-cash charge of \$62.0 million at Great America for the partial impairment of its fixed assets and a \$0.8 million charge for asset retirements across all properties. Additionally, non-cash charges of \$1.4 million and \$0.9 million were recorded during the second and fourth quarters of 2010, respectively, for the partial impairment of trade-names originally recorded at the time of the PPI acquisition. Although the acquisition of the PPI parks continues to meet our collective operating and profitability goals, the performance of certain acquired parks fell below our original expectations in 2010, which when coupled with a higher cost of capital, resulted in the impairment charges recorded in 2010. It is important to note that each of the acquired PPI parks produces positive cash flow, and that trade-name write-downs and fixed asset impairment losses do not affect cash, Adjusted EBITDA or liquidity.

Depreciation and amortization expense for 2011 decreased \$3.0 million resulting primarily from the impairment charge taken on the fixed assets of California's Great America at the end of 2010. After depreciation and amortization, as well as impairment charges and all other operating costs, operating income for 2011 increased \$76.2 million to \$227.9 million from \$151.7 million in 2010.

Interest expense for the 2011 increased \$6.9 million to \$157.2 million from \$150.3 million in 2010, primarily due to an increase in the amortization of loan fees of \$4.3 million, which were incurred as a result of the July 2010 debt refinancing, as well as the February 2011 amendment to the credit agreement. Additionally, interest expense increased due to higher average interest-rates as a result of refinancing a portion of term debt with the bond indenture in July 2010. This increase in rates was slightly offset by a decline in rates on our derivative portfolio during the fourth quarter of 2011, as \$1.0 billion of derivatives matured and were replaced by derivatives with lower effective interest rates. Also, as the result of the July 2010 refinancing, a \$35.3 million loss on the early extinguishment of debt was recognized and recorded in the statement of operations for 2010.

During 2011, the net effect of our swaps increased \$31.3 million to a non-cash benefit to earnings of \$13.1 million, reflecting gains from marking the ineffective and de-designated swaps to market, offset somewhat by the regularly scheduled amortization of amounts in "Accumulated Other Comprehensive Income" ("AOCI") related to the swaps and foreign currency losses related to the U.S.-dollar denominated Canadian term loan in the current period. During the year, we also recognized a \$9.9 million charge to earnings for unrealized/realized foreign currency losses, \$8.8 million of which represents unrealized foreign currency losses on the U.S.-dollar denominated notes issued in July 2010 and held by our Canadian subsidiary.

A provision for taxes of \$7.9 million was recorded in 2011, consisting of a benefit for the tax attributes of our corporate subsidiaries of \$0.4 million and a provision for publicly traded partnership (PTP) taxes of \$8.3 million. This compares with a provision for taxes of \$2.7 million in 2010, consisting of a benefit of \$5.2 million for corporate subsidiaries and a provision of \$7.9 million for PTP taxes.

After interest expense and provision for taxes, net income for 2011 totaled \$65.3 million, or \$1.17 per diluted limited partner unit, compared with net loss of \$33.1 million, or \$0.60 per unit, in 2010.

In 2011, Adjusted EBITDA (for additional information regarding Adjusted EBITDA, including how we define and use Adjusted EBITDA, as well as a reconciliation from net income, see Note 6 in Item 6, "Selected Financial Data," on pages 5-6) increased \$15.4 million, or 4%, to \$374.6 million, with our Adjusted EBITDA margin (Adjusted EBITDA divided by net revenues) decreasing 30 bps to 36.4% from 36.7% in 2010. The margin compression was primarily the result of a shift in the mix of operating profit in 2011 toward our lower margin parks.

## **Financial Condition**

With respect to both liquidity and cash flow, we ended 2012 in sound condition. The working capital ratio (current assets divided by current liabilities) of 1.0 at December 31, 2012 was the result of our highly seasonal business. Receivables and inventories are at normally low seasonal levels and credit facilities are in place to fund current liabilities, capital expenditures, partnership distributions, and pre-opening expenses as required.

### *Operating Activities*

Net cash from operating activities in 2012 increased \$67.7 million to \$285.9 million from \$218.2 million in 2011. The increase in operating cash flows between years was primarily attributable to the increase in the operating results of our parks in 2012 over 2011 and deferred taxes, somewhat offset by a negative change in working capital.

Net cash from operating activities in 2011 increased \$36.1 million to \$218.2 million from \$182.1 million in 2010. The increase in operating cash flows between years was primarily attributable to the increase in the operating results of our parks in 2011 and the positive change in working capital.

### *Investing Activities*

Investing activities consist principally of capital investments we make in our parks and resort properties. During 2012, we sold two non-core assets and received net proceeds of \$16.0 million. Total cash spent on capital expenditures was \$96.2 million in 2012. Including the effect of the two asset sales, net cash used for investing activities in 2012 totaled \$80.2 million, compared to \$90.2 million in 2011 and \$71.7 million in 2010. The 2012 capital expenditures plan was larger than the prior year. The change between 2011 and 2010 was due to the timing of capital expenditures for rides being placed into service for the 2012 season.

Historically, we have been able to improve our revenues and profitability by continuing to make substantial capital investments in our park and resort facilities. This has enabled us to maintain or increase attendance levels, as well as to generate increases in guest per capita spending and revenues from guest accommodations. For the 2013 operating season, we will be investing approximately 9% of net revenues in marketable capital investments across our properties, with the highlight of the 2013 program being the addition of GateKeeper, a 164-foot-tall winged-steel coaster, at Cedar Point. In addition to GateKeeper, the tallest and fastest wooden coaster in Northern California, called Gold Stryker, will be making its debut at California's Great America.

In addition to these new thrill rides, we are also investing in other capital improvements across our parks, including the introduction of new dinosaur attractions at Carowinds, Valleyfair and Worlds of Fun. Additionally, we will be combining Worlds of Fun and Oceans of Fun into a single admission ticket, while significantly upgrading the water park attractions at Oceans of Fun. Finally, we will also be enhancing entertainment offerings and continuing our infrastructure upgrades across our properties.

### *Financing Activities*

Net cash utilized for financing activities in 2012 totaled \$163.0 million, compared with \$100.7 million in 2011 and \$112.7 million in 2010. An increase in distribution payments in 2012 (\$88.8 million vs. \$55.3 million in 2011) and the settlement of a Canadian cross-currency derivative contract in the first quarter of 2012 (\$50.5 million) were somewhat offset by an increase in cash from operating activities. Net cash utilized for financing activities in 2011, which reflected the February 2011 refinancing of our debt, decreased \$12.0 million compared with 2010. An increase in distribution payments in 2011 (\$55.3 million vs. \$13.8 million in 2010) was somewhat offset by an increase in cash from operating activities.

### *Liquidity and Capital Resources*

In July 2010, we issued \$405 million of 9.125% senior unsecured notes (the "notes") in a private placement, including \$5.6 million of original issue discount to yield 9.375%. The notes mature in 2018. Concurrently with this offering, we entered into a new \$1,435 million credit agreement (the "2010 Credit Agreement"), which includes a \$1,175 million senior secured term loan facility and a \$260 million senior secured revolving credit facility. The net proceeds from the offering of the notes, along with borrowings under the 2010 Credit Agreement, were used to repay in full all amounts outstanding under our previous credit facilities. On February 25, 2011, we amended the 2010 Credit Agreement (as so amended, the "Amended 2010 Credit Agreement") and extended the maturity date of the U.S. term loan portion of the credit facilities by one year. Certain terms of the amendment are described below.

Terms of the 2010 Credit Agreement include a \$260 million revolving credit facility. Under the agreement, the Canadian portion of the revolving credit facility has a limit of \$15 million. U.S. denominated loans made under the revolving credit facility bear interest at a rate of LIBOR plus 400 bps (with no LIBOR floor). Canadian denominated loans made under the Canadian portion of the facility also bear interest at a rate of LIBOR plus 400 bps (with no LIBOR floor). The revolving credit facility, which matures in July 2015, also provides for the issuance of documentary and standby letters of credit.

The extended U.S. term loan, as amended on February 25, 2011, amortizes at \$11.8 million per year and matures in December 2017. In May 2012, the Partnership prepaid \$16 million of long-term debt to meet its obligation under the Excess Cash Flow ("ECF") provision of the Credit Agreement. As a result of this prepayment, as well as additional optional long-term debt prepayments made in August 2011 and September 2012 of \$18 million and \$9 million, respectively, the Partnership has no scheduled term-debt principal payments until the first quarter of 2015. The extended U.S. term loan bears interest at a rate of LIBOR plus 300 bps, with a LIBOR floor of 100 bps. Until our amendment to the 2010 Credit Agreement, the U.S. term loan bore interest at a rate of LIBOR plus 400 bps, with a LIBOR floor of 150 bps.

At December 31, 2012, we had \$1,131.1 million of variable-rate term debt, \$401.1 million of the fixed-rate notes, and no borrowings outstanding under our revolving credit facility. After letters of credit, which totaled \$16.4 million at December 31, 2012, we had \$243.6 million of available borrowings under our revolving credit facility. Of our total term debt outstanding at the end of the year, none is scheduled to mature within the next twelve months.

Our \$405 million face value of notes require semi-annual interest payments in February and August, with the principal due in full on August 1, 2018. The notes may be redeemed, in whole or in part, at any time prior to August 1, 2014 at a price equal to 100% of the principal amount of the notes redeemed plus a “make-whole” premium together with accrued and unpaid interest, if any, to the redemption date. Thereafter, the notes may be redeemed, in whole or in part, at various prices depending on the date redeemed. Prior to August 1, 2013, up to 35% of the notes may be redeemed with the net cash proceeds of certain equity offerings at 109.125%.

In 2006, we entered into several fixed-rate interest rate swap agreements totaling \$1.0 billion. The weighted average fixed-LIBOR rate on those interest rate swaps, which matured in October 2011, was 5.6%. Based upon our scheduled quarterly regression analysis testing for the effectiveness of the accounting treatment of these swaps, as well as changes in the forward interest rate yield curves used in that testing, the swaps were deemed to be ineffective beginning in October 2009 and continued through their maturity. This resulted in the swaps not qualifying for hedge accounting during the fourth quarter of 2009 through October of 2011.

In 2007, we entered into two cross-currency swap agreements, which matured in February 2012 and effectively converted \$268.7 million of term debt at the time, and the associated interest payments, from U.S. dollar denominated debt at a rate of LIBOR plus 200 bps to 6.3% fixed-rate Canadian dollar denominated debt. As a result of paying down the underlying Canadian term debt with net proceeds from the sale of surplus land near Canada’s Wonderland in August 2009, the notional amounts of the underlying debt and the cross-currency swaps no longer matched. Because of the mismatch of the notional amounts, we determined the swaps would no longer be highly effective going forward, resulting in the de-designation of the swaps as of the end of August 2009. Based on the change in currency exchange rates from the time we originally entered into the cross-currency swap agreements in 2007, the termination liability of the swaps has increased steadily over time. In order to minimize further downside risk to the swaps’ termination value, in May 2011 we entered into several foreign currency swap agreements to fix the exchange rate on 50% of the liability. In July 2011, we fixed the exchange rate on another 25% of the swap liability, leaving only 25% exposed to further fluctuations in currency exchange rates. Based on currency exchange rates in place at the termination date and the exchange rates contracted in the foreign currency swap agreements, the cash termination costs of the cross-currency swaps totaled \$50.5 million on February 17, 2012.

In addition to the above mentioned covenants and provisions, the Amended 2010 Credit Agreement contains an initial three-year requirement that at least 50% of our aggregate term debt and senior notes be subject to either a fixed interest rate or interest rate protection. As of December 31, 2012, we were in compliance with this requirement as discussed below.

In order to maintain fixed interest costs on a portion of our domestic term debt beyond the expiration of the swaps that matured in October 2011, in September 2010 we entered into several forward-starting swap agreements that effectively convert a total of \$600 million of LIBOR based variable-rate debt to fixed rates beginning in October 2011. The weighted average fixed rate on these LIBOR based interest rate swaps, which mature in December 2015, is 2.57%.

In order to monetize the difference in the LIBOR floors, in March 2011 we entered into several additional forward-starting basis-rate swap agreements (“March 2011 swaps”) that, when combined with the September 2010 swaps, effectively convert \$600 million of variable-rate debt to fixed rates beginning in October 2011. The September 2010 swaps and the March 2011 swaps, which have been jointly designated as cash flow hedges, mature in December 2015 and fix LIBOR at a weighted average rate of 2.46%.

On May 2, 2011, we entered into four additional forward-starting interest-rate swap agreements (“May 2011 forward-starting swaps”) that effectively convert another \$200 million of variable-rate debt to fixed rates beginning in October 2011. These swaps, which have been designated as cash flow hedges, mature in December 2015 and fix LIBOR at a weighted average rate of 2.54%. The fair market value of all \$800 million of forward-starting swap agreements at December 31, 2012 was a liability of \$32.3 million, which was recorded in “Derivative Liability” on the consolidated balance sheet.

The following table presents our September 2010 swaps, March 2011 swaps, and May 2011 forward-starting swaps, which became effective October 1, 2011 and mature December 15, 2015, along with their notional amounts and their effective fixed interest rates.

| (\$'s in thousands)       | Forward-Starting Interest Rate Swaps |              |
|---------------------------|--------------------------------------|--------------|
|                           | Notional Amounts                     | LIBOR Rate   |
|                           | \$200,000                            | 2.40%        |
|                           | 75,000                               | 2.43%        |
|                           | 50,000                               | 2.42%        |
|                           | 150,000                              | 2.55%        |
|                           | 50,000                               | 2.42%        |
|                           | 50,000                               | 2.55%        |
|                           | 25,000                               | 2.43%        |
|                           | 50,000                               | 2.54%        |
|                           | 30,000                               | 2.54%        |
|                           | 70,000                               | 2.54%        |
|                           | 50,000                               | 2.54%        |
| Total \$'s / Average Rate | <u>\$800,000</u>                     | <u>2.48%</u> |

The Amended 2010 Credit Agreement requires us to maintain specified financial ratios, which if breached for any reason, including a decline in operating results due to economic or weather conditions, could result in an event of default under the agreement. The most critical of these ratios is the Consolidated Leverage Ratio. At the end of 2012, this ratio was set at 6.00x Consolidated Total Debt (excluding the revolving debt)-to-Consolidated EBITDA. As of December 31, 2012, our Consolidated Total Debt (excluding revolving debt)-to-Consolidated EBITDA ratio was 3.94x, providing \$133.6 million of Consolidated EBITDA cushion on the Consolidated Leverage Ratio. We were also in compliance with all other covenants under the Amended 2010 Credit Agreement as of December 31, 2012.

The Amended 2010 Credit Agreement, also includes provisions that allow us to make restricted payments up to \$20 million annually, at the discretion of the Board of Directors, so long as no default or event of default has occurred and is continuing. These restricted payments are not subject to any specific covenants. Additional restricted payments are allowed to be made based on an excess-cash-flow formula, should our pro-forma consolidated leverage ratio be less than or equal to 4.50x Consolidated Total Debt (excluding the revolving debt)-to-Consolidated EBITDA (as defined), measured on a quarterly basis. Per the terms of the indenture governing our notes, our ability to make restricted payments is permitted should our trailing-twelve-month Total-Indebtedness-to-Consolidated-Cash-Flow Ratio be less than or equal to 4.75x Consolidated Total Indebtedness (including average revolving debt)-to-Consolidated EBITDA, measured on a quarterly basis. In accordance with these provisions, on November 6, 2012, we announced the declaration of a distribution of \$0.40 per limited partner unit, which was paid on December 17, 2012, bringing the total distributions paid in fiscal 2012 distribution to \$1.60 per unit.

Existing credit facilities and cash flows from operations are expected to be sufficient to meet working capital needs, debt service, partnership distributions and planned capital expenditures for the foreseeable future.

#### *Contractual Obligations*

The following table summarizes certain obligations (on an undiscounted basis) at December 31, 2012 (in millions):

|  | Payments Due by Period |                |                |                  |                   |
|--|------------------------|----------------|----------------|------------------|-------------------|
|  | Total                  | 2013           | 2014-2015      | 2016-2017        | 2018 - Thereafter |
| Long-term debt <sup>(1)</sup>            | \$2,067.3              | \$103.5        | \$216.7        | \$1,267.1        | \$480.0           |
| Capital expenditures <sup>(2)</sup>      | 83.8                   | 78.7           | 5.1            | -                | -                 |
| Lease & other obligations <sup>(3)</sup> | 160.1                  | 16.8           | 14.2           | 11.1             | 118.0             |
| Total                                    | <u>\$2,311.2</u>       | <u>\$199.0</u> | <u>\$236.0</u> | <u>\$1,278.2</u> | <u>\$598.0</u>    |

(1) Represents maturities and mandatory prepayments on long-term debt obligations, plus contractual interest payments on all debt. See Note 6 in "Notes to Consolidated Financial Statements" for further information.

- (2) Represents contractual obligations in place at year-end for the purchase of new rides and attractions. Obligations not denominated in U.S. dollars have been converted based on the currency exchange rates as of December 31, 2012.
- (3) Represents contractual lease and purchase obligations in place at year-end.

### **Off-Balance Sheet Arrangements**

We had \$16.4 million of letters of credit, which are primarily in place to backstop insurance arrangements, outstanding on our revolving credit facility as of December 31, 2012. We have no other significant off-balance sheet financing arrangements.

### **Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to market risks from fluctuations in interest rates, and to a lesser extent on currency exchange rates on our operations in Canada and, from time to time, on imported rides and equipment. The objective of our financial risk management is to reduce the potential negative impact of interest rate and foreign currency exchange rate fluctuations to acceptable levels. We do not acquire market risk sensitive instruments for trading purposes.

We manage interest rate risk through the use of a combination of fixed-rate long-term debt, interest rate swaps that fix a portion of our variable-rate long-term debt, and variable-rate borrowings under our revolving credit facility. Translation exposures with regard to our Canadian operations are not hedged.

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the change in fair value of the derivative instrument is reported as a component of “Other comprehensive income (loss)” and reclassified into earnings in the period during which the hedged transaction affects earnings. Changes in fair value of derivative instruments that do not qualify as effective hedging activities are reported as “Net effect of swaps” in the consolidated statement of operations. Additionally, the “Other comprehensive income (loss)” related to interest rate swaps that become ineffective is amortized over the remaining life of the interest rate swap, and reported as a component of “Net effect of swaps” in the consolidated statement of operations.

After considering the impact of interest rate swap agreements, at December 31, 2012, approximately \$1.2 billion of our outstanding long-term debt represents fixed-rate debt and approximately \$331.1 million represents variable-rate debt. Assuming an average balance on our revolving credit borrowings of approximately \$61 million, a hypothetical 100 bps increase in 30-day LIBOR on our variable-rate debt would lead to an increase of approximately \$2.6 million in annual cash interest costs due to the impact of our fixed-rate swap agreements.

A uniform 10% strengthening of the U.S. dollar relative to the Canadian dollar would result in a \$5.3 million decrease in annual operating income.

### **Impact of Inflation**

Substantial increases in costs and expenses could impact our operating results to the extent such increases could not be passed along to our guests. In particular, increases in labor, supplies, taxes, and utility expenses could have an impact on our operating results. The majority of our employees are seasonal and are paid hourly rates which are consistent with federal and state minimum wage laws. Historically, we have been able to pass along cost increases to guests through increases in admission, food, merchandise and other prices, and we believe that we will continue to have the ability to do so over the long term. We believe that the effects of inflation, if any, on our operating results and financial condition have been and will continue to be minor.

