

CEDAR FAIR L P  
Form 10-Q  
November 07, 2012  
Table of Contents

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

FORM 10-Q  
(Mark One)

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

For the quarterly period ended September 30, 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)  
One Cedar Point Drive, Sandusky, Ohio 44870-5259  
(Address of principal executive offices) (Zip Code)  
(419) 626-0830  
(Registrant's telephone number, including area code)

34-1560655  
(I.R.S. Employer  
Identification 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 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

Title of Class Units Outstanding As Of November 1, 2012  
Units Representing Limited Partner Interests 55,519,784

Table of Contents

CEDAR FAIR, L.P.  
INDEX  
FORM 10 - Q

Part I - Financial Information

|         |  |              |
|---------|--|--------------|
| Item 1. | <u>Financial Statements</u>  | <u>3-32</u>  |
| Item 2. | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | <u>33-44</u> |
| Item 3. | <u>Quantitative and Qualitative Disclosures About Market Risk</u>                            | <u>44</u>    |
| Item 4. | <u>Controls and Procedures</u>   | <u>44-45</u> |

Part II - Other Information

|          |                          |           |
|----------|--------------------------|-----------|
| Item 1.  | <u>Legal Proceedings</u> | <u>45</u> |
| Item 1A. | <u>Risk Factors</u>      | <u>45</u> |
| Item 5.  | <u>Other Information</u> | <u>45</u> |
| Item 6.  | <u>Exhibits</u>          | <u>46</u> |
|          | <u>Signatures</u>        | <u>47</u> |
|          | <u>Index to Exhibits</u> | <u>48</u> |

---

Table of Contents

## PART I - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## CEDAR FAIR, L.P.

## UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

|   | 9/30/2012   | 12/31/2011  | 9/25/2011   |
|---|-------------|-------------|-------------|
| <b>ASSETS</b>                           |             |             |             |
| Current Assets:                         |             |             |             |
| Cash and cash equivalents               | \$96,102    | \$35,524    | \$96,312    |
| Receivables                             | 29,357      | 7,611       | 38,539      |
| Inventories                             | 33,593      | 33,069      | 36,946      |
| Current deferred tax asset              | 10,345      | 10,345      | 5,874       |
| Income tax refundable                   | 10,454      | —           | —           |
| Other current assets                    | 7,443       | 11,966      | 9,299       |
|   | 187,294     | 98,515      | 186,970     |
| Property and Equipment:                 |             |             |             |
| Land                                    | 309,257     | 312,859     | 311,877     |
| Land improvements                       | 347,631     | 333,423     | 332,853     |
| Buildings                               | 581,513     | 579,136     | 578,249     |
| Rides and equipment                     | 1,490,289   | 1,423,370   | 1,437,590   |
| Construction in progress                | 10,898      | 33,892      | 17,315      |
|   | 2,739,588   | 2,682,680   | 2,677,884   |
| Less accumulated depreciation           | (1,175,744) | (1,063,188) | (1,062,605) |
|   | 1,563,844   | 1,619,492   | 1,615,279   |
| Goodwill                                | 247,663     | 243,490     | 242,149     |
| Other Intangibles, net                  | 40,865      | 40,273      | 40,067      |
| Other Assets                            | 50,171      | 54,188      | 56,622      |
|   | \$2,089,837 | \$2,055,958 | \$2,141,087 |
| <b>LIABILITIES AND PARTNERS' EQUITY</b> |             |             |             |
| Current Liabilities:                    |             |             |             |
| Current maturities of long-term debt    | \$—         | \$15,921    | \$—         |
| Accounts payable                        | 22,596      | 12,856      | 28,458      |
| Deferred revenue                        | 34,682      | 29,594      | 32,694      |
| Accrued interest                        | 7,012       | 15,762      | 13,968      |
| Accrued taxes                           | 52,404      | 16,008      | 33,093      |
| Accrued salaries, wages and benefits    | 36,219      | 33,388      | 41,109      |
| Self-insurance reserves                 | 23,092      | 21,243      | 21,942      |
| Current derivative liability            | —           | 50,772      | 59,366      |
| Other accrued liabilities               | 10,843      | 7,899       | 12,247      |
|   | 186,848     | 203,443     | 242,877     |
| Deferred Tax Liability                  | 143,094     | 133,767     | 123,973     |
| Derivative Liability                    | 34,708      | 32,400      | 33,835      |
| Other Liabilities                       | 7,380       | 4,090       | 2,872       |
| Long-Term Debt:                         |             |             |             |
| Term debt                               | 1,131,100   | 1,140,179   | 1,156,100   |
| Notes                                   | 400,676     | 400,279     | 400,154     |
|   | 1,531,776   | 1,540,458   | 1,556,254   |