### **Forward Looking Statements**

Some of the statements contained in this report (including the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section) that are not historical in nature are forward-looking statements within the meaning of Section 27A of the Securities and Exchange Act of 1933 and Section 21E of the Securities and Exchange Act of 1934, including statements as to our expectations, beliefs and strategies regarding the future. These forward-looking statements may involve risks and uncertainties that are difficult to predict, may be beyond our control and could cause actual results to differ materially from those described in such statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Important factors, including those listed under Item 1A in the Original 2012 Form 10-K could adversely affect our future financial performance and cause actual results, or our beliefs or strategies, to differ materially from our expectations. We do not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the filing date of this document.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The information appearing under the subheading “Quantitative and Qualitative Disclosures About Market Risk” under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 6 of this Report is incorporated herein by reference.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Quarterly operating results for 2012 and 2011 are presented in the table below (in thousands, except per unit amounts):

| <u>(Unaudited)</u>             | <u>Net revenues</u> | <u>Operating income<br/>(loss)</u> | <u>Net income<br/>(loss)</u> | <u>Net income<br/>(loss) per<br/>limited partner<br/>unit-basic</u> | <u>Net income<br/>(loss) per<br/>limited partner<br/>unit-diluted</u> |
|--------------------------------|---------------------|------------------------------------|------------------------------|---|---|
| <b>2012 (As restated)</b>      |                     |                                    |                              |   |   |
| 1st Quarter <sup>(1)</sup>     | \$ 28,198           | \$ (69,329)                        | \$ (65,415)                  | \$(1.18)  | \$(1.18)  |
| 2nd Quarter <sup>(2)</sup>     | 357,606             | 87,326                             | 36,583                       | 0.65  | 0.65  |
| 3rd Quarter <sup>(2) (3)</sup> | 553,445             | 204,565                            | 141,013                      | 2.54  | 2.52  |
| 4th Quarter <sup>(2)</sup>     | 129,205             | 11,113                             | (10,324)                     | (0.19)  | (0.19)  |
|                                | <u>\$1,068,454</u>  | <u>\$233,675</u>                   | <u>\$101,857</u>             | <u>\$ 1.83</u>  | <u>\$ 1.82</u>  |
| <b>2011 (As restated)</b>      |                     |                                    |                              |   |   |
| 1st Quarter <sup>(1)</sup>     | \$ 26,869           | \$ (67,506)                        | \$ (84,926)                  | \$(1.53)  | \$(1.53)  |
| 2nd Quarter                    | 284,490             | 51,783                             | 4,282                        | 0.08  | 0.08  |
| 3rd Quarter                    | 572,268             | 245,752                            | 152,218                      | 2.75  | 2.73  |
| 4th Quarter <sup>(2)</sup>     | 144,845             | (2,083)                            | (6,278)                      | (0.11)  | (0.11)  |
|                                | <u>\$1,028,472</u>  | <u>\$227,946</u>                   | <u>\$ 65,296</u>             | <u>\$ 1.18</u>  | <u>\$ 1.17</u>  |

- (1) As a result of the immaterial correction discussed in Note 1 to the consolidated financial statements, these amounts have been adjusted. The impact of this correction was to reduce net income by \$233 and \$234 for the quarterly periods ended March 25, 2012 and March 27, 2011, respectively.
- (2) As a result of the correction related to the 2011 ride retirement as discussed in Note 1 to the consolidated financial statements, these amounts have been adjusted. The impact of this correction was to increase net income by \$261, \$325, and \$55 for the quarterly periods ended July 1, 2012, September 30, 2012, and December 31, 2012, respectively and to decrease net income by \$5,450 for the quarterly period ended December 31, 2011.
- (3) The third quarter of 2012 included a non-cash charge of \$25 million for the impairment of long-lived assets at Wildwater Kingdom.

Note: To assure that our highly seasonal operations will not result in misleading comparisons of interim periods, the Partnership has adopted the following reporting procedures: (a) seasonal operating costs are expensed over the operating season, including some costs incurred prior to the season, which are deferred and amortized over the season, and (b) all other costs are expensed as incurred or ratably over the entire year.

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Unitholders of Cedar Fair, L.P.  
Sandusky, Ohio

We have audited the accompanying consolidated balance sheets of Cedar Fair, L.P. and subsidiaries (the "Partnership") as of December 31, 2012 and 2011, and the related consolidated statements of operations and comprehensive income, partners' equity, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Cedar Fair, L.P. and subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the consolidated financial statements, the accompanying 2012 and 2011 consolidated financial statements have been restated.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Partnership's internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 25, 2013 (May 10, 2013 as to the effects of the material weakness described in Management's Report on Internal Control over Financial Reporting (as revised)), which report expressed an adverse opinion on the Partnership's internal control over financial reporting because of a material weakness.

/s/ Deloitte & Touche LLP

Cleveland, Ohio  
February 25, 2013 (May 10, 2013 as to the effects of the restatement discussed in Note 1)

**CEDAR FAIR, L.P.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands)

|   | <u>12/31/2012</u>   | <u>12/31/2011</u>   |
|---|---------------------|---------------------|
|   | (As restated)       | (As restated)       |
| <b>ASSETS</b>   |                     |                     |
| Current Assets:   |                     |                     |
| Cash and cash equivalents   | \$ 78,830           | \$ 35,524           |
| Receivables   | 18,192              | 7,611               |
| Inventories   | 27,840              | 33,069              |
| Current deferred tax asset  | 8,184               | 10,345              |
| Other current assets  | 8,060               | 11,966              |
|   | <u>141,106</u>      | <u>98,515</u>       |
| Property and Equipment:   |                     |                     |
| Land  | 303,348             | 312,859             |
| Land improvements   | 339,081             | 333,423             |
| Buildings   | 584,854             | 579,136             |
| Rides and equipment   | 1,450,231           | 1,423,370           |
| Construction in progress  | 28,971              | 33,892              |
|   | <u>2,706,485</u>    | <u>2,682,680</u>    |
| Less accumulated depreciation   | (1,162,213)         | (1,071,978)         |
|   | 1,544,272           | 1,610,702           |
| Goodwill  | 246,221             | 243,490             |
| Other Intangibles, net  | 40,652              | 40,273              |
| Other Assets  | 47,614              | 54,188              |
|   | <u>\$ 2,019,865</u> | <u>\$ 2,047,168</u> |
| <b>LIABILITIES AND PARTNERS' EQUITY</b>   |                     |                     |
| Current Liabilities:  |                     |                     |
| Current maturities of long-term debt  | \$ -                | \$ 15,921           |
| Accounts payable  | 10,734              | 12,856              |
| Deferred revenue  | 39,485              | 29,594              |
| Accrued interest  | 15,512              | 15,762              |
| Accrued taxes   | 17,813              | 16,008              |
| Accrued salaries, wages and benefits  | 24,836              | 33,388              |
| Self-insurance reserves   | 23,906              | 21,243              |
| Current derivative liability  | -                   | 50,772              |
| Other accrued liabilities   | 5,916               | 7,899               |
|   | <u>138,202</u>      | <u>203,443</u>      |
| Deferred Tax Liability  | 153,792             | 130,427             |
| Derivative Liability  | 32,260              | 32,400              |
| Other Liabilities   | 8,980               | 4,090               |
| Long-Term Debt:   |                     |                     |
| Term debt   | 1,131,100           | 1,140,179           |
| Notes   | 401,080             | 400,279             |
|   | <u>1,532,180</u>    | <u>1,540,458</u>    |
| Commitments and Contingencies (Note 11)   |                     |                     |
| Partners' Equity:   |                     |                     |
| Special L.P. interests  | 5,290               | 5,290               |
| General partner   | 1                   | -                   |
| Limited partners, 55,618, and 55,346 outstanding at December 31, 2012 and December 31, 2011, respectively | 177,660             | 160,068             |
| Accumulated other comprehensive loss  | (28,500)            | (29,008)            |
|   | <u>154,451</u>      | <u>136,350</u>      |
|   | <u>\$ 2,019,865</u> | <u>\$ 2,047,168</u> |

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

**CEDAR FAIR, L.P.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**  
(In thousands, except per unit amounts)

| <u>For the years ended December 31,</u>              | <u>2012</u>       | <u>2011</u>      | <u>2010</u>        |
|--|-------------------|------------------|--------------------|
|  | (As restated)     | (As restated)    |                    |
| Net revenues:  |                   |                  |                    |
| Admissions   | \$ 612,069        | \$ 596,042       | \$ 568,762         |
| Food, merchandise and games                          | 342,214           | 349,436          | 337,356            |
| Accommodations and other                             | 114,171           | 82,994           | 71,474             |
|  | <u>1,068,454</u>  | <u>1,028,472</u> | <u>977,592</u>     |
| Costs and expenses:                                  |                   |                  |                    |
| Cost of food, merchandise and games revenues         | 95,048            | 92,057           | 86,619             |
| Operating expenses                                   | 451,403           | 430,851          | 411,402            |
| Selling, general and administrative                  | 138,311           | 140,426          | 134,001            |
| Depreciation and amortization                        | 126,306           | 125,837          | 128,856            |
| Loss on impairment of goodwill and other intangibles | -                 | -                | 2,293              |
| Loss on impairment / retirement of fixed assets, net | 30,336            | 11,355           | 62,752             |
| Gain on sale of other assets                         | (6,625)           | -                | -                  |
|  | <u>834,779</u>    | <u>800,526</u>   | <u>825,923</u>     |
| Operating income                                     | 233,675           | 227,946          | 151,669            |
| Interest expense                                     | 110,619           | 157,185          | 150,285            |
| Net effect of swaps                                  | (1,492)           | (13,119)         | 18,194             |
| Loss on early debt extinguishment                    | -                 | -                | 35,289             |
| Unrealized/realized foreign currency (gain) loss     | (8,998)           | 9,909            | (20,563)           |
| Other (income) expense                               | (68)              | 798              | (1,154)            |
| Income (loss) before taxes                           | 133,614           | 73,173           | (30,382)           |
| Provision for taxes                                  | 31,757            | 7,877            | 2,670              |
| Net income (loss)                                    | 101,857           | 65,296           | (33,052)           |
| Net income allocated to general partner              | 1                 | 1                | -                  |
| Net income (loss) allocated to limited partners      | <u>\$ 101,856</u> | <u>\$ 65,295</u> | <u>\$ (33,052)</u> |
| Net income (loss)                                    | 101,857           | 65,296           | (33,052)           |
| Other comprehensive income (loss), (net of tax):     |                   |                  |                    |
| Cumulative foreign currency translation adjustment   | 369               | 933              | (6,475)            |
| Unrealized income on cash flow hedging derivatives   | 139               | 3,767            | 60,048             |
| Other comprehensive income, (net of tax)             | 508               | 4,700            | 53,573             |
| Total comprehensive income                           | <u>\$ 102,365</u> | <u>\$ 69,996</u> | <u>\$ 20,521</u>   |
| Basic earnings (loss) per limited partner unit:      |                   |                  |                    |
| Weighted average limited partner units outstanding   | 55,518            | 55,345           | 55,316             |
| Net income (loss) per limited partner unit           | <u>\$ 1.83</u>    | <u>\$ 1.18</u>   | <u>\$ (0.60)</u>   |
| Diluted earnings per limited partner unit:           |                   |                  |                    |
| Weighted average limited partner units outstanding   | 55,895            | 55,886           | 55,316             |
| Net income (loss) per limited partner unit           | <u>\$ 1.82</u>    | <u>\$ 1.17</u>   | <u>\$ (0.60)</u>   |

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

**CEDAR FAIR, L.P.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

| <u>For the years ended December 31,</u>   | <u>2012</u>      | <u>2011</u>      | <u>2010</u>      |
|---|------------------|------------------|------------------|
|   | (As restated)    | (As restated)    |                  |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                       |                  |                  |                  |
| Net income (loss)   | \$ 101,857       | \$ 65,296        | \$ (33,052)      |
| Adjustments to reconcile net income (loss) to net cash from operating activities: |                  |                  |                  |
| Depreciation and amortization   | 126,306          | 125,837          | 128,856          |
| Non-cash equity based compensation expense  | 4,476            | (239)            | (89)             |
| Loss on early debt extinguishment   | -                | -                | 35,289           |
| Loss on impairment of goodwill and other intangibles                              | -                | -                | 2,293            |
| Loss on impairment / retirement of fixed assets, net                              | 30,336           | 11,355           | 62,752           |
| Gain on sale of other assets  | (6,625)          | -                | -                |
| Net effect of swaps   | (1,492)          | (13,119)         | 18,194           |
| Amortization of debt issuance costs   | 10,417           | 10,000           | 5,671            |
| Unrealized foreign currency (gain) loss on notes                                  | (8,758)          | 8,753            | (17,464)         |
| Other non-cash income   | -                | -                | (1,893)          |
| Deferred income taxes   | 27,502           | 677              | (14,664)         |
| Excess tax benefit from unit-based compensation expense                           | (1,208)          | -                | -                |
| Change in operating assets and liabilities:                                       |                  |                  |                  |
| (Increase) decrease in current assets   | (1,420)          | 1,686            | (11,855)         |
| (Increase) decrease in other assets   | (2,739)          | 173              | 6                |
| Increase (decrease) in accounts payable   | 170              | (1,144)          | 652              |
| Increase (decrease) in accrued taxes  | 1,883            | 835              | (2,242)          |
| Increase (decrease) in self-insurance reserves                                    | 2,676            | (206)            | (383)            |
| (Decrease) increase in deferred revenue and other current liabilities             | (1,345)          | 14,170           | 7,653            |
| Increase (decrease) in other liabilities  | 3,897            | (5,897)          | 2,391            |
| Net cash from operating activities  | <u>285,933</u>   | <u>218,177</u>   | <u>182,115</u>   |
| <b>CASH FLOWS FOR INVESTING ACTIVITIES</b>  |                  |                  |                  |
| Sale of other assets  | 16,058           | -                | -                |
| Capital expenditures  | (96,232)         | (90,190)         | (71,706)         |
| Net cash for investing activities   | <u>(80,174)</u>  | <u>(90,190)</u>  | <u>(71,706)</u>  |
| <b>CASH FLOWS FOR FINANCING ACTIVITIES</b>  |                  |                  |                  |
| Net (payments) borrowings on revolving credit loans - previous credit agreement   | -                | -                | (86,300)         |
| Net (payments) borrowings on revolving credit loans - existing credit agreement   | -                | (23,200)         | 23,200           |
| Term debt borrowings  | -                | 22,938           | 1,175,000        |
| Note borrowings   | -                | -                | 399,383          |
| Derivative settlement   | (50,450)         | -                | -                |
| Term debt payments, including early termination penalties                         | (25,000)         | (23,900)         | (1,566,890)      |
| Distributions paid to partners  | (88,813)         | (55,347)         | (13,834)         |
| Payment of debt issuance costs  | -                | (21,214)         | (43,264)         |
| Exercise of limited partnership unit options                                      | 76               | 5                | 7                |
| Excess tax benefit from unit-based compensation expense                           | 1,208            | -                | -                |
| Net cash for financing activities   | <u>(162,979)</u> | <u>(100,718)</u> | <u>(112,698)</u> |
| <b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>               | <u>526</u>       | <u>(1,510)</u>   | <u>126</u>       |
| <b>CASH AND CASH EQUIVALENTS</b>  |                  |                  |                  |
| Net increase (decrease) for the year  | 43,306           | 25,759           | (2,163)          |
| Balance, beginning of year  | 35,524           | 9,765            | 11,928           |
| Balance, end of year  | <u>\$ 78,830</u> | <u>\$ 35,524</u> | <u>\$ 9,765</u>  |
| <b>SUPPLEMENTAL INFORMATION</b>   |                  |                  |                  |
| Cash payments for interest expense  | \$ 101,883       | \$ 153,326       | \$ 129,815       |
| Interest capitalized  | 1,322            | 1,835            | 1,343            |
| Cash payments for income taxes, net of refunds                                    | 1,783            | 6,135            | 19,074           |

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

**CEDAR FAIR, L.P.**  
**CONSOLIDATED STATEMENTS OF PARTNERS' EQUITY**  
(In thousands, except per unit amounts)

| <u>For the years ended December 31,</u>  | <u>2012</u>       | <u>2011</u>       | <u>2010</u>       |
|--|-------------------|-------------------|-------------------|
|  | (As restated)     | (As restated)     |                   |
| <b>Limited Partnership Units Outstanding</b>   |                   |                   |                   |
| Beginning balance  | 55,346            | 55,334            | 55,234            |
| Limited partnership unit options exercised   | 16                | -                 | 42                |
| Issuance of limited partnership units as compensation                                    | 256               | 12                | 58                |
|  | <u>55,618</u>     | <u>55,346</u>     | <u>55,334</u>     |
| <b>Limited Partners' Equity</b>  |                   |                   |                   |
| Beginning balance  | \$ 160,068        | \$ 150,047        | \$ 195,831        |
| Net income (loss)  | 101,856           | 65,295            | (33,052)          |
| Partnership distribution declared (2012 - \$1.60; 2011 - \$1.00; 2010 - \$0.25)          | (88,813)          | (55,347)          | (13,834)          |
| Income recognized for limited partnership unit options                                   | 345               | (239)             | (89)              |
| Limited partnership unit options exercised   | 76                | 5                 | 7                 |
| Tax effect of units involved in option exercises and treasury unit transactions          | 1,208             | 127               | 545               |
| Issuance of limited partnership units as compensation                                    | 2,920             | 180               | 639               |
|  | <u>177,660</u>    | <u>160,068</u>    | <u>150,047</u>    |
| <b>General Partner's Equity</b>  |                   |                   |                   |
| Beginning balance  | -                 | (1)               | (1)               |
| Partnership distribution declared  | -                 | -                 | -                 |
| Net income   | 1                 | 1                 | -                 |
|  | <u>1</u>          | <u>1</u>          | <u>-</u>          |
|  | <u>1</u>          | <u>-</u>          | <u>(1)</u>        |
| <b>Special L.P. Interests</b>  | <u>5,290</u>      | <u>5,290</u>      | <u>5,290</u>      |
| <b>Accumulated Other Comprehensive Income (Loss)</b>                                     |                   |                   |                   |
| Cumulative foreign currency translation adjustment:                                      |                   |                   |                   |
| Beginning balance  | (3,120)           | (4,053)           | 2,422             |
| Current year activity, net of tax ((-\$213) in 2012, \$245 in 2011, (\$2,952) in 2010)   | 369               | 933               | (6,475)           |
|  | <u>(2,751)</u>    | <u>(3,120)</u>    | <u>(4,053)</u>    |
| Unrealized loss on cash flow hedging derivatives:  |                   |                   |                   |
| Beginning balance  | (25,888)          | (29,655)          | (89,703)          |
| Current year activity, net of tax ((-\$210) in 2012, \$5,508 in 2011, (\$5,825) in 2010) | 139               | 3,767             | 60,048            |
|  | <u>(25,749)</u>   | <u>(25,888)</u>   | <u>(29,655)</u>   |
|  | <u>(28,500)</u>   | <u>(29,008)</u>   | <u>(33,708)</u>   |
| <b>Total Partners' Equity</b>  | <u>\$ 154,451</u> | <u>\$ 136,350</u> | <u>\$ 121,628</u> |

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

## Notes To Consolidated Financial Statements

### (1) Restatement of Consolidated Financial Statements:

We have made one correction to the 2010 financial statements, two separate corrections to the 2011 financial statements and one correction to the 2012 financial statements relating to our use of the composite depreciation method.

- The first correction to the 2011 and 2010 financial statements—which was reflected in our Original 2012 Form 10-K—related to a misapplication of the composite depreciation method. Upon the normal retirement of an asset within a composite group, our practice generally had been to extend the depreciable life of that composite group beyond its original estimated useful life. In conjunction with the preparation of our financial statements in 2012, management determined that this methodology was not appropriate. As a result, we revised the useful lives of our composite groups to their original estimated useful life (ascribed upon acquisition) and corrected previously computed depreciation expense (and accumulated depreciation). These adjustments are shown in the tables below under the heading “immaterial correction.” We titled such amount immaterial because we had originally evaluated the amount and nature of these adjustments and concluded that they were not material to either our prior annual or quarterly financial statements.
- The second correction, which impacts the 2011 and 2012 financial statements—reflects a determination subsequent to our Original 2012 Form 10-K filing that a disposition from our composite group of assets was considered to be unusual. In certain situations under the composite method, disposals are considered unusual and, accordingly, losses are not included in the composite depreciation pool but are rather charged immediately to expense. In 2013, the Partnership’s initial determination of whether a specific asset retired under the composite method of depreciation in 2011 was normal was reviewed in connection with responding to an open SEC comment letter. We ultimately concluded that such disposition was unusual and that a \$8.8 million charge should be reflected in the 2011 financial statements. The financial statements are being restated herein to make this correction (and the related adjustments are shown in the table below under the heading “Restatement.”)

The tables below reflect the impact on the financial statements of all of the above described corrections. The “As originally filed” amounts in the 2011 and 2010 columns represent amounts as filed in the Partnership’s Original 2011 Form 10-K filed on February 29, 2012. The “As originally filed” amounts in the 2012 columns represent amounts as filed in the Partnership’s Original 2012 Form 10-K filed on February 25, 2013. The “As restated with immaterial correction” amounts in the 2011 and 2010 columns represent amounts as filed in the Partnership’s Original 2012 Form 10-K filed on February 25, 2013.

| Balance Sheets<br>(In thousands)       | <u>12/31/2012</u>    | <u>12/31/2011</u>    |
|--|----------------------|----------------------|
| Accumulated depreciation               |                      |                      |
| As originally filed                    | \$(1,154,456)        | \$(1,044,589)        |
| Immaterial correction                  | -                    | (18,599)             |
| As restated with immaterial correction | (1,154,456)          | (1,063,188)          |
| Restatement                            | (7,757)              | (8,790)              |
| As restated                            | <u>\$(1,162,213)</u> | <u>\$(1,071,978)</u> |
| Total assets                           |                      |                      |
| As originally filed                    | \$ 2,027,622         | \$ 2,074,557         |
| Immaterial correction                  | -                    | (18,599)             |
| As restated with immaterial correction | 2,027,622            | 2,055,958            |
| Restatement                            | (7,757)              | (8,790)              |
| As restated                            | <u>\$ 2,019,865</u>  | <u>\$ 2,047,168</u>  |
| Deferred Tax Liability                 |                      |                      |
| As originally filed                    | \$ 156,740           | \$ 135,446           |
| Immaterial correction                  | -                    | (1,679)              |
| As restated with immaterial correction | 156,740              | 133,767              |
| Restatement                            | (2,948)              | (3,340)              |
| As restated                            | <u>\$ 153,792</u>    | <u>\$ 130,427</u>    |
| Limited Partners’ Equity               |                      |                      |
| As originally filed                    | \$ 182,469           | \$ 182,438           |
| Immaterial correction                  | -                    | (16,920)             |
| As restated with immaterial correction | 182,469              | 165,518              |
| Restatement                            | (4,809)              | (5,450)              |
| As restated                            | <u>\$ 177,660</u>    | <u>\$ 160,068</u>    |

Statements of Operations and Comprehensive Income  
For the years ended December 31,

(In thousands, except per unit amounts)

|  | <u>2012</u>      | <u>2011</u>      | <u>2010</u>       |
|--|------------------|------------------|-------------------|
| Depreciation and amortization                        |                  |                  |                   |
| As originally filed                                  | \$127,339        | \$123,805        | \$126,796         |
| Immaterial correction                                | -                | 2,032            | 2,060             |
| As restated with immaterial correction               | 127,339          | 125,837          | 128,856           |
| Restatement  | (1,033)          | -                | -                 |
| As restated  | <u>\$126,306</u> | <u>\$125,837</u> | <u>\$128,856</u>  |
| Loss on impairment / retirement of fixed assets, net |                  |                  |                   |
| As originally filed                                  | \$ 30,336        | \$ 2,565         | \$ 62,752         |
| Immaterial correction                                | -                | -                | -                 |
| As restated with immaterial correction               | 30,336           | 2,565            | 62,752            |
| Restatement  | -                | 8,790            | -                 |
| As restated  | <u>\$ 30,336</u> | <u>\$ 11,355</u> | <u>\$ 62,752</u>  |
| Income (loss) before tax                             |                  |                  |                   |
| As originally filed                                  | \$132,581        | \$ 83,995        | \$(28,322)        |
| Immaterial correction                                | -                | (2,032)          | (2,060)           |
| As restated with immaterial correction               | 132,581          | 81,963           | (30,382)          |
| Restatement  | 1,033            | (8,790)          | -                 |
| As restated  | <u>\$133,614</u> | <u>\$ 73,173</u> | <u>\$(30,382)</u> |
| Provision (benefit) for taxes                        |                  |                  |                   |
| As originally filed                                  | \$ 31,365        | \$ 11,837        | \$ 3,245          |
| Immaterial correction                                | -                | (620)            | (575)             |
| As restated with immaterial correction               | 31,365           | 11,217           | 2,670             |
| Restatement  | 392              | (3,340)          | -                 |
| As restated  | <u>\$ 31,757</u> | <u>\$ 7,877</u>  | <u>\$ 2,670</u>   |
| Net income (loss)                                    |                  |                  |                   |
| As originally filed                                  | \$101,216        | \$ 72,158        | \$(31,567)        |
| Immaterial correction                                | -                | (1,412)          | (1,485)           |
| As restated with immaterial correction               | 101,216          | 70,746           | (33,052)          |
| Restatement  | 641              | (5,450)          | -                 |
| As restated  | <u>\$101,857</u> | <u>\$ 65,296</u> | <u>\$(33,052)</u> |
| Basic earnings per limited partner unit:             |                  |                  |                   |
| As originally filed                                  | \$ 1.82          | \$ 1.30          | \$ (0.57)         |
| Immaterial correction                                | -                | (0.02)           | (0.03)            |
| As restated with immaterial correction               | 1.82             | 1.28             | (0.60)            |
| Restatement  | 0.01             | (0.10)           | -                 |
| As restated  | <u>\$ 1.83</u>   | <u>\$ 1.18</u>   | <u>\$ (0.60)</u>  |
| Diluted earnings per limited partner unit:           |                  |                  |                   |
| As originally filed                                  | \$ 1.81          | \$ 1.29          | \$ (0.57)         |
| Immaterial correction                                | -                | (0.02)           | (0.03)            |
| As restated with immaterial correction               | 1.81             | 1.27             | (0.60)            |
| Restatement  | 0.01             | (0.10)           | -                 |
| As restated  | <u>\$ 1.82</u>   | <u>\$ 1.17</u>   | <u>\$ (0.60)</u>  |

## **(2) Partnership Organization:**

Cedar Fair, L.P. (together with its affiliated companies, the “Partnership”) is a Delaware limited partnership that commenced operations in 1983 when it acquired Cedar Point, Inc., and became a publicly traded partnership in 1987. The Partnership’s general partner is Cedar Fair Management, Inc., an Ohio corporation (the “General Partner”) whose shares are held by an Ohio trust. The General Partner owns a 0.001% interest in the Partnership’s income, losses and cash distributions, except in defined circumstances, and has full responsibility for management of the Partnership. At December 31, 2012 there were 55,617,901 outstanding limited partnership units listed on The New York Stock Exchange, net of 1,444,082 units held in treasury. During 2012, 1,500,000 limited partnership units were issued into treasury in accordance with the 2008 Omnibus Incentive Plan. Units totaling 271,614 were subsequently issued for option exercises and as compensation. At December 31, 2011, there were 55,346,287 outstanding limited partnership units listed, net of 215,696 units held in treasury.

The General Partner may, with the approval of a specified percentage of the limited partners, make additional capital contributions to the Partnership, but is only obligated to do so if the liabilities of the Partnership cannot otherwise be paid or there exists a negative balance in its capital account at the time of its withdrawal from the Partnership. The General Partner, in accordance with the terms of the Partnership Agreement, is required to make regular cash distributions on a quarterly basis of all the Partnership’s available cash, as defined in the Partnership Agreement. In accordance with the Partnership agreement and restrictions within the Partnership’s Amended 2010 Credit Agreement, the General Partner paid \$1.60 per limited partner unit in distributions, or approximately \$88.8 million in aggregate, in 2012.

## **(3) Summary of Significant Accounting Policies:**

The following policies are used by the Partnership in its preparation of the accompanying consolidated financial statements.

**Principles of Consolidation** The consolidated financial statements include the accounts of the Partnership and its subsidiaries, all of which are wholly owned. Intercompany transactions and balances are eliminated in consolidation.

**Foreign Currency** The financial statements of the Partnership’s Canadian subsidiary are measured using the Canadian dollar as its functional currency. Assets and liabilities are translated into U.S. dollars at current currency exchange rates, while income and expenses are translated at average monthly currency exchange rates. Translation gains and losses are included as components of accumulated other comprehensive loss in partners’ equity.

In 2012, the Partnership recognized a \$9.0 million benefit to earnings for unrealized/realized foreign currency gains, \$9.2 million of which represented an unrealized foreign currency gain on the U.S.-dollar denominated debt held at its Canadian property. In 2011, the Partnership recognized a \$9.9 million charge to earnings for unrealized/realized foreign currency losses, \$8.8 million of which represented an unrealized foreign currency loss on the U.S.-dollar denominated notes held at its Canadian property. All other transaction gains and losses included in the 2012, 2011 and 2010 consolidated statements of operations were not material.

**Segment Reporting** Each of the Partnership’s parks operates autonomously, and management reviews operating results, evaluates performance and makes operating decisions, including the allocation of resources, on a property-by-property basis. In addition to reviewing and evaluating performance of the business at the individual park level, the structure of the Partnership’s management incentive compensation systems are centered around the operating results of each park as an integrated operating unit. Therefore, each park represents a separate operating segment of the Partnership’s business. Although the Partnership manages its parks with a high degree of autonomy, each park offers and markets a similar collection of products and services to similar customers. In addition, the parks all have similar economic characteristics, in that they all show similar long-term growth trends in key industry metrics such as attendance, guest per capita spending, net revenue, operating costs and operating profit. Therefore, the Partnership operates within the single reportable segment of amusement/water parks with accompanying resort facilities.

**Estimates** The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during each period. Actual results could differ from those estimates.

**Cash and Cash Equivalents** The Partnership considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents.

**Inventories** The Partnership’s inventories primarily consist of purchased products, such as merchandise and food, for sale to its customers. Inventories are stated at the lower of cost or market using the first-in, first-out (FIFO) or average cost methods of accounting at the park level.

**Property and Equipment** Property and equipment are recorded at cost. Expenditures made to maintain such assets in their original operating condition are expensed as incurred, and improvements and upgrades are generally capitalized. Depreciation is computed on a straight-line basis over the estimated useful lives of the assets. The composite method is used for the group of assets acquired as a whole in 1983, as well as for the groups of like assets of each subsequent business acquisition. The unit method is used for all individual assets purchased. Depreciation expense totaled \$126.3 million in 2012, \$125.8 million in 2011, and \$128.9 million in 2010. As a result of the retirements and impairments of fixed assets at our parks in 2012, a total of \$30.3 million was charged to earnings and was recorded in “Loss on impairment / retirement of fixed assets, net” on the consolidated statements of operations. This amount includes a \$25.0 million charge for the impairment of assets at Wildwater Kingdom as discussed in Note 4. As a result of the sale of two non-core assets, \$6.6 million was recorded in “Gain on sale of other assets” on the consolidated statement of operations and comprehensive income.

Under the composite depreciation method, assets with similar estimated lives are grouped together and the several pools of assets are depreciated on an aggregate basis. No gain or loss is recognized on normal retirements of composite assets. Instead, the net book value of a retired asset reduces accumulated depreciation for the composite group. Unusual retirements of composite assets could result in the recognition of a gain or loss. Under the unit method of depreciation, individual assets are depreciated over their estimated useful lives, with gains and losses on all asset retirements recognized currently in income.

As a result of the unusual retirement of a ride from a composite group at one of the parks in 2011, \$8.8 million of net book value has been recorded in Loss on impairment/retirement of fixed assets, net.

The weighted average useful lives combining both methods are approximately:

|                   |          |
|-------------------|----------|
| Land improvements | 21 years |
| Buildings         | 25 years |
| Rides             | 18 years |
| Equipment         | 9 years  |

The Partnership has determined that it is preferable to change from the composite method of depreciation to the unit method of depreciation with the change being effective January 1, 2013. The Partnership believes that pursuant to generally accepted accounting principles, changing from the composite method of depreciation to the unit method of depreciation is a change in accounting estimate that is effected by a change in accounting principle, which should be accounted for prospectively. This prospective application will result in the discontinuance of the composite method of depreciation for all prior acquisitions with the existing net book value of each composite pool allocated to the remaining individual assets (units) in that pool with each unit assigned an appropriate remaining useful life on an individual unit basis. Once under the unit method of depreciation, all gains or losses on prospective asset retirements will be reflected in earnings rather than any such items accounted for as adjustments to accumulated depreciation, which is the case for normal retirements under the composite method of depreciation. The Partnership does not believe such a change will have a material effect on the consolidated financial position or cash flows in future periods, but it is possible that future asset retirements could have a material impact on earnings in the periods such items occur.

**Impairment of Long-Lived Assets** Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 360 “Property, Plant, and Equipment” requires that long-lived assets be reviewed for impairment upon the occurrence of events or changes in circumstances that would indicate that the carrying value of the assets may not be recoverable. An impairment loss may be recognized when estimated undiscounted future cash flows expected to result from the use of the asset, including disposition, are less than the carrying value of the asset. The measurement of the impairment loss to be recognized is based on the difference between the fair value and the carrying amounts of the assets. Fair value is generally determined based on a discounted cash flow analysis. In order to determine if an asset has been impaired, assets are grouped and tested at the lowest level for which identifiable, independent cash flows are available.

**Goodwill** FASB ASC 350 “Intangibles—Goodwill and Other” requires that goodwill no longer be amortized, but instead be tested for impairment. An impairment charge would be recognized for the amount, if any, by which the carrying amount of goodwill exceeds its implied fair value. The fair value of a reporting unit and the related implied fair value of its respective goodwill are established using a combination of an income (discounted cash flow) approach and market approach. Goodwill is reviewed annually for impairment, or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. All of the Partnership’s goodwill is allocated to its reporting units and goodwill impairment tests are performed at the reporting unit level. As discussed in Note 5, during 2010 the Partnership changed the testing date for its annual goodwill impairment tests from April 1 and October 1 to December 31 each year. The Partnership performed its annual goodwill impairment tests as of December 31, 2012 and concluded there was no impairment of the carrying value of the goodwill.

**Other Intangible Assets** The Partnership's other intangible assets consist primarily of trade-names and license and franchise agreements. The Partnership assesses the indefinite-lived trade-names for impairment separately from goodwill. After considering the expected use of the trade-names and reviewing any legal, regulatory, contractual, obsolescence, demand, competitive or other economic factors that could limit the useful lives of the trade-names, in accordance with FASB ASC 350, the Partnership determined that the trade-names had indefinite lives. Pursuant to FASB ASC 350, indefinite-lived intangible assets are no longer amortized, but rather are reviewed, along with goodwill, annually for impairment or more frequently if impairment indicators arise. The Partnership's license and franchise agreements are amortized over the life of the agreement, generally ranging from five to twenty years.

**Self-Insurance Reserves** Reserves are recorded for the estimated amounts of guest and employee claims and expenses incurred each period that are not covered by insurance. Reserves are established for both identified claims and incurred but not reported (IBNR) claims. Such amounts are accrued for when claim amounts become probable and estimable. Reserves for identified claims are based upon the Partnership's own historical claims experience and third-party estimates of settlement costs. Reserves for IBNR claims, which are not material to our consolidated financial statements, are based upon the Partnership's own claims data history, as well as industry averages. All reserves are periodically reviewed for changes in facts and circumstances and adjustments are made as necessary. At December 31, 2012 and 2011 the accrued reserves totaled \$23.9 million and \$21.2 million, respectively.

**Derivative Financial Instruments** The Partnership is exposed to market risks, primarily resulting from changes in interest rates and currency exchange rates. To manage these risks, it may enter into derivative transactions pursuant to its overall financial risk management program. The Partnership has only limited involvement with derivative financial instruments and does not use them for trading purposes.

The Partnership accounts for the use of derivative financial instruments according to FASB ASC 815 "Derivatives and Hedging". For derivative instruments that hedge the exposure of variability in short-term rates, designated as cash flow hedges, the effective portion of the change in fair value of the derivative instrument is reported as a component of "Other comprehensive income (loss)" and reclassified into earnings in the period during which the hedged transaction affects earnings. For the ineffective portion of a derivative, the change in fair value, if any, is reported in "Net effect of swaps" in earnings together with the changes in fair value of derivatives not designated as hedges. Derivative financial instruments used in hedging transactions are assessed both at inception and quarterly thereafter to ensure they are effective in offsetting changes in either the fair value or cash flows of the related underlying exposures.

**Revenue Recognition** Revenues on multi-day admission tickets are recognized over the estimated number of visits expected for each type of ticket, and are adjusted periodically during the season. All other revenues are recognized on a daily basis based on actual guest spending at the Partnership's facilities, or over the park operating season in the case of certain marina revenues and certain sponsorship revenues. Revenues on admission tickets for the next operating season, including season passes, are deferred in the year received and recognized as revenue in the following operating season.

Admission revenues include amounts paid to gain admission into our parks, including parking fees. Revenues related to extra-charge attractions, including our premium benefit offerings, are included in Accommodations and other revenue.

**Advertising Costs** The Partnership expenses all costs associated with its advertising, promotion and marketing programs over each park's operating season, including certain costs incurred prior to the season that are amortized over the season. Advertising expense totaled \$55.4 million in 2012, \$53.0 million in 2011 and \$51.8 million in 2010. Certain costs incurred through year-end for the following year's advertising programs are included in prepaid expenses.

**Unit-Based Compensation** The Partnership accounts for unit-based compensation in accordance with FASB ASC 718-20 "Compensation—Stock Compensation" which requires measurement of compensation cost for all equity-based awards at fair value on the date of grant and recognition of compensation over the service period for awards expected to vest. The Partnership uses a binomial option-pricing model for all grant date estimations of fair value.

**Income Taxes** The Partnership's legal structure includes both partnerships and corporate subsidiaries. As a publicly traded partnership, the Partnership is subject to an entity-level tax (the "PTP tax"). Accordingly, the Partnership itself is not subject to corporate income taxes; rather, the Partnership's tax attributes (except those of the corporate subsidiaries) are included in the tax returns of its partners. The Partnership's corporate subsidiaries are subject to entity-level income taxes.

Neither the Partnership's financial reporting income, nor the cash distributions to unitholders, can be used as a substitute for the detailed tax calculations that the Partnership must perform annually for its partners. Net income from the Partnership is not treated as "passive income" for federal income tax purposes. As a result, partners subject to the passive activity loss rules are not permitted to offset income from the Partnership with passive losses from other sources.

The Partnership's corporate subsidiaries account for income taxes under the asset and liability method. Accordingly, deferred tax assets and liabilities are recognized for the future book and tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are determined using enacted tax rates expected to apply in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income at the time of enactment of such change in tax rates. Any interest or penalties due for payment of income taxes are included in the provision for income taxes. The Partnership's total provision for taxes includes PTP taxes owed (see Note 10).