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Commitments and Contingencies (Note 10)

Partners' Equity:

|   |             |             |             |
|---|-------------|-------------|-------------|
| Special L.P. interests  | 5,290       | 5,290       | 5,290       |
| General partner   | 1           | —           | —           |
| Limited partners, 55,519, 55,346 and 55,346 units<br>outstanding at September 30, 2012, December 31, 2011 and<br>September 25, 2011, respectively | 212,797     | 165,518     | 204,974     |
| Accumulated other comprehensive loss  | (32,057     | ) (29,008   | ) (28,988   |
|   | 186,031     | 141,800     | 181,276     |
|   | \$2,089,837 | \$2,055,958 | \$2,141,087 |

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

Table of Contents

CEDAR FAIR, L.P.

## UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(In thousands, except per unit amounts)

|   | Three months ended |           | Nine months ended |           | Twelve months ended |           |
|---|--------------------|-----------|-------------------|-----------|---------------------|-----------|
|   | 9/30/2012          | 9/25/2011 | 9/30/2012         | 9/25/2011 | 9/30/2012           | 9/25/2011 |
| Net revenues:   |                    |           |                   |           |                     |           |
| Admissions  | \$319,607          | \$333,924 | \$533,143         | \$505,155 | \$624,030           | \$585,526 |
| Food, merchandise and games                               | 171,336            | 191,494   | 305,203           | 307,265   | 347,374             | 348,591   |
| Accommodations and other                                  | 62,502             | 46,850    | 100,903           | 71,207    | 112,690             | 79,199    |
|   | 553,445            | 572,268   | 939,249           | 883,627   | 1,084,094           | 1,013,316 |
| Costs and expenses:                                       |                    |           |                   |           |                     |           |
| Cost of food, merchandise and games revenues              | 47,353             | 48,758    | 83,926            | 79,981    | 96,002              | 90,778    |
| Operating expenses  | 163,311            | 161,452   | 380,832           | 351,558   | 460,125             | 426,955   |
| Selling, general and administrative                       | 52,993             | 51,978    | 115,488           | 110,126   | 145,788             | 133,192   |
| Depreciation and amortization                             | 60,747             | 63,448    | 113,156           | 110,857   | 128,136             | 126,382   |
| Loss on impairment of goodwill and other intangibles      | —                  | —         | —                 | —         | —                   | 903       |
| Loss on impairment / retirement of fixed assets, net      | 25,000             | 880       | 24,230            | 1,076     | 25,719              | 63,509    |
|   | 349,404            | 326,516   | 717,632           | 653,598   | 855,770             | 841,719   |
| Operating income  | 204,041            | 245,752   | 221,617           | 230,029   | 228,324             | 171,597   |
| Interest expense  | 26,863             | 41,353    | 83,902            | 124,650   | 116,437             | 171,049   |
| Net effect of swaps                                       | (175 )             | (3,962 )  | (1,318 )          | (3,507 )  | (10,930 )           | 1,772     |
| Unrealized/realized foreign currency (gain) loss          | (15,035 )          | 18,549    | (13,926 )         | 14,704    | (18,721 )           | 2,323     |
| Other (income) expense                                    | (13 )              | (250 )    | (31 )             | 835       | (68 )               | 761       |
| Income (loss) before taxes                                | 192,401            | 190,062   | 152,990           | 93,347    | 141,606             | (4,308 )  |
| Provision (benefit) for taxes                             | 51,713             | 37,844    | 41,395            | 21,773    | 30,839              | (12,424 ) |
| Net income  | 140,688            | 152,218   | 111,595           | 71,574    | 110,767             | 8,116     |
| Net income allocated to general partner                   | 1                  | 2         | 1                 | 1         | 1                   | 1         |
| Net income allocated to limited partners                  | \$140,687          | \$152,216 | \$111,594         | \$71,573  | \$110,766           | \$8,115   |
| Net income  | \$140,688          | \$152,218 | \$111,595         | \$71,574  | \$110,767           | \$8,116   |
| Other comprehensive income (loss), (net of tax):          |                    |           |                   |           |                     |           |
| Cumulative foreign currency translation adjustment        | (563 )             | 2,842     | (1,251 )          | 2,354     | (2,672 )            | (1,704 )  |
| Unrealized income (loss) on cash flow hedging derivatives | (234 )             | (3,224 )  | (1,798 )          | 2,366     | (397 )              | 22,916    |
| Other comprehensive income (loss), (net of tax)           | (797 )             | (382 )    | (3,049 )          | 4,720     | (3,069 )            | 21,212    |
| Total comprehensive income                                | \$139,891          | \$151,836 | \$108,546         | \$76,294  | \$107,698           | \$29,328  |
| Basic earnings per limited partner unit:                  |                    |           |                   |           |                     |           |
| Weighted average limited partner units outstanding        | 55,611             | 55,346    | 55,473            | 55,345    | 55,440              | 55,342    |