**Earnings Per Unit** For purposes of calculating the basic and diluted earnings per limited partner unit, no adjustments have been made to the reported amounts of net income (loss). The unit amounts used are as follows:

|   | <u>2012</u>          | <u>2011</u>          | <u>2010</u>      |
|---|----------------------|----------------------|------------------|
| <i>(In thousands except per unit amounts)</i> | <i>(As restated)</i> | <i>(As restated)</i> |                  |
| Basic weighted average units outstanding      | 55,518               | 55,345               | 55,316           |
| Effect of dilutive units:                     |                      |                      |                  |
| Unit options (Note 8)                         | 43                   | -                    | -                |
| Phantom units (Note 8)                        | 334                  | 541                  | -                |
| Diluted weighted average units outstanding    | <u>55,895</u>        | <u>55,886</u>        | <u>55,316</u>    |
| Net income (loss) per unit - basic            | <u>\$ 1.83</u>       | <u>\$ 1.18</u>       | <u>\$ (0.60)</u> |
| Net income (loss) per unit - diluted          | <u>\$ 1.82</u>       | <u>\$ 1.17</u>       | <u>\$ (0.60)</u> |

Weighted average unit options of 11,600, 63,000, and 304,000 were excluded from the diluted earnings per unit calculation as they were anti-dilutive for 2012, 2011, and 2010, respectively.

#### **Accounting pronouncements**

In June 2011, the FASB issued ASU 2011-05, "Presentation of Comprehensive Income," which requires that an entity report comprehensive income in either a single continuous statement of comprehensive income which contains two sections, net income and other comprehensive income, or in two separate but continuous statements. ASU 2011-05 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Partnership adopted ASU 2011-05 and it did not have a material impact on its consolidated financial statements.

In September 2011, the FASB issued ASU 2011-08, "Intangibles—Goodwill and Other," which gives an entity the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step goodwill impairment test. If an entity believes, as a result of its qualitative assessment, that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, the two-step goodwill impairment test is required. ASU 2011-08 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Partnership adopted this guidance and there was no impact the Partnership's consolidated financial statements.

In May 2011, the FASB issued an amendment to the fair value measurement guidance and disclosure requirements that established common U.S. Generally Accepted Accounting Principles ("GAAP") and International Financial Reporting Standards ("IFRS") measurement and reporting standards. The new requirements were effective for the first interim or annual period beginning after December 15, 2011 and were to be applied prospectively. The Partnership adopted the new requirements in the first quarter of 2012 and the adoption of this guidance did not have a material effect on its consolidated financial position, results of operations, or cash flows.

On February 5, 2013 the FASB issued an amendment to the disclosure requirements for reporting reclassifications out of accumulated other comprehensive income ("AOCI"). The update is effective for the first interim or annual period beginning after December 15, 2012. The new amendments require presentation, either on the statement of income or in the notes, of the effect on the line items of net income of significant amounts reclassified out of AOCI directly to net income in their entirety in the same reporting period. The update also requires the new disclosure to be cross referenced to other disclosures currently required under U.S. GAAP in the financial statements. The Partnership will adopt the new requirements in the first quarter of 2013 and it is not expected to have a material effect on its consolidated financial position, results of operations or cash flows.

**Reclassifications** Certain prior year balances have been reclassified to conform with current year presentation.

#### **(4) Long-Lived Assets:**

Long-lived assets are reviewed for impairment upon the occurrence of events or changes in circumstances that would indicate that the carrying value of the assets may not be recoverable. In order to determine if an asset has been impaired, assets are grouped and tested at the lowest level for which identifiable, independent cash flows are available. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include, among others: a significant decline in expected future cash flows; a sustained, significant decline in equity price and market capitalization; a significant adverse change in legal factors or in the business climate; unanticipated competition; and slower growth rates. Any adverse change in these factors could have a significant impact on the recoverability of these assets and could have a material impact on our consolidated financial statements.

The long-lived asset impairment test involves a two-step process. The first step is a comparison of each asset group's carrying value to its estimated undiscounted future cash flows expected to result from the use of the assets, including disposition. Projected future cash flows reflect management's best estimates of economic and market conditions over the projected period, including growth rates in revenues and costs, estimates of future expected changes in operating margins and cash expenditures. Other significant estimates and assumptions include terminal value growth rates and future estimates of capital expenditures. If the carrying value of the asset group is higher than its undiscounted future cash flows, there is an indication that impairment exists and the second step must be performed to measure the amount of impairment loss. The amount of impairment is determined by comparing the implied fair value of the asset group to its carrying value in a manner consistent with the highest and best use of those assets. The Partnership estimates fair value of operating assets using an income (discounted cash flows) approach, which uses an asset group's projection of estimated operating results and cash flows that is discounted using a weighted-average cost of capital reflective of current market conditions. If the implied fair value of the assets is less than their carrying value, an impairment charge is recorded for the difference.

Non-operating assets are evaluated for impairment based on changes in market conditions. When changes in market conditions are observed, impairment is estimated using a market-based approach. If the estimated fair value of the non-operating assets is less than their carrying value, an impairment charge is recorded for the difference.

At the end of the third quarter of 2012, the Partnership concluded based on 2012 operating results through the third quarter and updated forecasts, that a review of the carrying value of operating long-lived assets at Wildwater Kingdom was warranted. After performing its review, the Partnership determined that a portion of the park's fixed assets were impaired. Also, at the end of the third quarter of 2012, the Partnership concluded that market conditions had changed on the adjacent non-operating land of Wildwater Kingdom. After performing its review of the updated market value of the land, the Partnership determined the land was impaired. The Partnership recognized a total of \$25.0 million of non-operating and operating fixed-asset impairment during the third quarter of 2012 which was recorded in "Loss on impairment / retirement of fixed assets, net" on the consolidated statement of operations and comprehensive income.

At the end of the fourth quarter of 2010, the Partnership concluded based on 2010 operating results, as well as updated forecasts, that a review of the carrying value of long-lived assets at California's Great America was warranted. After performing its review, the Partnership determined that a portion of the park's fixed assets, the majority of which were originally recorded with the PPI acquisition, were impaired. As a result, the Partnership recognized \$62.0 million of fixed-asset impairment during the fourth quarter of 2010 which is recorded in "Loss on impairment / retirement of fixed assets, net" on the consolidated statement of operations and comprehensive income.

#### **(5) Goodwill and Other Intangible Assets:**

Goodwill and other indefinite-lived intangible assets, including trade-names, are reviewed for impairment annually, or more frequently if indicators of impairment exist. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include, among others: a significant decline in expected future cash flows; a sustained, significant decline in equity price and market capitalization; a significant adverse change in legal factors or in the business climate; unanticipated competition; the testing for recoverability of a significant asset group within a reporting unit; and slower growth rates. Any adverse change in these factors could have a significant impact on the recoverability of these assets and could have a material impact on our consolidated financial statements.

The goodwill impairment test involves a two-step process. The first step is a comparison of each reporting unit's fair value to its carrying value. The Partnership estimates fair value using both an income (discounted cash flows) and market approach. The income approach uses a reporting unit's projection of estimated operating results and cash flows that is discounted using a weighted-average cost of capital that reflects current market conditions. The projection uses management's best estimates of economic and market

conditions over the projected period including growth rates in revenues and costs, estimates of future expected changes in operating margins and cash expenditures. Other significant estimates and assumptions include terminal value growth rates, future estimates of capital expenditures and changes in future working capital requirements. A market approach estimates fair value by applying cash flow multiples to the reporting unit's operating performance. The multiples are derived from comparable publicly traded companies with similar operating and investment characteristics of the reporting units.

If the carrying value of the reporting unit is higher than its fair value, there is an indication that impairment may exist and the second step must be performed to measure the amount of impairment loss. The amount of impairment is determined by comparing the implied fair value of reporting unit goodwill to the carrying value of the goodwill in the same manner as if the reporting unit was being acquired in a business combination. If the implied fair value of goodwill is less than the recorded goodwill, an impairment charge is recorded for the difference.

A relief-from-royalty model is used to determine whether the fair value of trade-names exceed their carrying amounts. The fair value of the trade-names is determined as the present value of fees avoided by owning the respective trade-name.

Until December 2010, goodwill related to parks acquired prior to 2006 was tested for impairment as of October 1, while goodwill and other indefinite-lived intangibles, including trade-name intangibles, related to the Paramount Parks (PPI) acquisition in 2006 were tested annually for impairment as of April 1. Effective in December 2010, the Partnership changed the date of its annual goodwill impairment tests from April 1 and October 1 to December 31 to more closely align the impairment testing procedures with its long-range planning and forecasting process, which occurs in the fourth quarter each year. The Partnership believes the change is preferable since the long-term cash flow projections are a key component in performing its annual impairment tests of goodwill. In addition, the Partnership changed the date of its annual impairment test for other indefinite-lived intangibles from April 1 to December 31.

The Partnership tested goodwill and other indefinite-lived intangibles for impairment on December 31, 2012 and no impairment was indicated. During 2010, the Partnership tested goodwill for impairment as of April 1, 2010 or October 1, 2010, as applicable, and again as of December 31, 2010. The tests indicated no impairment of goodwill as of any of those dates. During 2010, the Partnership tested other indefinite-lived intangibles for impairment as of April 1, 2010 and December 31, 2010. After performing the April 1, 2010 impairment test, it was determined that a portion of trade-names at certain PPI parks were impaired as the carrying values of those trade-names exceeded their fair values. As a result the Partnership recognized \$1.4 million of trade-name impairment during the second quarter of 2010. This impairment was driven mainly by an increase in the Partnership's cost of capital in 2010 and lower projected growth rates for certain parks as of the test date. After performing the December 31, 2010 test of indefinite-lived intangibles, it was determined that a portion of the trade-names at Great America, originally recorded with the PPI acquisition, were impaired. As a result, the Partnership recognized \$0.9 million of additional trade-name impairment during the fourth quarter of 2010 which is recorded in "Loss on impairment of goodwill and other intangibles" on the consolidated statement of operations and comprehensive income.

The change in accounting principle related to changing the annual goodwill impairment testing date did not delay, accelerate, avoid or cause an impairment charge. As it was impracticable to objectively determine operating and valuation estimates for periods prior to December 31, 2010, the Partnership has prospectively applied the change in the annual goodwill impairment testing date from December 31, 2010.

A summary of changes in the Partnership's carrying value of goodwill is as follows:

|                                       | Goodwill<br>(gross) | Accumulated<br>Impairment<br>Losses | Goodwill<br>(net) |
|---------------------------------------|---------------------|-------------------------------------|-------------------|
| <i>(In thousands)</i>                 |                     |                                     |                   |
| Balance at December 31, 2010          | \$326,127           | \$(79,868)                          | \$246,259         |
| Foreign currency exchange translation | (2,769)             | -                                   | (2,769)           |
| Balance at December 31, 2011          | 323,358             | (79,868)                            | 243,490           |
| Foreign currency exchange translation | 2,731               | -                                   | 2,731             |
| Balance at December 31, 2012          | <u>\$326,089</u>    | <u>\$(79,868)</u>                   | <u>\$246,221</u>  |

The Partnership's other intangible assets consisted of the following at December 31, 2012 and 2011:

|                                | Weighted<br>Average<br>Amortization<br>Period | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Value |
|--------------------------------|---|-----------------------------|-----------------------------|--------------------------|
| <i>(Amounts in thousands)</i>  |   |                             |                             |                          |
| <u>December 31, 2012</u>       |   |                             |                             |                          |
| Other intangible assets:       |   |                             |                             |                          |
| Trade names                    | -   | \$40,222                    | \$ -                        | \$40,222                 |
| License / franchise agreements | <u>14.3 years</u>                             | <u>790</u>                  | <u>360</u>                  | <u>430</u>               |
| Total other intangible assets  | <u>14.3 years</u>                             | <u>\$41,012</u>             | <u>\$360</u>                | <u>\$40,652</u>          |
| <u>December 31, 2011</u>       |   |                             |                             |                          |
| Other intangible assets:       |   |                             |                             |                          |
| Trade names                    | -   | \$39,835                    | \$ -                        | \$39,835                 |
| License / franchise agreements | <u>15.0 years</u>                             | <u>760</u>                  | <u>322</u>                  | <u>438</u>               |
| Total other intangible assets  | <u>15.0 years</u>                             | <u>\$40,595</u>             | <u>\$322</u>                | <u>\$40,273</u>          |

Amortization expense of other intangible assets for 2012, 2011, and 2010 was \$38,000, \$58,000, and \$73,000, respectively. Amortization expense of other intangible assets held at December 31, 2012, is expected to total less than \$50,000 in each of the years 2013-2017.

#### (6) Long-Term Debt:

Long-term debt at December 31, 2012 and 2011:

| <i>(In thousands)</i>   | <u>2012</u>        | <u>2011</u>        |
|---|--------------------|--------------------|
| Revolving credit facility (due 2015)  | \$ -               | \$ -               |
| Term debt <sup>(1)</sup>  |                    |                    |
| February 2011 Amended U.S. term loan averaging 4.0% at 2011 (due 2011-2017) | 1,131,100          | 1,156,100          |
| Notes   |                    |                    |
| July 2010 U.S. fixed rate note at 9.125% (due 2018)                         | <u>401,080</u>     | <u>400,279</u>     |
|   | 1,532,180          | 1,556,379          |
| Less: current portion   | <u>-</u>           | <u>15,921</u>      |
|   | <u>\$1,532,180</u> | <u>\$1,540,458</u> |

(1) These average interest rates do not reflect the effect of interest rate swap agreements entered into on variable-rate term debt (see Note 7).

In July 2010, the Partnership issued \$405 million of 9.125% senior unsecured notes ("the notes"), maturing in 2018, in a private placement, including \$5.6 million of original issue discount to yield 9.375%. Concurrently with this offering, the Partnership entered into a new \$1,435.0 million credit agreement (the 2010 Credit Agreement), which includes a \$1,175.0 million senior secured term loan facility and a \$260.0 million senior secured revolving credit facility. The net proceeds from the offering of the notes, along with borrowings under the 2010 Credit Agreement, were used to repay in full all amounts outstanding under the Partnership's previous credit facilities. The facilities provided under the 2010 Credit Agreement are collateralized by substantially all of the assets of the Partnership.

In February 2011, the Partnership amended its 2010 Credit Agreement (as so amended, the "Amended 2010 Credit Agreement") to extend the maturity date of the U.S. term loan portion of the credit facilities by one year. The extended U.S. term loan matures in December 2017 and bears interest at a rate of LIBOR plus 300 bps, with a LIBOR floor of 100 bps. In May 2012, the Partnership prepaid \$16.0 million of long-term debt to meet its obligation under the Excess Cash Flow ("ECF") provision of the Credit Agreement. As a result of this prepayment as well as the August 2011 \$18.0 million debt prepayment and a \$9.0 million optional prepayment made in September 2012, the Partnership has no scheduled term-debt principal payments until the first quarter of 2015.

Cedar Fair, L.P., Canada’s Wonderland Company (“Cedar Canada”), and Magnum Management Corporation (“Magnum”) are the co-issuers of the notes and co-borrowers of the senior secured credit facilities. Both the notes and senior secured credit facilities have been fully and unconditionally guaranteed, on a joint and several basis, by each 100% owned subsidiary of Cedar Fair (other than Cedar Canada and Magnum). There are no non-guarantor subsidiaries.

**Revolving Credit Loans** Terms of the Amended 2010 Credit Agreement include a combined \$260.0 million facility. Under the agreement, the Canadian portion of the revolving credit facility has a limit of \$15.0 million U.S. denominated loans made under the revolving credit facility bear interest at a rate of LIBOR plus 400 basis points (bps) (with no LIBOR floor). Canadian denominated loans made under the Canadian portion of the facility also bear interest at a rate of LIBOR plus 400 bps (with no LIBOR floor). The revolving credit facility, which matures in July of 2015, also provides for the issuance of documentary and standby letters of credit. As of December 31, 2012, no borrowings under the revolving credit facility were outstanding and standby letters of credit totaled \$16.4 million. After letters of credit, the Partnership had \$243.6 million of available borrowings under its revolving credit facility as of December 31, 2012. The maximum outstanding balance during 2012 was \$187.1 million under the revolving credit facility. The Amended 2010 Credit Agreement requires the Partnership to pay a commitment fee of 50 bps per annum on the unused portion of the credit facilities.

**Term Debt** The credit facilities provided under the Amended 2010 Credit Agreement include a \$1,175.0 million U.S. term loan maturing on December 15, 2017. As of December 31, 2012, the U.S. term loan, bore interest at a rate of LIBOR plus 300 bps, with a LIBOR floor of 100 bps.

At December 31, 2012, the scheduled annual maturities of term debt were as follows (in thousands):

|                                 | <u>2013</u> | <u>2014</u> | <u>2015</u> | <u>2016</u> | <u>2017</u> | <u>Total</u> |
|---------------------------------|-------------|-------------|-------------|-------------|-------------|--------------|
| U.S. Term loan maturing in 2017 | \$ -        | \$ -        | \$10,100    | \$11,800    | \$1,109,200 | \$1,131,100  |

The fair value of the term debt at December 31, 2012, was approximately \$1,117.1 million, based on borrowing rates available as of that date to the Partnership on long-term debt with similar terms and maturities. The fair value of the term debt at December 31, 2011, was approximately \$1,159.3 million, based on borrowing rates available to the Partnership on long-term debt with similar terms and maturities at December 31, 2011.

The Partnership may prepay some or all of its term debt maturing in 2017 without premium or penalty at any time.

**Notes** The notes issued by the Partnership in July 2010 require semi-annual interest payments in February and August, with the principal due in full on August 1, 2018. The notes may be redeemed, in whole or in part, at any time prior to August 1, 2014 at a price equal to 100% of the principal amount of the notes redeemed plus a “make-whole” premium together with accrued and unpaid interest, if any, to the redemption date. Thereafter, the notes may be redeemed, in whole or in part, at various prices depending on the date redeemed. Prior to August 1, 2013, up to 35% of the notes may be redeemed with the net cash proceeds of certain equity offerings at 109.125%.

The fair value of the notes at December 31, 2012, was approximately \$353.8 million based on public trading levels as of that date. The fair value of the notes at December 31, 2011, was approximately \$368.1 million, based on public trading levels as of that date.

As market conditions warrant, the Partnership may from time to time repurchase debt securities issued by the Partnership, in privately negotiated or open market transactions, by tender offer, exchange offer or otherwise.

**Covenants** The 2010 Amended Credit Agreement requires the Partnership to maintain specified financial ratios, which if breached for any reason, including a decline in operating results due to economic or weather conditions, could result in an event of default under the agreement. The most critical of these ratios is the Consolidated Leverage Ratio. As of December 31, 2012 this ratio is set at 6.0x Consolidated Total Debt (excluding the revolving debt)-to-Consolidated EBITDA. As of December 31, 2012, the Partnership’s Consolidated Total Debt (excluding revolving debt)-to-Consolidated EBITDA (as defined) ratio was 3.94x, providing \$133.6 million of Consolidated EBITDA cushion on the Consolidated Leverage Ratio. The Partnership was also in compliance with all other covenants as of December 31, 2012.

The 2010 Amended Credit Agreement also includes provisions that allow the Partnership to make restricted payments of up to \$20.0 million annually at the discretion of the Board of Directors. These restricted payments are not subject to any specific covenants. Additional restricted payments are allowed to be made based on an Excess-Cash-Flow formula, should the Partnership’s pro-forma

Consolidated Leverage Ratio be less than or equal to 4.50x Consolidated Total Debt (excluding the revolving debt)-to-Consolidated EBITDA. Per the terms of the indenture governing the notes, the ability to make restricted payments is permitted should the Partnership's trailing-twelve-month Total-Indebtedness-to-Consolidated-Cash-Flow Ratio be less than or equal to 4.75x Consolidated Total Indebtedness (including average revolving debt)-to-Consolidated EBITDA, measured on a quarterly basis.

In addition to the above mentioned covenants and provisions, the 2010 Amended Credit Agreement contains an initial three-year requirement that at least 50% of the Partnership's aggregate term debt and senior notes be subject to either a fixed interest rate or interest rate protection.

The Partnership's policy is to capitalize interest on major construction projects. In 2012, interest payments of \$1.3 million were capitalized, as compared to interest of \$1.8 million in 2011 and \$1.8 million capitalized in 2010.

#### **(7) Derivative Financial Instruments:**

Derivative financial instruments are only used within the Partnership's overall risk management program to manage certain interest rate and foreign currency risks from time to time. The Partnership does not use derivative financial instruments for trading purposes.

The Partnership has effectively converted a total of \$800 million of its variable-rate debt to fixed rates through the use of several interest rate swap agreements entered into in September 2010, March 2011, and May 2011. Cash flows related to these interest rate swap agreements are included in interest expense over the term of the agreements. In September 2010, the Partnership entered into several forward-starting swap agreements ("September 2010 swaps") to effectively convert a total of \$600 million of variable-rate debt to fixed rates beginning in October 2011. As a result of the February 2011 amendment to the 2010 Credit Agreement, the LIBOR floor on the term loan portion of its credit facilities decreased to 100 bps from 150 bps, causing a mismatch in critical terms of the September 2010 swaps and the underlying debt. Because of the mismatch of critical terms, the Partnership determined the September 2010 swaps, which were originally designated as cash flow hedges, were no longer highly effective, resulting in the de-designation of the swaps as of the end of February 2011. As a result of this ineffectiveness, gains of \$7.2 million recorded in accumulated other comprehensive income (AOCI) through the date of de-designation are being amortized through December 2015, to a balance of \$3.9 million to offset the change in fair value during the period of de-designation as discussed below. Of the \$6.0 million remaining in AOCI as of December 31, 2012, \$2.1 million has yet to be amortized.

On March 15, 2011, the Partnership entered into several additional forward-starting basis-rate swap agreements ("March 2011 swaps") that, when combined with the September 2010 swaps, effectively convert \$600 million of variable-rate debt to fixed rates beginning in October 2011. The September 2010 swaps and the March 2011 swaps, which have been jointly designated as cash flow hedges, mature in December 2015 and fix LIBOR at a weighted average rate of 2.46%. For the period that the September 2010 swaps were de-designated, their fair value decreased by \$3.3 million, the offset of which was recognized as a direct charge to the Partnership's earnings and recorded to "Net effect of swaps" on the consolidated statement of operations along with the regular amortization of "Other comprehensive income (loss)" balances related to these swaps. No other ineffectiveness related to these swaps was recorded in any period presented.

On May 2, 2011, the Partnership entered into four additional forward-starting interest-rate swap agreements ("May 2011 forward-starting swaps") that effectively convert another \$200 million of variable-rate debt to fixed rates beginning in October 2011. These swaps, which were designated as cash flow hedges, mature in December 2015 and fix LIBOR at a weighted average rate of 2.54%.

The combined fair market value of the September 2010 swaps, the March 2011 swaps, and the May 2011 forward-starting swaps was a liability of \$32.3 million and \$32.4 million, at December 31, 2012 and December 31, 2011, respectively, and was recorded in "Derivative Liability" on the consolidated balance sheet.

Prior to the forward swaps taking effect in October 2011, the Partnership had effectively converted a total of \$1.0 billion of its variable-rate debt to fixed rates through the use of several interest rate swap agreements. Cash flows related to these interest rate swap agreements are included in interest expense over the term of the agreements. These swap agreements expired in October 2011. The Partnership designated these interest rate swap agreements and hedging relationships as cash flow hedges. As a part of our quarterly regression analysis testing of the effectiveness of these cash flow swaps, the swaps were deemed to be ineffective as of October 2009. As a result of this ineffectiveness, losses recorded in AOCI were amortized through October 2011. The amount recorded in AOCI to be amortized was \$91.8 million at the time of ineffectiveness, all of which was amortized into earnings as of December 31, 2011.

The Partnership had also effectively converted \$268.7 million of term debt related to its wholly owned Canadian subsidiary from variable U.S. dollar denominated debt to fixed-rate Canadian dollar denominated debt through the use of cross-currency swap agreements. The Partnership originally designated these cross-currency swaps as foreign currency cash flow hedges. Cash flows

related to these swap agreements, which expired in February 2012, were included in interest expense over the term of the agreement. The fair market value of the cross-currency swaps was a liability of \$37.6 million at December 31, 2011, which was recorded in "Current derivative liability" on the consolidated balance sheet. As a result of paying down a portion of the underlying Canadian term debt with net proceeds from the sale of surplus land near Canada's Wonderland in August 2009, the notional amounts of the underlying debt and the cross currency swaps no longer matched. Because of the mismatch of the notional amounts, the Partnership determined the swaps were no longer highly effective, resulting in the de-designation of the swaps as of the end of August 2009. As a result of this de-designation, losses recorded in AOCI are being amortized through February 2012 (the original hedge period). The amount recorded in AOCI to be amortized was \$15.1 million at the time of de-designation and was fully amortized in February 2012.

In May 2011, the Partnership entered into several foreign currency swap agreements to fix the exchange rate on approximately 50% of the termination payment associated with the cross-currency swap agreements due in February 2012 and in July 2011 the Partnership entered into another foreign currency swap agreement to fix the exchange rate on an additional 25% of the termination payment. The fair market value of these foreign currency swap agreements was a liability of \$13.2 million at December 31, 2011, which was recorded in "Current derivative liability" on the consolidated balance sheet. The Partnership did not seek hedge accounting treatment on these foreign currency swaps, and as such, changes in fair value of the swaps flowed directly through earnings along with changes in fair value on the related, de-designated cross-currency swaps.

| <i>(In thousands):</i>                                   | <u>Consolidated<br/>Balance Sheet Location</u> | <u>Fair Value as of<br/>December 31, 2012</u> | <u>Fair Value as of<br/>December 31, 2011</u> |
|--|--|---|---|
| Derivatives designated as hedging instruments:           |  |   |   |
| Interest rate swaps                                      | Derivative Liability                           | (32,260)                                      | (32,400)                                      |
| Total derivatives designated as hedging instruments:     |  | <u>(32,260)</u>                               | <u>(32,400)</u>                               |
| Derivatives not designated as hedging instruments:       |  |   |   |
| Foreign-currency swaps                                   | Current derivative liability                   | -   | (13,155)                                      |
| Cross-currency swaps                                     | Current derivative liability                   | -   | (37,617)                                      |
| Total derivatives not designated as hedging instruments: |  | <u>-</u>                                      | <u>(50,772)</u>                               |
| Net derivative liability                                 |  | <u><u>\$(32,260)</u></u>                      | <u><u>\$(83,172)</u></u>                      |

The following table presents our forward-starting fixed-rate swaps, which became effective October 1, 2011 and mature December 15, 2015, along with their notional amounts and their fixed interest rates which compare to 30-day LIBOR of 0.21% as of December 31, 2012.

| (\$'s in thousands)       | <u>Forward-Starting Interest Rate Swaps</u> |                     |
|---------------------------|---|---------------------|
|                           | <u>Notional Amounts</u>                     | <u>LIBOR Rate</u>   |
|                           | \$ 200,000                                  | 2.40%               |
|                           | 75,000                                      | 2.43%               |
|                           | 50,000                                      | 2.42%               |
|                           | 150,000                                     | 2.55%               |
|                           | 50,000                                      | 2.42%               |
|                           | 50,000                                      | 2.55%               |
|                           | 25,000                                      | 2.43%               |
|                           | 50,000                                      | 2.54%               |
|                           | 30,000                                      | 2.54%               |
|                           | 70,000                                      | 2.54%               |
|                           | 50,000                                      | 2.54%               |
| Total \$'s / Average Rate | <u><u>\$ 800,000</u></u>                    | <u><u>2.48%</u></u> |

The following table presents our fixed-rate swaps, which matured October 3, 2011, along with their notional amounts and their fixed interest rates, and the cross-currency swap which matured in February 2012, along with their notional amounts and their fixed interest rates:

| (\$'s in thousands)       | Interest Rate Swaps |              | Cross-currency Swaps |                       |
|---------------------------|---------------------|--------------|----------------------|-----------------------|
|                           | Notional Amounts    | LIBOR Rate   | Notional Amounts     | Implied Interest Rate |
|                           | \$ 200,000          | 5.64%        | \$255,000            | 7.31%                 |
|                           | 200,000             | 5.64%        | 825                  | 9.50%                 |
|                           | 200,000             | 5.64%        |                      |                       |
|                           | 200,000             | 5.57%        |                      |                       |
|                           | 100,000             | 5.60%        |                      |                       |
|                           | 100,000             | 5.60%        |                      |                       |
| Total \$'s / Average Rate | <u>\$1,000,000</u>  | <u>5.62%</u> | <u>\$255,825</u>     | <u>7.32%</u>          |

Effects of Derivative Instruments on Income and Other Comprehensive Income (Loss):

| <i>(In thousands):</i> | Amount of Gain (Loss) recognized in OCI on Derivatives (Effective Portion) |                              | Amount and Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) |                              | Amount and Location of Gain (Loss) Recognized in Income on Derivative (Ineffective Portion) |                              |                     |             |
|------------------------|--|------------------------------|--|------------------------------|---|------------------------------|---------------------|-------------|
|                        | Twelve months ended 12/31/12   | Twelve months ended 12/31/11 | Twelve months ended 12/31/12   | Twelve months ended 12/31/11 | Twelve months ended 12/31/12  | Twelve months ended 12/31/11 |                     |             |
|                        | Interest rate swaps  | <u>\$140</u>                 | <u>\$(35,353)</u>  | Interest Expense             | <u>\$(12,027)</u>   | <u>\$(3,023)</u>             | Net effect of swaps | <u>\$ -</u> |

| <i>(In thousands):</i>   | Amount and Location of Gain (Loss) Recognized in Income on Derivative |                              |                |
|--|---|------------------------------|----------------|
|  | Twelve months ended 12/31/12  | Twelve months ended 12/31/11 |                |
| <u>Derivatives not designated as Cash Flow Hedging Relationships</u> |   |                              |                |
| Interest rate swaps <sup>(1)</sup>                                   | Net effect of swaps   | \$ -                         | \$(3,342)      |
| Cross-currency swaps <sup>(2)</sup>                                  | Net effect of swaps   | (4,999)                      | 16,098         |
| Foreign currency swaps   | Net effect of swaps   | 6,278                        | (13,665)       |
|  |   | <u>\$ 1,279</u>              | <u>\$(909)</u> |

(1) The September 2010 swaps became ineffective and were de-designated in February 2011.

(2) The cross currency swaps became ineffective and were de-designated in August 2009.

In addition to the \$1.3 million of gain recognized in income on the ineffective portion of both designated and not designated derivatives noted in the table above, \$16 thousand of expense representing the amortization of amounts in AOCI for the swaps and a \$0.2 million foreign currency gain during the year related to the U.S. dollar denominated Canadian term loan was recorded during the fiscal year in the consolidated statements of operations. The net effect of these amounts resulted in a benefit to earnings for the year of \$1.5 million recorded in "Net effect of swaps."

For 2011, in addition to the \$47.1 million of gain recognized in income on the ineffective portion of both designated and not designated derivatives noted in the table above, \$33.6 million of expense representing the amortization of amounts in AOCI for the swaps and a \$0.4 million foreign currency loss during the year related to the U.S. dollar denominated Canadian term loan was recorded during the fiscal year in the consolidated statements of operations. The net effect of these amounts resulted in a benefit to earnings for the year of \$13.1 million recorded in "Net effect of swaps."

The amounts reclassified from AOCI into income for the periods noted above are in large part the result of the Partnership's initial three-year requirement to swap at least 50% of its aggregate term debt to fixed rates under the terms of its 2010 Amended Credit Agreement.

## **(8) Partners' Equity:**

**Special L.P. Interests** In accordance with the Partnership Agreement, certain partners were allocated \$5.3 million of 1987 and 1988 taxable income (without any related cash distributions) for which they received Special L.P. Interests. The Special L.P. Interests do not participate in cash distributions and have no voting rights. However, the holders of Special L.P. Interests will receive in the aggregate \$5.3 million upon liquidation of the Partnership.

**Equity-Based Incentive Plans** In August 2000, the Partnership's unitholders approved the establishment of an Equity Incentive Plan allowing the award of up to 4.8 million unit options and other forms of equity as determined by the Compensation Committee of the Board of Directors as an element of compensation to senior management and other key employees. Grants were made by the Compensation Committee through December 31, 2008. Following the adoption of the 2008 Omnibus Incentive Plan (Omnibus Plan), the Board of Directors prohibited any further grants under the Equity Incentive Plan. The Omnibus Plan was approved by the Partnership's unitholders in May of 2008 and superseded and replaced the following incentive compensation plans: our Amended and Restated Senior Management Long-Term Incentive Compensation Plan, our Amended and Restated 2000 Equity Incentive Plan, and our Amended and Restated 2000 Senior Executive Management Incentive Plan. The Omnibus Plan provides an opportunity for officers, directors, and eligible persons to acquire an interest in the growth and performance of our units and provides employees annual and long-term incentive awards as determined by the Board of Directors. Under the Omnibus Plan, the Compensation Committee of the Board of Directors may grant unit options, unit appreciation rights, restricted units, performance awards, other unit awards, cash incentive awards and long-term incentive awards.

### *Phantom Units*

During 2012, 15,000 "phantom units" were awarded at an average grant price of \$27.91. These awards generally vest over an approximately four-year period and can be paid with cash, limited partnership units, or a combination of both. The effect for outstanding "phantom units" has been included in the diluted earnings per unit calculation, as a portion of the awards are expected to be settled in limited partnership units. Approximately \$3.4 million, \$5.4 million and \$3.5 million in compensation expense related to "phantom units" was recognized in 2012, 2011 and 2010, respectively. These amounts are included in "Selling, General and Administrative Expense" in the accompanying consolidated statements of operations and comprehensive income.

At year-end, the Partnership had 225,459 "phantom units" outstanding, 147,017 of which were vested, at the December 31, 2012 closing price of \$33.45 per unit. The aggregate market value of the "phantom units" vested at year-end has been reflected on the balance sheet with the current portion recorded in "Accrued salaries and wages" and the long-term portion recorded in "Other Liabilities." At December 31, 2012, the current and long-term portions were \$0.5 million and \$4.4 million, respectively. At December 31, 2011, the current and long-term portions were \$9.7 million and \$1.6 million, respectively. At December 31, 2012, unamortized compensation related to unvested phantom unit awards totaled approximately \$2.6 million, which is expected to be amortized over a weighted average period of 1.9 years.

### *Performance Units*

During 2012, 46,759 "performance units" were awarded at a grant price of \$29.53 per unit. The number of "performance units" issuable is contingently based upon certain performance targets over a three-year period. The current awards vest ratably over the term of the grant. A prior award of performance units vested 50% in March 2012 and will vest 50% in March 2013. Assuming targets are achieved, the "performance units" can be paid with cash, limited partnership units, or a combination of both. The effect for outstanding "performance units" in which the performance conditions have not been met are appropriately excluded from the diluted earnings per unit calculation. Performance units in which the performance conditions have been met are included in diluted earnings per unit. Approximately \$3.4 million, \$2.6 million and \$0.9 million in 2012, 2011 and 2010, respectively, was recorded in compensation expense related to "performance units" and is included in "Selling, General and Administrative Expense" in the accompanying consolidated statements of operations and comprehensive income.

At year-end, the Partnership had 161,619 "performance units" outstanding at the December 31, 2012 closing price of \$33.45 per unit. The estimated aggregate market value of the "performance units" contingently issuable at year-end has been reflected on the balance sheet, with the current portion being recorded in "Accrued salaries and wages" and the long-term portion in "Other Liabilities." At December 31, 2012 the current and long-term portions were \$3.8 million and \$0.5 million, respectively. At December 31, 2011, the market value of both the current and long-term portions were \$2.1 million. At December 31, 2012, unamortized compensation related to unvested "performance unit" awards totaled approximately \$1.1 million, which is expected to be amortized over a weighted average period of 2.0 years.

### Restricted Units

During 2012, restricted unit grants of 93,517 and 97,394, were awarded at a restricted grant price \$29.53 and \$35.52, respectively. Restricted units vest ratably over a three-year period and the restrictions on these units lapse at the end of the three-year period. During the time of restriction, the units accumulate distribution-equivalents, which, when the units are fully vested, can be paid out in cash or units. Approximately \$1.2 million was recorded in compensation expense related to restricted units and is included in "Selling, General, and Administrative Expense" in the accompanying consolidated statement of operations and comprehensive income. As of December 31, 2012, the amount of distribution equivalents accrued and recorded on the balance sheet in "Other liabilities" was approximately \$0.2 million.

The intrinsic value of restricted units that vested in 2012 was approximately \$0.1 million.

At December 31, 2012, unamortized compensation expense related to unvested restricted unit awards totaled approximately, \$5.0 million, which is expected to be amortized over a weighted average period of 2.5 years.

### Unit Options

Options are issued with an exercise price no less than the market price of the Partnership's units on the day before the date of grant. Variable-price options have an exercise price that declines by the value of cash distributions declared on the underlying limited partnership units. Options granted in 2012 vest ratably over a three-year period and have a maximum term of ten years. Options granted in prior years vest ratably over a five-year period, or when other conditions are met, and have a maximum term of ten years. As of December 31, 2012, the Partnership had 600 variable-price options and 293,422 fixed-price options outstanding under the Equity Incentive Plan. There were no unit options granted in 2011 and 2010.

During 2012, 280,672 unit options were granted at a fair value of \$4.92. The significant assumptions used to determine the fair value of these options include the stock option exercise price equals the grant price, the options have a maximum term of ten years, the expected volatility is 37.2%, the assumed risk-free interest rate is 2.31% and the units receive an annual distribution of \$1.60 per unit.

Non-cash compensation expense relating to unit options in 2012 totaled \$0.3 million. No non-cash compensation expense relating to unit options was recognized in 2011 or 2010.

A summary of unit option activity in 2012 and 2011 is presented below:

|                                  | 2012           |                                 | 2011           |                                 |
|----------------------------------|----------------|---------------------------------|----------------|---------------------------------|
|                                  | Unit Options   | Weighted Average Exercise Price | Unit Options   | Weighted Average Exercise Price |
| Outstanding, beginning of year   | 224,500        | \$24.40                         | 341,500        | \$23.10                         |
| Granted                          | 280,672        | 29.53                           | -              | -                               |
| Exercised                        | (206,150)      | 24.19                           | (6,300)        | 20.29                           |
| Forfeited                        | (5,000)        | 23.81                           | (110,700)      | 20.60                           |
| Outstanding, end of year         | <u>294,022</u> | <u>\$29.45</u>                  | <u>224,500</u> | <u>\$24.40</u>                  |
| Options exercisable, end of year | <u>83,518</u>  | <u>\$29.26</u>                  | <u>224,500</u> | <u>\$24.40</u>                  |

Cash received from unit option exercises totaled approximately \$76,000 in 2012, \$5,000 in 2011, and \$7,000 in 2010.

The following table summarizes information about vested unit options outstanding at December 31, 2012:

### Vested Options Outstanding

| Type  | Range of Exercise Prices | Unit Options | Weighted Average Remaining Contractual Life | Weighted Average Exercise Price |
|---|--------------------------|--------------|---|---------------------------------|
| Variable                                      | \$15.07 - \$15.07        | 600          | 0.8 years                                   | \$15.07                         |
| Fixed   | \$28.45 - \$29.53        | 82,918       | 8.9 years                                   | \$29.36                         |
| Outstanding at year-end                       | \$15.07 - \$29.53        | 83,518       | 8.9 years                                   | \$29.26                         |
| Aggregate intrinsic value (\$'s in thousands) |                          | \$ 350       |   |                                 |

A summary of the status of the Partnership's nonvested unit options at December 31, 2012 is presented below:

|                              | <u>Unit Options</u> | <u>Weighted Average<br/>Grant-Date Fair Value</u> |
|------------------------------|---------------------|---|
| Nonvested, beginning of year | -                   | \$ -  |
| Granted                      | 280,672             | 29.53   |
| Vested                       | (70,168)            | 29.53   |
| Nonvested, end of year       | <u>210,504</u>      | <u>\$29.53</u>                                    |

The total intrinsic value of options exercised during the years ended December 31, 2012, 2011 and 2010 was \$0.4 million, \$0.0 million, and \$0.5 million, respectively.