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|  |        |        |        |        |        |        |
|--|--------|--------|--------|--------|--------|--------|
| Net income per limited partner unit                | \$2.53 | \$2.75 | \$2.01 | \$1.29 | \$2.00 | \$0.15 |
| Diluted earnings per limited partner unit:         |        |        |        |        |        |        |
| Weighted average limited partner units outstanding | 55,992 | 55,828 | 55,848 | 55,847 | 55,887 | 55,886 |
| Net income per limited partner unit                | \$2.51 | \$2.73 | \$2.00 | \$1.28 | \$1.98 | \$0.15 |

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

Table of Contents

CEDAR FAIR, L.P.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PARTNERS' EQUITY  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2012

(In thousands)

|   | Nine months<br>ended<br>9/30/12 |   |
|---|---------------------------------|---|
| Limited Partnership Units Outstanding   |                                 |   |
| Beginning balance   | 55,346                          |   |
| Limited partnership unit options exercised                                      | 15                              |   |
| Issuance of limited partnership units as compensation                           | 158                             |   |
|   | 55,519                          |   |
| Limited Partners' Equity  |                                 |   |
| Beginning balance   | \$ 165,518                      |   |
| Net income  | 111,594                         |   |
| Partnership distribution declared (\$1.20 per limited partnership unit)         | (66,565                         | ) |
| Expense recognized for limited partnership unit options                         | 304                             |   |
| Tax effect of units involved in option exercises and treasury unit transactions | (454                            | ) |
| Issuance of limited partnership units as compensation                           | 2,400                           |   |
|   | 212,797                         |   |
| General Partner's Equity  |                                 |   |
| Beginning balance   | —                               |   |
| Net income  | 1                               |   |
|   | 1                               |   |
| Special L.P. Interests  | 5,290                           |   |
| Accumulated Other Comprehensive Income (Loss)                                   |                                 |   |
| Cumulative foreign currency translation adjustment:                             |                                 |   |
| Beginning balance   | (3,120                          | ) |
| Current period activity, net of tax \$718                                       | (1,251                          | ) |
|   | (4,371                          | ) |
| Unrealized loss on cash flow hedging derivatives:                               |                                 |   |
| Beginning balance   | (25,888                         | ) |
| Current period activity, net of tax \$126                                       | (1,798                          | ) |
|   | (27,686                         | ) |
|   | (32,057                         | ) |
| Total Partners' Equity  | \$ 186,031                      |   |

The accompanying Notes to Unaudited Condensed Consolidated Financial Statements are an integral part of this statement.





Table of Contents

CEDAR FAIR, L.P.

## UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

|  | Nine months ended |            | Twelve months ended |            |
|--|-------------------|------------|---------------------|------------|
|  | 9/30/2012         | 9/25/2011  | 9/30/2012           | 9/25/2011  |
| <b>CASH FLOWS FROM (FOR) OPERATING ACTIVITIES</b>                                |                   |            |                     |            |
| Net income   | \$ 111,595        | 71,574     | \$ 110,767          | \$ 8,116   |
| Adjustments to reconcile net income to net cash from (for) operating activities: |                   |            |                     |            |
| Depreciation and amortization  | 113,156           | 110,857    | 128,136             | 126,382    |
| Loss on impairment of goodwill and other intangibles                             | —                 | —          | —                   | 903        |
| Loss on impairment / retirement of fixed assets, net                             | 24,230            | 1,076      | 25,719              | 63,509     |
| Net effect of swaps  | (1,318)           | ) (3,507)  | ) (10,930)          | ) 1,772    |
| Non-cash (income) expense  | (3,006)           | ) 20,933   | (608)               | ) 14,562   |
| Net change in working capital  | 23,243            | 30,463     | 7,940               | 10,604     |
| Net change in other assets/liabilities   | 8,844             | (9,031)    | ) 11,530            | (31,624)   |
| Net cash from operating activities   | 276,744           | 222,365    | 272,554             | 194,224    |
| <b>CASH FLOWS FROM (FOR) INVESTING ACTIVITIES</b>                                |                   |            |                     |            |
| Sale of other assets   | 1,173             | —          | 1,173               | —          |
| Capital expenditures   | (75,810)          | ) (72,880) | ) (93,120)          | ) (84,914) |
| Net cash for investing activities  | (74,637)          | ) (72,880) | ) (91,947)          | ) (84,914) |
| <b>CASH FLOWS FROM (FOR) FINANCING ACTIVITIES</b>                                |                   |            |                     |            |
| Net payments on revolving credit loans   | —                 | (23,200)   | ) —                 | —          |
| Term debt borrowings   | —                 | 22,938     | —                   | 22,938     |
| Derivative settlement  | (50,450)          | ) —        | (50,450)            | ) —        |
| Term debt payments, including early termination penalties                        | (25,000)          | ) (23,900) | ) (25,000)          | ) (41,838) |
| Distributions paid to partners   | (66,565)          | ) (16,604) | ) (105,308)         | ) (30,438) |
| Exercise of limited partnership unit options                                     | 47                | —          | 53                  | 7          |
| Payment of debt issuance costs   | —                 | (20,490)   | ) (723)             | ) (22,757) |
| Excess tax benefit from unit-based compensation expense                          | (454)             | ) —        | (454)               | ) —        |
| Net cash for financing activities  | (142,422)         | ) (61,256) | ) (181,882)         | ) (72,088) |
| <b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>              | 893               | (1,682)    | ) 1,065             | (2,611)    |
| <b>CASH AND CASH EQUIVALENTS</b>   |                   |            |                     |            |
| Net increase (decrease) for the period   | 60,578            | 86,547     | (210)               | ) 34,611   |
| Balance, beginning of period   | 35,524            | 9,765      | 96,312              | 61,701     |
| Balance, end of period   | \$ 96,102         | \$ 96,312  | \$ 96,102           | \$ 96,312  |
| <b>SUPPLEMENTAL INFORMATION</b>  |                   |            |                     |            |
| Cash payments for interest expense   | \$ 86,018         | \$ 124,875 | \$ 114,470          | \$ 165,480 |
| Interest capitalized   | 1,984             | 868        | 2,951               | 1,011      |
| Cash payments for income taxes   | 8,761             | 6,020      | 8,876               | 8,763      |

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

Table of Contents

CEDAR FAIR, L.P.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIODS ENDED SEPTEMBER 30, 2012 AND SEPTEMBER 25, 2011

The accompanying unaudited condensed consolidated financial statements have been prepared from the financial records of Cedar Fair, L.P. (the Partnership) without audit and reflect all adjustments which are, in the opinion of management, necessary to fairly present the results of the interim periods covered in this report.

Due to the highly seasonal nature of the Partnership's amusement and water park operations, the results for any interim period are not indicative of the results to be expected for the full fiscal year. Accordingly, the Partnership has elected to present financial information regarding operations and cash flows for the preceding fiscal twelve-month periods ended September 30, 2012 and September 25, 2011 to accompany the quarterly results. Because amounts for the fiscal twelve months ended September 30, 2012 include actual 2011 season operating results, they may not be indicative of 2012 full calendar year operations. Additionally, the nine and twelve month fiscal periods for 2012 include an additional weekend of operations compared with the nine and twelve month periods for 2011.

(1) Significant Accounting and Reporting Policies:

The Partnership's unaudited condensed consolidated financial statements for the periods ended September 30, 2012 and September 25, 2011 included in this Form 10-Q report have been prepared in accordance with the accounting policies described in the Notes to Consolidated Financial Statements for the year ended December 31, 2011, which were included in the Form 10-K filed on February 29, 2012. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (the Commission). These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Form 10-K referred to above.