The Partnership had 210,504 unvested unit options at December 31, 2012. In addition, the Partnership had \$1.0 million of unamortized compensation expense related to unvested options which is expected to be amortized over a weighted average period of 2.3 years.

The Partnership has a policy of issuing limited partnership units from treasury to satisfy option exercises and expects its treasury unit balance to be sufficient for 2013, based on estimates of option exercises for that period.

#### **(9) Retirement Plans:**

The Partnership has trustee, noncontributory retirement plans for the majority of its full-time employees. Contributions are discretionary and amounts accrued were approximately \$3.9 million in 2012, \$3.9 million in 2011 and \$4.1 million in 2010. These plans also permit employees to contribute specified percentages of their salary, matched up to a limit by the Partnership. Matching contributions, net of forfeitures, approximated \$1.7 million in 2012, \$1.6 million in 2011 and \$1.5 million in 2010.

In addition, approximately 222 employees are covered by union-sponsored, multi-employer pension plans for which approximately \$1.3 million, \$1.2 million and \$1.1 million were contributed for the years ended December 31, 2012, 2011, and 2010, respectively. The Partnership has no plans to withdraw from any of the multi-employer plans. The Partnership believes that the withdrawal liability from any such withdrawal, as defined by the Multi-employer Pension Plan Amendments Act of 1980, would not be material.

#### **(10) Income and Partnership Taxes:**

Federal and state tax legislation in 1997 provided a permanent income tax exemption to existing publicly traded partnerships (PTP), such as Cedar Fair, L.P., with a PTP tax levied on partnership gross income (net revenues less cost of food, merchandise and games) beginning in 1998. In addition, income taxes are recognized for the amount of taxes payable by the Partnership's corporate subsidiaries for the current year and for the impact of deferred tax assets and liabilities, which represent future tax consequences of events that have been recognized differently in the financial statements than for tax purposes. As such, the Partnership's "Provision for taxes" includes amounts for both the PTP tax and for income taxes on the Partnership's corporate subsidiaries.

The Partnership's 2012 tax provision totals \$31.8 million, which consists of an \$8.7 million provision for the PTP tax and a \$23.0 million provision for income taxes. This compares to the Partnership's 2011 tax provision of \$7.9 million, which consisted of a \$8.3 million provision for the PTP tax and a \$0.4 million benefit for income taxes, and the 2010 tax provision of \$2.7 million which consisted of a \$7.9 million provision for the PTP tax and a \$5.2 million benefit for income taxes. The calculation of the provision for taxes involves significant estimates and assumptions and actual results could differ from those estimates.

Significant components of income (loss) before taxes are as follows:

| <u>(In thousands)</u> | <u>2012</u>      | <u>2011</u>      | <u>2010</u>       |
|-----------------------|------------------|------------------|-------------------|
| Domestic              | \$113,132        | \$ 93,926        | \$(31,015)        |
| Foreign               | 20,482           | (20,753)         | 633               |
|                       | <u>\$133,614</u> | <u>\$ 73,173</u> | <u>\$(30,382)</u> |

The provision (benefit) for income taxes is comprised of the following:

| <u>(In thousands)</u>             | <u>2012</u>     | <u>2011</u>     | <u>2010</u>       |
|-----------------------------------|-----------------|-----------------|-------------------|
| Income taxes:                     |                 |                 |                   |
| Current federal                   | \$(1,081)       | \$ 399          | \$ 1,174          |
| Current state and local           | 743             | 894             | 1,748             |
| Current foreign                   | (4,152)         | (2,381)         | 6,493             |
| Total current                     | <u>(4,490)</u>  | <u>(1,088)</u>  | <u>9,415</u>      |
| Deferred federal, state and local | 9,237           | 1,866           | (8,883)           |
| Deferred foreign                  | 18,265          | (1,189)         | (5,781)           |
| Total deferred                    | <u>27,502</u>   | <u>677</u>      | <u>(14,664)</u>   |
|                                   | <u>\$23,012</u> | <u>\$ (411)</u> | <u>\$ (5,249)</u> |

The provision (benefit) for income taxes for the Partnership's corporate subsidiaries differs from the amount computed by applying the U.S. federal statutory income tax rate of 35% to the Partnership's income (loss) before taxes.

The sources and tax effects of the differences are as follows:

| <u>(In thousands)</u>  | <u>2012</u>      | <u>2011</u>     | <u>2010</u>       |
|--|------------------|-----------------|-------------------|
| Income tax provision (benefit) based on the U.S. federal statutory tax rate      | \$ 46,765        | \$ 25,611       | \$(10,634)        |
| Partnership loss (income) not deductible (includible) from (in) corporate income | (21,273)         | (16,188)        | 4,115             |
| State and local taxes, net of federal income tax benefit                         | 3,486            | 1,674           | (930)             |
| Valuation allowance  | (6,030)          | (10,460)        | 4,425             |
| Tax credits  | (2,100)          | (1,791)         | (2,706)           |
| Nondeductible expenses and other   | 2,164            | 743             | 481               |
|  | <u>\$ 23,012</u> | <u>\$ (411)</u> | <u>\$ (5,249)</u> |

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Significant components of deferred tax assets and liabilities as of December 31, 2012 and 2011 are as follows:

| <u>(In thousands)</u>             | <u>2012</u>        | <u>2011</u>        |
|-----------------------------------|--------------------|--------------------|
| Deferred tax assets:              |                    |                    |
| Options and deferred compensation | \$ 7,741           | \$ 10,236          |
| Accrued expenses                  | 4,519              | 3,841              |
| Foreign tax credits               | 31,162             | 40,439             |
| Tax attribute carryforwards       | 10,948             | 20,209             |
| Derivatives                       | 10,661             | 6,808              |
| Intangibles                       | -                  | 508                |
| Other                             | 4,126              | 1,789              |
| Deferred tax assets               | <u>69,157</u>      | <u>83,830</u>      |
| Valuation allowance               | <u>(11,253)</u>    | <u>(17,283)</u>    |
| Net deferred tax assets           | <u>57,904</u>      | <u>66,547</u>      |
| Deferred tax liabilities:         |                    |                    |
| Property                          | (190,976)          | (181,629)          |
| Intangibles                       | (3,864)            | -                  |
| Foreign currency translation      | (8,672)            | (5,000)            |
| Deferred tax liabilities          | <u>(203,512)</u>   | <u>(186,629)</u>   |
| Net deferred tax liability        | <u>\$(145,608)</u> | <u>\$(120,082)</u> |

As of December 31, 2012, the Partnership had \$31.2 million of foreign tax credit carryforwards available for U.S. federal income tax purposes. During 2012, the Partnership claimed a refund for foreign taxes paid in previous years. The recovery of prior year taxes resulted in a redetermination of the foreign tax credit carryforwards and a \$6.1 million reduction in the valuation allowance related to these carryforwards. Also during 2012, the Partnership utilized the federal tax net operating loss carryforward and updated its long term estimates of domestic and foreign source income. As of December 31, 2012, a \$11.3 million valuation allowance has been recorded to reflect uncertainties regarding the use of the remaining available foreign tax credits before they begin expiring in 2016.

Additionally, as of December 31, 2012, the Partnership had \$10.9 million of tax attribute carryforwards consisting of alternative minimum tax credits (\$0.8 million), general business credits (\$4.8 million) and the tax effect of state net operating loss carryforwards (\$5.3 million). Alternative minimum tax credits do not expire. The general business credits will begin to expire in 2027. The state net operating loss carryforwards will expire from 2017 to 2027. The Partnership expects to fully realize these tax attribute carryforwards. As such, no valuation allowance has been recorded relating to these tax attribute carryforwards.

As of December 31, 2012, the Partnership adjusted its deferred tax assets and liabilities to reflect the impact of changes to the enacted statutory tax rates in Canada (\$1.6 million tax provision).

The net current and non-current components of deferred taxes recognized as of December 31, 2012 and 2011 in the consolidated balance sheets are as follows:

| <u>(In thousands)</u>                  | <u>2012</u>        | <u>2011</u>        |
|--|--------------------|--------------------|
| Net current deferred tax asset         | \$ 8,184           | \$ 10,345          |
| Net non-current deferred tax liability | <u>(153,792)</u>   | <u>(130,427)</u>   |
| Net deferred tax liability             | <u>\$(145,608)</u> | <u>\$(120,082)</u> |

The Partnership has recorded deferred tax assets of \$2.2 million and \$2.6 million as of December 31, 2012 and 2011, respectively, to account for the tax effect of derivatives and foreign currency translation adjustments included in Other Comprehensive Income.

The Partnership has unrecognized income tax benefits as of December 31, 2012. The following is a reconciliation of beginning and ending amounts unrecognized tax benefits:

|  | <u>(in thousands)</u> |
|--|-----------------------|
| Balance, beginning of year                         | \$ -                  |
| Increase from current year tax positions           | 1,100                 |
| Increase from prior year's tax positions           | -                     |
| Decrease from settlements with taxing authority    | -                     |
| Decrease from expiration of statute of limitations | <u>-</u>              |
| Balance, end of year                               | <u>\$1,100</u>        |

At December 31, 2012 a total of \$1.1 million of unrecognized tax benefits was recorded for state and local income tax positions, there were no unrecognized tax positions during 2011 or 2010. If recognized, the tax benefits would decrease the Partnership taxes by \$1.1 million.

The Partnership recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. Related to the unrecognized tax benefits noted, the Partnership accrued interest of \$0.3 million and penalties of \$0.2 million during 2012. The Partnership does not anticipate a significant change to the amount of unrecognized tax benefits over the next 12 months.

The Partnership and its corporate subsidiaries are subject to taxation in the U.S., Canada and various state and local jurisdictions. The tax returns of the Partnership are subject to examination by state and federal tax authorities. With few exceptions, the Partnership and its corporate subsidiaries are no longer subject to examination by the major taxing authorities for tax years before 2009.

## **(11) Operating Lease Commitments and Contingencies:**

### *Operating Lease Commitments*

The Partnership has commitments under various operating leases at its parks. Minimum lease payments under non-cancelable operating leases as of December 31, 2012 are as follows (in thousands):

|            |                  |
|------------|------------------|
| 2013       | \$ 6,276         |
| 2014       | 6,073            |
| 2015       | 5,687            |
| 2016       | 5,567            |
| 2017       | 5,483            |
| Thereafter | <u>118,000</u>   |
|            | <u>\$147,086</u> |

The amount due after 2017 includes the land lease at California's Great America which is renewable in 2039. Lease expense, which includes short-term rentals for equipment and machinery, for 2012, 2011 and 2010 totaled \$12.0 million, \$9.7 million and \$9.4 million, respectively.

### *Contingencies*

The Partnership is also a party to a number of lawsuits arising in the normal course of business. In the opinion of management, none of these matters are expected to have a material effect in the aggregate on the Partnership's financial statements.

## **(12) Fair Value Measurements:**

The FASB's ASC 820 "Fair Value Measurement" emphasizes that fair value is a market-based measurement that should be determined based on assumptions (inputs) that market participants would use in pricing an asset or liability. Inputs may be observable or unobservable, and valuation techniques used to measure fair value should maximize the use of relevant observable inputs and minimize the use of unobservable inputs. Accordingly, the FASB's ASC 820 establishes a hierarchal disclosure framework that ranks the quality and reliability of information used to determine fair values. The hierarchy is associated with the level of pricing observability utilized in measuring fair value and defines three levels of inputs to the fair value measurement process—quoted prices are the most reliable valuation inputs, whereas model values that include inputs based on unobservable data are the least reliable. Each fair value measurement must be assigned to a level corresponding to the lowest level input that is significant to the fair value measurement in its entirety.

The three broad levels of inputs defined by the fair value hierarchy are as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The table below presents the balances of liabilities measured at fair value as of December 31, 2012 and 2011 on a recurring basis:

| <i>(In thousands)</i>                           | <u>Total</u>      | <u>Level 1</u> | <u>Level 2</u>    | <u>Level 3</u> |
|---|-------------------|----------------|-------------------|----------------|
| <u>December 31, 2012</u>                        |                   |                |                   |                |
| Interest rate swap agreements <sup>(1)</sup>    | \$(32,260)        | \$ -           | \$(32,260)        | \$ -           |
| Total   | <u>\$(32,260)</u> | <u>\$ -</u>    | <u>\$(32,260)</u> | <u>\$ -</u>    |
| <u>December 31, 2011</u>                        |                   |                |                   |                |
| Interest rate swap agreements <sup>(1)</sup>    | \$(32,400)        | \$ -           | \$(32,400)        | \$ -           |
| Cross-currency swap agreements <sup>(2)</sup>   | (37,617)          | -              | (37,617)          | -              |
| Foreign currency swap agreements <sup>(2)</sup> | (13,155)          | -              | (13,155)          | -              |
| Total   | <u>\$(83,172)</u> | <u>\$ -</u>    | <u>\$(83,172)</u> | <u>\$ -</u>    |

(1) Included in "Derivative Liability" on the Consolidated Balance Sheet

(2) Included in "Current derivative liability" on the Consolidated Balance Sheet

Fair values of the interest rate and cross-currency swap agreements are determined using significant inputs, including the LIBOR and foreign currency forward curves, that are considered Level 2 observable market inputs. In addition, the Partnership considered the effect of its credit and non-performance risk on the fair values provided, and recognized an adjustment decreasing the derivative liabilities by approximately \$0.9 million as of December 31, 2012. The Partnership monitors the credit and non-performance risk associated with its derivative counter-parties and believes them to be insignificant and not warranting a credit adjustment at December 31, 2012.

At the end of the third quarter in 2012, the Partnership concluded based on operating results, as well as updated forecasts, and changes in market conditions, that a review of the carrying value of long-lived assets at Wildwater Kingdom was warranted. After performing its review, the Partnership determined that a portion of the park's fixed assets were impaired. Based on Level 3 unobservable valuation assumptions and other market inputs, the assets were marked to a fair value of \$19.8 million, resulting in an impairment charge of \$25.0 million for operating and non-operating assets during the quarter.

There were no assets or liabilities measured at fair value on a non-recurring basis as of December 31, 2011.

A relief-from-royalty model is used to determine whether the fair value of trade-names exceeds their carrying amount. The fair value of the trade-names is determined as the present value of fees avoided by owning the respective trade-name.

In 2010, the Partnership concluded based on operating results, as well as updated forecasts, that a review of the carrying value of long-lived assets at California's Great America was warranted. After performing its review, the Partnership determined that a portion of the park's fixed assets, the majority of which were originally recorded with the PPI acquisition, were impaired. As a result, it recognized \$62.0 million of fixed-asset impairment during 2010.

After completing its 2010 annual review of indefinite-lived intangibles for impairment, the Partnership concluded that a portion of trade-names originally recorded with the PPI acquisition were impaired. As a result, the Partnership recognized approximately \$2.3 million of trade-name impairment during 2010.

### **(13) Termination of Agreement with Private Equity Firm:**

On April 6, 2010, the Partnership and the affiliates of Apollo Global Management (Apollo) mutually terminated the merger agreement originally entered into on December 16, 2009. Consistent with the terms of the agreement, the Partnership paid Apollo \$6.5 million to reimburse Apollo for certain expenses incurred in connection with the transaction. In addition, both parties released each other from all obligations with respect to the proposed merger transaction, as well as from any claims arising out of or relating to the merger agreement. The \$6.5 million paid to Apollo in April was recognized as a charge to earnings in "Selling, general and administrative" in the second quarter of 2010. The Partnership incurred approximately \$10.4 million in costs associated with the terminated merger during 2010, and a total of \$16.0 million of costs since the merger was initially announced.

**(14) Consolidating Financial Information of Guarantors and Issuers:**

Cedar Fair, L.P., Canada's Wonderland Company ("Cedar Canada"), and Magnum Management Corporation ("Magnum") are the co-issuers of the Partnership's 9.125% notes (see Note 6). The notes have been fully and unconditionally guaranteed, on a joint and several basis, by each 100% owned subsidiary of Cedar Fair (other than Cedar Canada and Magnum) that guarantees the Partnership's senior secured credit facilities. There are no non-guarantor subsidiaries.

The following consolidating schedules present condensed financial information for Cedar Fair, L.P., Cedar Canada, and Magnum, the co-issuers, and each 100% owned subsidiary of Cedar Fair (other than Cedar Canada and Magnum), the guarantors (on a combined basis), as of December 31, 2012 and December 31, 2011 and for the periods ended December 31, 2012, December 31, 2011, and December 31, 2010. In lieu of providing separate audited financial statements for the guarantor subsidiaries, the accompanying condensed consolidating financial statements have been included.

Since Cedar Fair, L.P., Cedar Canada and Magnum are co-issuers of the notes and co-borrowers under the Amended 2010 Credit Agreement, all outstanding debt has been equally reflected within each co-issuer's December 31, 2012 and December 31, 2011 balance sheets in the accompanying condensed consolidating financial statements.

The following schedules have been adjusted to reflect the restatement and immaterial correction discussed in Note 1.

**CEDAR FAIR, L.P.**  
**CONDENSED CONSOLIDATING BALANCE SHEET**  
**DECEMBER 31, 2012 (As restated)**  
(In thousands)

|   | Cedar Fair<br>L.P.<br>(Parent) | Co-Issuer<br>Subsidiary<br>(Magnum) | Co-Issuer<br>Subsidiary<br>(Cedar<br>Canada) | Guarantor<br>Subsidiaries | Eliminations         | Total              |
|---|--------------------------------|-------------------------------------|--|---------------------------|----------------------|--------------------|
| <b>ASSETS</b>                           |                                |                                     |  |                           |                      |                    |
| Current Assets:                         |                                |                                     |  |                           |                      |                    |
| Cash and cash equivalents               | \$ 25,000                      | \$ 444                              | \$ 50,173                                    | \$ 3,213                  | \$ -                 | \$ 78,830          |
| Receivables                             | 4                              | 101,093                             | 71,099                                       | 498,555                   | (652,559)            | 18,192             |
| Inventories                             | -                              | 1,724                               | 2,352  | 23,764                    | -                    | 27,840             |
| Current deferred tax asset              | -                              | 3,705                               | 816  | 3,663                     | -                    | 8,184              |
| Other current assets                    | 563                            | 17,858                              | 530  | 5,490                     | (16,381)             | 8,060              |
|   | <u>25,567</u>                  | <u>124,824</u>                      | <u>124,970</u>                               | <u>534,685</u>            | <u>(668,940)</u>     | <u>141,106</u>     |
| Property and Equipment, net             | 439,506                        | 1,013                               | 268,157                                      | 835,596                   | -                    | 1,544,272          |
| Investment in Park                      | 485,136                        | 772,183                             | 115,401                                      | 53,790                    | (1,426,510)          | -                  |
| Goodwill                                | 9,061                          | -                                   | 125,942                                      | 111,218                   | -                    | 246,221            |
| Other Intangibles, net                  | -                              | -                                   | 17,835                                       | 22,817                    | -                    | 40,652             |
| Deferred Tax Asset                      | -                              | 36,443                              | -  | 90                        | (36,533)             | -                  |
| Intercompany Receivable                 | 877,612                        | 1,070,125                           | 1,116,623                                    | -                         | (3,064,360)          | -                  |
| Other Assets                            | 22,048                         | 14,832                              | 8,419  | 2,315                     | -                    | 47,614             |
|   | <u>\$1,858,930</u>             | <u>\$2,019,420</u>                  | <u>\$1,777,347</u>                           | <u>\$1,560,511</u>        | <u>\$(5,196,343)</u> | <u>\$2,019,865</u> |
| <b>LIABILITIES AND PARTNERS' EQUITY</b> |                                |                                     |  |                           |                      |                    |
| Current Liabilities:                    |                                |                                     |  |                           |                      |                    |
| Accounts payable                        | \$ 147,264                     | \$ 213,279                          | \$ 16,101                                    | \$ 286,649                | \$ (652,559)         | \$ 10,734          |
| Deferred revenue                        | -                              | -                                   | 4,996  | 34,489                    | -                    | 39,485             |
| Accrued interest                        | 98                             | 64                                  | 15,350                                       | -                         | -                    | 15,512             |
| Accrued taxes                           | 4,518                          | -                                   | 6,239  | 23,437                    | (16,381)             | 17,813             |
| Accrued salaries, wages and benefits    | -                              | 17,932                              | 1,214  | 5,690                     | -                    | 24,836             |
| Self-insurance reserves                 | -                              | 5,528                               | 1,754  | 16,624                    | -                    | 23,906             |
| Other accrued liabilities               | 1,110                          | 2,502                               | 140  | 2,164                     | -                    | 5,916              |
|   | <u>152,990</u>                 | <u>239,305</u>                      | <u>45,794</u>                                | <u>369,053</u>            | <u>(668,940)</u>     | <u>138,202</u>     |
| Deferred Tax Liability                  | -                              | -                                   | 63,460                                       | 126,865                   | (36,533)             | 153,792            |
| Derivative Liability                    | 19,309                         | 12,951                              | -  | -                         | -                    | 32,260             |
| Other Liabilities                       | -                              | 5,480                               | -  | 3,500                     | -                    | 8,980              |
| Long-Term Debt:                         |                                |                                     |  |                           |                      |                    |
| Term debt                               | 1,131,100                      | 1,131,100                           | 1,131,100                                    | -                         | (2,262,200)          | 1,131,100          |
| Notes                                   | 401,080                        | 401,080                             | 401,080                                      | -                         | (802,160)            | 401,080            |
|   | <u>1,532,180</u>               | <u>1,532,180</u>                    | <u>1,532,180</u>                             | <u>-</u>                  | <u>(3,064,360)</u>   | <u>1,532,180</u>   |
| Equity                                  | 154,451                        | 229,504                             | 135,913                                      | 1,061,093                 | (1,426,510)          | 154,451            |
|   | <u>\$1,858,930</u>             | <u>\$2,019,420</u>                  | <u>\$1,777,347</u>                           | <u>\$1,560,511</u>        | <u>\$(5,196,343)</u> | <u>\$2,019,865</u> |

**CEDAR FAIR, L.P.**  
**CONDENSED CONSOLIDATING BALANCE SHEET**  
**December 31, 2011 (As restated)**  
(In thousands)

|   | Cedar Fair<br>L.P.<br>(Parent) | Co-Issuer<br>Subsidiary<br>(Magnum) | Co-Issuer<br>Subsidiary<br>(Cedar<br>Canada) | Guarantor<br>Subsidiaries | Eliminations         | Total              |
|---|--------------------------------|-------------------------------------|--|---------------------------|----------------------|--------------------|
| <b>ASSETS</b>                           |                                |                                     |  |                           |                      |                    |
| Current Assets:                         |                                |                                     |  |                           |                      |                    |
| Cash and cash equivalents               | \$ -                           | \$ 512                              | \$ 31,540                                    | \$ 3,472                  | \$ -                 | \$ 35,524          |
| Receivables                             | -                              | 62,408                              | 69,285                                       | 412,095                   | (536,177)            | 7,611              |
| Inventories                             | -                              | 1,547                               | 2,703  | 28,819                    | -                    | 33,069             |
| Current deferred tax asset              | -                              | 6,239                               | 772  | 3,334                     | -                    | 10,345             |
| Other current assets                    | 508                            | 13,461                              | 1,027  | 7,822                     | (10,852)             | 11,966             |
|   | 508                            | 84,167                              | 105,327                                      | 455,542                   | (547,029)            | 98,515             |
| Property and Equipment, net             | 455,579                        | 1,044                               | 266,111                                      | 887,968                   | -                    | 1,610,702          |
| Investment in Park                      | 513,369                        | 655,801                             | 114,810                                      | 36,906                    | (1,320,886)          | -                  |
| Intercompany Note Receivable            | -                              | 93,845                              | -  | -                         | (93,845)             | -                  |
| Goodwill                                | 9,061                          | -                                   | 123,210                                      | 111,219                   | -                    | 243,490            |
| Other Intangibles, net                  | -                              | -                                   | 17,448                                       | 22,825                    | -                    | 40,273             |
| Deferred Tax Asset                      | -                              | 47,646                              | -  | -                         | (47,646)             | -                  |
| Intercompany Receivable                 | 887,344                        | 1,084,112                           | 1,141,302                                    | -                         | (3,112,758)          | -                  |
| Other Assets                            | 27,641                         | 16,158                              | 9,353  | 1,036                     | -                    | 54,188             |
|   | <u>\$1,893,502</u>             | <u>\$1,982,773</u>                  | <u>\$1,777,561</u>                           | <u>\$1,515,496</u>        | <u>\$(5,122,164)</u> | <u>\$2,047,168</u> |
| <b>LIABILITIES AND PARTNERS' EQUITY</b> |                                |                                     |  |                           |                      |                    |
| Current Liabilities:                    |                                |                                     |  |                           |                      |                    |
| Current maturities of long-term debt    | \$ 15,921                      | \$ 15,921                           | \$ 15,921                                    | \$ -                      | \$ (31,842)          | \$ 15,921          |
| Accounts payable                        | 175,968                        | 144,868                             | 25,631                                       | 202,566                   | (536,177)            | 12,856             |
| Deferred revenue                        | -                              | -                                   | 2,891  | 26,703                    | -                    | 29,594             |
| Accrued interest                        | 198                            | 131                                 | 15,433                                       | -                         | -                    | 15,762             |
| Accrued taxes                           | 3,909                          | -                                   | 7,374  | 15,577                    | (10,852)             | 16,008             |
| Accrued salaries, wages and benefits    | -                              | 26,916                              | 1,076  | 5,396                     | -                    | 33,388             |
| Self-insurance reserves                 | -                              | 3,977                               | 1,711  | 15,555                    | -                    | 21,243             |
| Current derivative liability            | -                              | -                                   | 50,772                                       | -                         | -                    | 50,772             |
| Other accrued liabilities               | 1,247                          | 5,568                               | 252  | 832                       | -                    | 7,899              |
|   | 197,243                        | 197,381                             | 121,061                                      | 266,629                   | (578,871)            | 203,443            |
| Deferred Tax Liability                  | -                              | -                                   | 58,463                                       | 119,610                   | (47,646)             | 130,427            |
| Derivative Liability                    | 19,451                         | 12,949                              | -  | -                         | -                    | 32,400             |
| Other Liabilities                       | -                              | 4,090                               | -  | -                         | -                    | 4,090              |
| Intercompany Note Payable               | -                              | -                                   | -  | 93,845                    | (93,845)             | -                  |
| Long-Term Debt:                         |                                |                                     |  |                           |                      |                    |
| Term debt                               | 1,140,179                      | 1,140,179                           | 1,140,179                                    | -                         | (2,280,358)          | 1,140,179          |
| Notes                                   | 400,279                        | 400,279                             | 400,279                                      | -                         | (800,558)            | 400,279            |
|   | 1,540,458                      | 1,540,458                           | 1,540,458                                    | -                         | (3,080,916)          | 1,540,458          |
| Equity                                  | 136,350                        | 227,895                             | 57,579                                       | 1,035,412                 | (1,320,886)          | 136,350            |
|   | <u>\$1,893,502</u>             | <u>\$1,982,773</u>                  | <u>\$1,777,561</u>                           | <u>\$1,515,496</u>        | <u>\$(5,122,164)</u> | <u>\$2,047,168</u> |

**CEDAR FAIR, L.P.**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME**  
**For the Year Ended December 31, 2012 (As restated)**  
(In thousands)

|   | Cedar Fair<br>L.P.<br>(Parent) | Co-Issuer<br>Subsidiary<br>(Magnum) | Co-Issuer<br>Subsidiary<br>(Cedar<br>Canada) | Guarantor<br>Subsidiaries | Eliminations       | Total              |
|---|--------------------------------|-------------------------------------|--|---------------------------|--------------------|--------------------|
| Net revenues  | <u>\$145,715</u>               | <u>\$258,136</u>                    | <u>\$140,418</u>                             | <u>\$927,668</u>          | <u>\$(403,483)</u> | <u>\$1,068,454</u> |
| Costs and expenses:                                     |                                |                                     |  |                           |                    |                    |
| Cost of food, merchandise and games<br>revenues         | -                              | -                                   | 10,316                                       | 84,732                    | -                  | 95,048             |
| Operating expenses                                      | 5,380                          | 176,356                             | 47,863                                       | 625,287                   | (403,483)          | 451,403            |
| Selling, general and administrative                     | 6,495                          | 86,615                              | 11,135                                       | 34,066                    | -                  | 138,311            |
| Depreciation and amortization                           | 37,660                         | 40                                  | 18,199                                       | 70,407                    | -                  | 126,306            |
| Loss on impairment / retirement of fixed<br>assets, net | 25,997                         | -                                   | 6  | 4,333                     | -                  | 30,336             |
| Gain on sale of other assets                            | (862)                          | -                                   | -  | (5,763)                   | -                  | (6,625)            |
|   | <u>74,670</u>                  | <u>263,011</u>                      | <u>87,519</u>                                | <u>813,062</u>            | <u>(403,483)</u>   | <u>834,779</u>     |
| Operating income (loss)                                 | 71,045                         | (4,875)                             | 52,899                                       | 114,606                   | -                  | 233,675            |
| Interest expense, net                                   | 48,524                         | 29,328                              | 40,870                                       | (8,171)                   | -                  | 110,551            |
| Net effect of swaps                                     | (138)                          | 121                                 | (1,475)                                      | -                         | -                  | (1,492)            |
| Unrealized / realized foreign currency gain             | -                              | -                                   | (8,998)                                      | -                         | -                  | (8,998)            |
| Other (income) expense                                  | 749                            | (9,507)                             | 2,020  | 6,738                     | -                  | -                  |
| (Income) loss from investment in affiliates             | <u>(90,022)</u>                | <u>(66,150)</u>                     | <u>(14,597)</u>                              | <u>(31,759)</u>           | <u>202,528</u>     | <u>-</u>           |
| Income (loss) before taxes                              | 111,932                        | 41,333                              | 35,079                                       | 147,798                   | (202,528)          | 133,614            |
| Provision (benefit) for taxes                           | 10,075                         | (9,856)                             | 3,413  | 28,125                    | -                  | 31,757             |
| Net income  | <u>\$101,857</u>               | <u>\$ 51,189</u>                    | <u>\$ 31,666</u>                             | <u>\$119,673</u>          | <u>\$(202,528)</u> | <u>\$ 101,857</u>  |
| Other comprehensive income (loss), (net of tax):        |                                |                                     |  |                           |                    |                    |
| Cumulative foreign currency translation<br>adjustment   | 369                            | -                                   | 369  | -                         | (369)              | 369                |
| Unrealized income on cash flow hedging<br>derivatives   | 139                            | 114                                 | 21   | -                         | (135)              | 139                |
| Other comprehensive income, (net of tax)                | <u>508</u>                     | <u>114</u>                          | <u>390</u>                                   | <u>-</u>                  | <u>(504)</u>       | <u>508</u>         |
| Total Comprehensive Income                              | <u>\$102,365</u>               | <u>\$ 51,303</u>                    | <u>\$ 32,056</u>                             | <u>\$119,673</u>          | <u>\$(203,032)</u> | <u>\$ 102,365</u>  |

**CEDAR FAIR, L.P.**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME**  
**For the Year Ended December 31, 2011 (As restated)**  
(In thousands)

|  | Cedar Fair<br>L.P.<br>(Parent) | Co-Issuer<br>Subsidiary<br>(Magnum) | Co-Issuer<br>Subsidiary<br>(Cedar<br>Canada) | Guarantor<br>Subsidiaries | Eliminations       | Total            |
|--|--------------------------------|-------------------------------------|--|---------------------------|--------------------|------------------|
| Net revenues   | \$ 141,149                     | \$ 251,064                          | \$ 126,972                                   | \$ 901,120                | \$(391,833)        | \$ 1,028,472     |
| Costs and expenses:  |                                |                                     |  |                           |                    |                  |
| Cost of food, merchandise and games revenues                 | -                              | -                                   | 9,932  | 82,125                    | -                  | 92,057           |
| Operating expenses   | 5,491                          | 165,409                             | 45,765                                       | 606,019                   | (391,833)          | 430,851          |
| Selling, general and administrative                          | 10,073                         | 84,270                              | 11,314                                       | 34,769                    | -                  | 140,426          |
| Depreciation and amortization                                | 37,283                         | 47                                  | 17,325                                       | 71,182                    | -                  | 125,837          |
| Loss on impairment / retirement of fixed<br>assets, net      | 990                            | -                                   | (61)   | 10,426                    | -                  | 11,355           |
|  | <u>53,837</u>                  | <u>249,726</u>                      | <u>84,275</u>                                | <u>804,521</u>            | <u>(391,833)</u>   | <u>800,526</u>   |
| Operating income   | 87,312                         | 1,338                               | 42,697                                       | 96,599                    | -                  | 227,946          |
| Interest expense, net  | 84,391                         | 15,030                              | 52,814                                       | 4,793                     | -                  | 157,028          |
| Net effect of swaps  | (12,214)                       | 718                                 | (1,623)                                      | -                         | -                  | (13,119)         |
| Unrealized / realized foreign currency loss                  | -                              | -                                   | 9,909  | -                         | -                  | 9,909            |
| Other (income) expense                                       | 1,705                          | (7,798)                             | 2,349  | 4,699                     | -                  | 955              |
| (Income) loss from investment in affiliates                  | (60,251)                       | (11,912)                            | (6,945)                                      | 15,573                    | 63,535             | -                |
| Income (loss) before taxes                                   | 73,681                         | 5,300                               | (13,807)                                     | 71,534                    | (63,535)           | 73,173           |
| Provision (benefit) for taxes                                | 8,385                          | (23,000)                            | 2,970  | 19,522                    | -                  | 7,877            |
| Net income (loss)  | <u>\$ 65,296</u>               | <u>\$ 28,300</u>                    | <u>\$ (16,777)</u>                           | <u>\$ 52,012</u>          | <u>\$ (63,535)</u> | <u>\$ 65,296</u> |
| Other comprehensive income (loss), (net of tax):             |                                |                                     |  |                           |                    |                  |
| Cumulative foreign currency translation adjustment           | 933                            | -                                   | 933  | -                         | (933)              | 933              |
| Unrealized income (loss) on cash flow hedging<br>derivatives | 3,767                          | (9,499)                             | 291  | -                         | 9,208              | 3,767            |
| Other comprehensive income (loss), (net of tax)              | <u>4,700</u>                   | <u>(9,499)</u>                      | <u>1,224</u>                                 | <u>-</u>                  | <u>8,275</u>       | <u>4,700</u>     |
| Total Comprehensive Income                                   | <u>\$ 69,996</u>               | <u>\$ 18,801</u>                    | <u>\$ (15,553)</u>                           | <u>\$ 52,012</u>          | <u>\$ (55,260)</u> | <u>\$ 69,996</u> |

**CEDAR FAIR, L.P.**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME**  
**For the Year Ended December 31, 2010**  
(In thousands)

|  | Cedar Fair<br>L.P.<br>(Parent) | Co-Issuer<br>Subsidiary<br>(Magnum) | Co-Issuer<br>Subsidiary<br>(Cedar<br>Canada) | Guarantor<br>Subsidiaries | Eliminations       | Total              |
|--|--------------------------------|-------------------------------------|--|---------------------------|--------------------|--------------------|
| Net revenues   | \$ 136,386                     | \$ 245,983                          | \$ 113,513                                   | \$ 863,677                | \$(381,967)        | \$ 977,592         |
| Costs and expenses:                                  |                                |                                     |  |                           |                    |                    |
| Cost of food, merchandise and games revenues         | -                              | -                                   | 8,917  | 77,702                    | -                  | 86,619             |
| Operating expenses                                   | 5,534                          | 164,750                             | 42,551                                       | 580,534                   | (381,967)          | 411,402            |
| Selling, general and administrative                  | 15,093                         | 71,454                              | 10,839                                       | 36,615                    | -                  | 134,001            |
| Depreciation and amortization                        | 36,158                         | 95                                  | 16,246                                       | 76,357                    | -                  | 128,856            |
| Loss on impairment of goodwill and other intangibles | -                              | -                                   | -  | 2,293                     | -                  | 2,293              |
| Loss on impairment / retirement of fixed assets, net | 732                            | -                                   | 20   | 62,000                    | -                  | 62,752             |
|  | <u>57,517</u>                  | <u>236,299</u>                      | <u>78,573</u>                                | <u>835,501</u>            | <u>(381,967)</u>   | <u>825,923</u>     |
| Operating income                                     | 78,869                         | 9,684                               | 34,940                                       | 28,176                    | -                  | 151,669            |
| Interest expense, net                                | 85,313                         | 31,460                              | 31,835                                       | 523                       | -                  | 149,131            |
| Net effect of swaps                                  | 10,508                         | -                                   | 7,686  | -                         | -                  | 18,194             |
| Loss on early extinguishment of debt                 | 24,831                         | -                                   | 10,458                                       | -                         | -                  | 35,289             |
| Unrealized / realized foreign currency loss          | -                              | (3,079)                             | (17,484)                                     | -                         | -                  | (20,563)           |
| Other (income) expense                               | 750                            | (6,123)                             | 1,811  | 3,562                     | -                  | -                  |
| (Income) loss from investment in affiliates          | (17,498)                       | 993                                 | 2,461  | 2,215                     | 11,829             | -                  |
| Income (loss) before taxes                           | (25,035)                       | (13,567)                            | (1,827)                                      | 21,876                    | (11,829)           | (30,382)           |
| Provision (benefit) for taxes                        | 8,017                          | (320)                               | 456  | (5,483)                   | -                  | 2,670              |
| Net income (loss)                                    | <u>\$ (33,052)</u>             | <u>\$ (13,247)</u>                  | <u>\$ (2,283)</u>                            | <u>\$ 27,359</u>          | <u>\$ (11,829)</u> | <u>\$ (33,052)</u> |
| Other comprehensive income (loss), (net of tax):     |                                |                                     |  |                           |                    |                    |
| Cumulative foreign currency translation adjustment   | (6,475)                        | -                                   | (6,475)                                      | -                         | 6,475              | (6,475)            |
| Unrealized income on cash flow hedging derivatives   | 60,048                         | 1,916                               | 8,906  | -                         | (10,822)           | 60,048             |
| Other comprehensive income, (net of tax)             | <u>53,573</u>                  | <u>1,916</u>                        | <u>2,431</u>                                 | <u>-</u>                  | <u>(4,347)</u>     | <u>53,573</u>      |
| Total Comprehensive Income                           | <u>\$ 20,521</u>               | <u>\$ (11,331)</u>                  | <u>\$ 148</u>                                | <u>\$ 27,359</u>          | <u>\$ (16,176)</u> | <u>\$ 20,521</u>   |

**CEDAR FAIR, L.P.**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Year Ended December 31, 2012 (As restated)**  
(In thousands)

|   | Cedar Fair<br>L.P.<br>(Parent) | Co-Issuer<br>Subsidiary<br>(Magnum) | Co-Issuer<br>Subsidiary<br>(Cedar<br>Canada) | Guarantor<br>Subsidiaries | Eliminations      | Total             |
|---|--------------------------------|-------------------------------------|--|---------------------------|-------------------|-------------------|
| <b>NET CASH FROM (FOR) OPERATING<br/>ACTIVITIES</b>                     | <u>\$ 130,043</u>              | <u>\$ 30,996</u>                    | <u>\$ 21,256</u>                             | <u>\$143,489</u>          | <u>\$(39,851)</u> | <u>\$ 285,933</u> |
| <b>CASH FLOWS FROM (FOR) INVESTING<br/>ACTIVITIES</b>                   |                                |                                     |  |                           |                   |                   |
| Investment in joint ventures and affiliates                             | 30,855                         | (56,099)                            | 2,172  | (16,779)                  | 39,851            | -                 |
| Sale of other assets  | 1,173                          | -                                   | -  | 14,885                    | -                 | 16,058            |
| Capital expenditures  | (33,664)                       | (8)                                 | (14,551)                                     | (48,009)                  | -                 | (96,232)          |
| Net cash for investing activities                                       | <u>(1,636)</u>                 | <u>(56,107)</u>                     | <u>(12,379)</u>                              | <u>(49,903)</u>           | <u>39,851</u>     | <u>(80,174)</u>   |
| <b>CASH FLOWS FROM (FOR) FINANCING<br/>ACTIVITIES</b>                   |                                |                                     |  |                           |                   |                   |
| Term debt payments, including early termination penalties               | (14,468)                       | (10,212)                            | (320)  | -                         | -                 | (25,000)          |
| Derivative settlement   | -                              | -                                   | (50,450)                                     | -                         | -                 | (50,450)          |
| Intercompany (payments) receipts  | -                              | 93,845                              | -  | (93,845)                  | -                 | -                 |
| Distributions (paid) received   | (88,939)                       | 126                                 | -  | -                         | -                 | (88,813)          |
| Capital (contribution) infusion   | -                              | (60,000)                            | 60,000                                       | -                         | -                 | -                 |
| Exercise of limited partnership unit options                            | -                              | 76                                  | -  | -                         | -                 | 76                |
| Excess tax benefit from unit-based compensation expense                 | -                              | 1,208                               | -  | -                         | -                 | 1,208             |
| Net cash from (for) financing activities                                | <u>(103,407)</u>               | <u>25,043</u>                       | <u>9,230</u>                                 | <u>(93,845)</u>           | <u>-</u>          | <u>(162,979)</u>  |
| <b>EFFECT OF EXCHANGE RATE CHANGES ON<br/>CASH AND CASH EQUIVALENTS</b> | <u>-</u>                       | <u>-</u>                            | <u>526</u>                                   | <u>-</u>                  | <u>-</u>          | <u>526</u>        |
| <b>CASH AND CASH EQUIVALENTS</b>  |                                |                                     |  |                           |                   |                   |
| Net increase (decrease) for the year                                    | 25,000                         | (68)                                | 18,633                                       | (259)                     | -                 | 43,306            |
| Balance, beginning of year  | -                              | 512                                 | 31,540                                       | 3,472                     | -                 | 35,524            |
| Balance, end of year  | <u>\$ 25,000</u>               | <u>\$ 444</u>                       | <u>\$ 50,173</u>                             | <u>\$ 3,213</u>           | <u>\$ -</u>       | <u>\$ 78,830</u>  |

**CEDAR FAIR, L.P.**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Year Ended December 31, 2011 (As restated)**  
(In thousands)

|   | Cedar Fair<br>L.P.<br>(Parent) | Co-Issuer<br>Subsidiary<br>(Magnum) | Co-Issuer<br>Subsidiary<br>(Cedar<br>Canada) | Guarantor<br>Subsidiaries | Eliminations   | Total             |
|---|--------------------------------|-------------------------------------|--|---------------------------|----------------|-------------------|
| <b>NET CASH FROM (FOR) OPERATING<br/>ACTIVITIES</b>                     | <u>\$141,935</u>               | <u>\$(155,251)</u>                  | <u>\$ 47,935</u>                             | <u>\$ 183,753</u>         | <u>\$(195)</u> | <u>\$ 218,177</u> |
| <b>CASH FLOWS FROM (FOR) INVESTING<br/>ACTIVITIES</b>                   |                                |                                     |  |                           |                |                   |
| Investment in joint ventures and affiliates                             | (8,954)                        | (13,523)                            | (1,414)                                      | 23,696                    | 195            | -                 |
| Capital expenditures  | <u>(41,851)</u>                | <u>-</u>                            | <u>(19,344)</u>                              | <u>(28,995)</u>           | <u>-</u>       | <u>(90,190)</u>   |
| Net cash from (for) investing activities                                | <u>(50,805)</u>                | <u>(13,523)</u>                     | <u>(20,758)</u>                              | <u>(5,299)</u>            | <u>195</u>     | <u>(90,190)</u>   |
| <b>CASH FLOWS FROM (FOR) FINANCING<br/>ACTIVITIES</b>                   |                                |                                     |  |                           |                |                   |
| Net payments on revolving credit loans                                  | (23,200)                       | -                                   | -  | -                         | -              | (23,200)          |
| Term debt borrowings  | 13,246                         | 9,357                               | 335  | -                         | -              | 22,938            |
| Intercompany term debt (payments) receipts                              | -                              | 176,343                             | -  | (176,343)                 | -              | -                 |
| Term debt payments, including early termination penalties               | (13,831)                       | (9,763)                             | (306)  | -                         | -              | (23,900)          |
| Distributions (paid) received   | (55,562)                       | 215                                 | -  | -                         | -              | (55,347)          |
| Payment of debt issuance costs  | (11,783)                       | (8,332)                             | (1,099)                                      | -                         | -              | (21,214)          |
| Exercise of limited partnership unit options                            | <u>-</u>                       | <u>5</u>                            | <u>-</u>                                     | <u>-</u>                  | <u>-</u>       | <u>5</u>          |
| Net cash from (for) financing activities                                | <u>(91,130)</u>                | <u>167,825</u>                      | <u>(1,070)</u>                               | <u>(176,343)</u>          | <u>-</u>       | <u>(100,718)</u>  |
| <b>EFFECT OF EXCHANGE RATE CHANGES ON<br/>CASH AND CASH EQUIVALENTS</b> | <u>-</u>                       | <u>-</u>                            | <u>(1,510)</u>                               | <u>-</u>                  | <u>-</u>       | <u>(1,510)</u>    |
| <b>CASH AND CASH EQUIVALENTS</b>  |                                |                                     |  |                           |                |                   |
| Net increase (decrease) for the year                                    | -                              | (949)                               | 24,597                                       | 2,111                     | -              | 25,759            |
| Balance, beginning of year  | <u>-</u>                       | <u>1,461</u>                        | <u>6,943</u>                                 | <u>1,361</u>              | <u>-</u>       | <u>9,765</u>      |
| Balance, end of year  | <u>\$ -</u>                    | <u>\$ 512</u>                       | <u>\$ 31,540</u>                             | <u>\$ 3,472</u>           | <u>\$ -</u>    | <u>\$ 35,524</u>  |

**CEDAR FAIR, L.P.**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Year Ended December 31, 2010**  
(In thousands)

|   | Cedar Fair<br>L.P.<br>(Parent) | Co-Issuer<br>Subsidiary<br>(Magnum) | Co-Issuer<br>Subsidiary<br>(Cedar<br>Canada) | Guarantor<br>Subsidiaries | Eliminations | Total       |
|---|--------------------------------|-------------------------------------|--|---------------------------|--------------|-------------|
| <b>NET CASH FROM (FOR) OPERATING<br/>ACTIVITIES</b>                     | \$ 82,230                      | \$ (62,109)                         | \$ (3,649)                                   | \$ 41,710                 | \$ 123,933   | \$ 182,115  |
| <b>CASH FLOWS FROM (FOR) INVESTING<br/>ACTIVITIES</b>                   |                                |                                     |  |                           |              |             |
| Investment in joint ventures and affiliates                             | 14,840                         | 222,495                             | (113,173)                                    | (229)                     | (123,933)    | -           |
| Capital expenditures  | (26,165)                       | -                                   | (7,433)                                      | (38,108)                  | -            | (71,706)    |
| Net cash from (for) investing activities                                | (11,325)                       | 222,495                             | (120,606)                                    | (38,337)                  | (123,933)    | (71,706)    |
| <b>CASH FLOWS FROM (FOR) FINANCING<br/>ACTIVITIES</b>                   |                                |                                     |  |                           |              |             |
| Net borrowings (payments) on revolving credit loans                     | (63,100)                       | -                                   | -  | -                         | -            | (63,100)    |
| Term debt borrowings  | 680,000                        | 480,000                             | 15,000                                       | -                         | -            | 1,175,000   |
| Note borrowings   | -                              | -                                   | 399,383                                      | -                         | -            | 399,383     |
| Intercompany term debt (payments) receipts                              | 699,625                        | (696,875)                           | -  | (2,750)                   | -            | -           |
| Term debt payments, including early termination penalties               | (1,351,464)                    | (7,327)                             | (208,099)                                    | -                         | -            | (1,566,890) |
| Distributions (paid) received   | (13,891)                       | 57                                  | -  | -                         | -            | (13,834)    |
| Return of capital   | -                              | 75,247                              | (75,247)                                     | -                         | -            | -           |
| Payment of debt issuance costs  | (22,075)                       | (11,277)                            | (9,912)                                      | -                         | -            | (43,264)    |
| Exercise of limited partnership unit options                            | -                              | 7                                   | -  | -                         | -            | 7           |
| Net cash from (for) financing activities                                | (70,905)                       | (160,168)                           | 121,125                                      | (2,750)                   | -            | (112,698)   |
| <b>EFFECT OF EXCHANGE RATE CHANGES ON<br/>CASH AND CASH EQUIVALENTS</b> | -                              | -                                   | 126  | -                         | -            | 126         |
| <b>CASH AND CASH EQUIVALENTS</b>  |                                |                                     |  |                           |              |             |
| Net increase (decrease) for the year                                    | -                              | 218                                 | (3,004)                                      | 623                       | -            | (2,163)     |
| Balance, beginning of year  | -                              | 1,243                               | 9,947  | 738                       | -            | 11,928      |
| Balance, end of year  | \$ -                           | \$ 1,461                            | \$ 6,943                                     | \$ 1,361                  | \$ -         | \$ 9,765    |

## **ITEM 9A. CONTROLS AND PROCEDURES.**

### **Disclosure Controls and Procedures**

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, management evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), as of the end of the period covered by our annual report on Form 10-K for the fiscal year ended December 31, 2012 (the “Evaluation Date”). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer previously concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms and that such information is accumulated and communicated to the Partnership’s management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In connection with the restatement of our financial statements in this Amendment as described in the introductory Explanatory Note and Note 1 to the consolidated financial statements, management reevaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the Evaluation Date. Based on that reevaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of the Evaluation Date as a result of the material weakness identified in our internal control over financial reporting that is described below.

In its 2012 Form 10-K, the Partnership announced plans to move off the composite depreciation method of accounting beginning in 2013. In the process of changing accounting methods and responding to an open SEC comment letter, the Partnership determined that its accounting treatment under the composite depreciation method for the retirement of a ride at one of its parks in 2011 was in error. In particular, the discrete charge related to that retirement (totaling \$8.8 million on a pre-tax basis) should have been recorded to the income statement in 2011 rather than being deferred and recorded in the composite pool as was disclosed in the 2011 Form 10-K as originally filed. The original determination was that the asset retirement was normal, and thereby under the composite method of depreciation resulted in \$8.8 million (net book value after salvage) being recorded in Accumulated Depreciation in the Partnership’s 2011 Annual Report on Form 10-K. The amount remaining in Accumulated Depreciation in the Partnership’s 2012 Annual Report on Form 10-K was \$7.8 million. The correction of this error results in adjustments to the financial statements that will decrease pre-tax earnings in 2011 by \$8.8 million and increase pre-tax earnings in 2012 by \$1.0 million. The adjustments will have no impact on results of operations or balance sheet for 2010.

### **Management’s Report on Internal Control over Financial Reporting (as revised)**

Management, under the supervision of the Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act, is a process designed by, or under the supervision of, the Chief Executive Officer and Chief Financial Officer and effected by the board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles (“GAAP”). Internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the The Partnership;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that the receipts and expenditures of the Partnership are being made only in accordance with authorizations of management and the board of directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Partnership’s assets that could have a material effect on the financial statements.

In connection with the Original 2012 Form 10-K filing, the Partnership’s management included Management’s Annual Report on Internal Control over Financial Reporting therein, which expressed a conclusion that the Partnership’s internal control over financial reporting was effective as of December 31, 2012. Subsequent to the filing of the Original 2012 Form 10-K and in connection with the restatement discussed in this Amendment, management reevaluated the effectiveness of the Partnership’s internal control over financial reporting as of December 31, 2012 using the framework established in “Internal Control-integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). As a result of the reevaluation and based on the criteria in the COSO Framework, management concluded, based upon the material weakness described below, that the Partnership did not maintain effective internal control over financial reporting as of December 31, 2012.

A material weakness in internal control over financial reporting is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis.

Management identified the following material weakness in connection with its re-evaluation of internal control over financial reporting; management identified that the Partnership had failed to properly consider the following when it documented its policy for determining whether an asset retirement in a composite pool was normal or unusual:

- Was the asset's net book value substantial
- Did the retirement cause a deviation from the estimated composite depreciation survivor curve

After consideration of the above criteria, the Partnership identified one asset retirement that should have been treated as unusual in the Original 2012 Form 10-K filing.

Remediation of this material weakness in internal control over financial reporting was accomplished through the conversion of all composite assets to the unit method of depreciation as of January 1, 2013. The conversion to the unit method eliminates the concept of normal vs. unusual as any and all asset retirements with a remaining net book value will be reflected in the Consolidated Statements of Operations and Comprehensive Income.

Deloitte & Touche LLP, the independent registered public accounting firm that audited the financial statements included herein, has issued an attestation report on the Partnership's internal control over financial reporting.

#### **Changes in Internal Control over Financial Reporting**

There were no changes in the Partnership's internal controls over financial reporting that occurred during the fourth quarter of 2012 that have materially affected, or are reasonably likely to materially affect, the Partnership's internal controls over financial reporting.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Unitholders of Cedar Fair, L.P.  
Sandusky, Ohio

We have audited the internal control over financial reporting of Cedar Fair, L.P. and subsidiaries (the “Partnership”) as of December 31, 2012, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Partnership’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control Over Financial Reporting (as revised). Our responsibility is to express an opinion on the Partnership’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A Partnership’s internal control over financial reporting is a process designed by, or under the supervision of, the Partnership’s principal executive and principal financial officers, or persons performing similar functions, and effected by the Partnership’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Partnership’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Partnership; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Partnership are being made only in accordance with authorizations of management and directors of the Partnership; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Partnership’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our report dated February 25, 2013, we expressed an unqualified opinion on the effectiveness of the Partnership’s internal control over financial reporting. As described in the following paragraph, a material weakness was subsequently identified as a result of the restatement described in Note 1 to the consolidated financial statements. Accordingly, management has revised its assessment about the effectiveness of the Partnership’s internal control over financial reporting and our present opinion on the effectiveness of the Partnership’s internal control over financial reporting as of December 31, 2012, as expressed herein, is different from that expressed in our previous report.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Partnership’s annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management’s assessment:

- Management identified that the Partnership had failed to consider the following when it documented its policy for determining whether an asset retirement in a composite pool was normal or unusual:
  - Was the asset’s net book value substantial
  - Did the retirement cause a deviation from the estimated composite depreciation survivor curve

This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Partnership as of and for the year ended December 31, 2012, and this report does not affect our report on such financial statements.

In our opinion, because of the effect of the material weakness identified above on the achievement of the objective of the control criteria, the Partnership has not maintained effective internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2012 of the Partnership and our report dated February 25, 2013 (May 10, 2013 as to the effects of the restatement discussed in Note 1 to the consolidated financial statements) expressed an unqualified opinion on those financial statements and included an explanatory paragraph regarding the restatement.

/s/ Deloitte & Touche LLP

Cleveland, Ohio

February 25, 2013 (May 10, 2013 as to the effects of the material weakness described in Management's Report on Internal Control over Financial Reporting (as revised))

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

#### A. 1. Financial Statements

The following consolidated financial statements of the Registrant, the notes thereto and the related Report of Independent Registered Public Accounting Firm are filed under Item 8 of this Report:

|   | <u>Page</u> |
|---|-------------|
| (i) Report of Independent Registered Public Accounting Firm.  | 20          |
| (ii) Consolidated Balance Sheets - December 31, 2012 and 2011.  | 21          |
| (iii) Consolidated Statements of Operations and Comprehensive Income - Years ended December 31, 2012, 2011, and 2010. | 22          |
| (iv) Consolidated Statements of Cash Flows - Years ended December 31, 2012, 2011, and 2010.                           | 23          |
| (v) Consolidated Statements of Partners' Equity - Years ended December 31, 2012, 2011, and 2010.                      | 24          |
| (vi) Notes to Consolidated Financial Statements - December 31, 2012, 2011, and 2010.                                  | 25-53       |

#### A. 2. Financial Statement Schedules

All Schedules are omitted, as the information is not required or is otherwise furnished.

### A. 3. Exhibits

The exhibits listed below are filed with this Form 10-K/A (i) to supersede and replace Exhibits 23, 31.1, 31.2, 32 and 101 to the Original 2012 Form 10-K, and (ii) to supplement the other exhibits listed in the Exhibit Index to the Original 2012 Form 10-K.

| <u>Exhibit Number</u> | <u>Description</u>   |
|-----------------------|--|
| 23                    | Consent of Independent Registered Public Accounting Firm   |
| 31.1                  | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.2                  | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 32.1                  | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 101                   | The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2012 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Statements of Operations and Comprehensive Income, (ii) the Consolidated Balance Sheets, (iii) the Consolidated Statements of Cash Flows, (iv) the Consolidated Statements of Partners' Equity and, (v) related notes. |

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CEDAR FAIR, L.P.**  
(Registrant)

DATED: May 10, 2013

By: Cedar Fair Management, Inc.  
General Partner

/S/ Matthew A. Ouimet  
Matthew A. Ouimet  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <u>Signature</u>  | <u>Title</u>  | <u>Date</u>  |
|---|---|--------------|
| <u>/S/ Matthew A. Ouimet</u><br>Matthew A. Ouimet           | President and Chief Executive Officer<br>Director                                     | May 10, 2013 |
| <u>/S/ Brian C. Witherow</u><br>Brian C. Witherow           | Executive Vice President and Chief Financial Officer<br>(Principal Financial Officer) | May 10, 2013 |
| <u>/S/ David R. Hoffman</u><br>David R. Hoffman             | Senior Vice President and Chief Accounting Officer<br>(Principal Accounting Officer)  | May 10, 2013 |
| <u>/S/ Eric L. Affeldt</u><br>Eric L. Affeldt               | Chairman  | May 10, 2013 |
| <u>/S/ Gina D. France</u><br>Gina D. France                 | Director  | May 10, 2013 |
| <u>/S/ Daniel J. Hanrahan</u><br>Daniel J. Hanrahan         | Director  | May 10, 2013 |
| <u>/S/ Richard L. Kinzel</u><br>Richard L. Kinzel           | Director  | May 10, 2013 |
| <u>/S/ Tom Klein</u><br>Tom Klein                           | Director  | May 10, 2013 |
| <u>/S/ Debra Smithart-Oglesby</u><br>Debra Smithart-Oglesby | Director  | May 10, 2013 |
| <u>/S/ John M. Scott III</u><br>John M. Scott III           | Director  | May 10, 2013 |
| <u>/S/ Lauri M. Shanahan</u><br>Lauri M. Shanahan           | Director  | May 10, 2013 |

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#### EXHIBIT INDEX

|      |  |    |
|------|--|----|
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| 101  | The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2012 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Statements of Operations and Comprehensive Income, (ii) the Consolidated Balance Sheets, (iii) the Consolidated Statements of Cash Flows, (iv) the Consolidated Statements of Partners' Equity and, (v) related notes. | *  |