(2) Interim Reporting:

The Partnership owns and operates eleven amusement parks, six separately gated outdoor water parks, one indoor water park and five hotels. Virtually all of the Partnership's revenues from its seasonal amusement parks, as well as its outdoor water parks and other seasonal resort facilities, are realized during a 130- to 140-day operating period beginning in early May, with the major portion concentrated in the third quarter during the peak vacation months of July and August.

To assure that these highly seasonal operations will not result in misleading comparisons of current and subsequent interim periods, the Partnership has adopted the following accounting and reporting procedures for its seasonal parks: (a) 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, (b) depreciation, advertising and certain seasonal operating costs are expensed during each park's operating season, including certain costs incurred prior to the season which are amortized over the season, and (c) all other costs are expensed as incurred or ratably over the entire year.

(3) 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 operating 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.

## Table of Contents

The Partnership estimates fair value of operating assets using an income, market, and/or cost approach. The income 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. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The cost approach is based on the amount currently required to replace the service capacity of an asset adjusted for obsolescence. 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 fixed-asset impairment during the third quarter of 2012 which was recorded in "Loss on impairment / retirement of fixed assets, net" on the condensed consolidated statement of operations.

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 Paramount Parks (PPI) acquisition, were impaired. As a result, the Partnership recognized \$62.0 million of fixed-asset impairment during the fourth quarter of 2010 which was recorded in "Loss on impairment / retirement of fixed assets, net" on the condensed consolidated statement of operations. There has been no subsequent impairment on these assets.

#### (4) Goodwill and Other Intangible Assets:

In accordance with the applicable accounting rules, goodwill is not amortized, but, along with indefinite-lived trade-names, is evaluated for impairment on an annual basis or more frequently if indicators of impairment exist. 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, 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 was 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.

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 December 31, 2010 test of indefinite-lived intangibles, it was determined that a portion of the trade-names at California's 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 was recorded in "Loss on impairment of goodwill and other intangibles" on the consolidated statement of operations.

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.

The Partnership tested goodwill and other indefinite-lived intangibles for impairment on December 31, 2011 and no impairment was indicated. In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 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. We adopted this guidance during the first quarter of 2012 and it did not impact the Partnership's consolidated financial statements.

Table of Contents

In July 2012, the FASB issued ASU 2012-02, "Testing Indefinite-Lived Intangible Assets for Impairment," which allows an entity the option to first assess qualitatively whether it is more-likely-than-not that an indefinite-lived intangible asset is impaired, thus necessitating that it perform the quantitative impairment test. An entity is not required to calculate the fair value of an indefinite-lived intangible asset and perform the quantitative impairment test unless the entity determines that it is more likely than not that the asset is impaired. The revised standard is effective for annual impairment testing performed for fiscal years beginning after September 15, 2012, however early adoption is permitted. We do not anticipate this guidance having a material impact on the Partnership's consolidated financial statements.

A summary of changes in the Partnership's carrying value of goodwill for the nine months ended September 30, 2012 is as follows:

| (In thousands)                                     | Goodwill<br>(gross) | Accumulated<br>Impairment<br>Losses | Goodwill<br>(net) |
|--|---------------------|-------------------------------------|-------------------|
| Balance at December 31, 2011                       | \$323,358           | \$(79,868)                          | ) \$243,490       |
| Foreign currency translation<br>September 30, 2012 | 4,173               | —                                   | 4,173             |
|  | \$327,531           | \$(79,868)                          | ) \$247,663       |

At September 30, 2012, December 31, 2011, and September 25, 2011 the Partnership's other intangible assets consisted of the following:

| (In thousands)                 | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Value |
|--------------------------------|-----------------------------|-----------------------------|--------------------------|
| September 30, 2012             |                             |                             |                          |
| Other intangible assets:       |                             |                             |                          |
| Trade names                    | \$40,425                    | \$—                         | \$40,425                 |
| License / franchise agreements | 790                         | 350                         | 440                      |
| Total other intangible assets  | \$41,215                    | \$350                       | \$40,865                 |
| December 31, 2011              |                             |                             |                          |
| Other intangible assets:       |                             |                             |                          |
| Trade names                    | \$39,835                    | \$—                         | \$39,835                 |
| License / franchise agreements | 760                         | 322                         | 438                      |
| Total other intangible assets  | \$40,595                    | \$322                       | \$40,273                 |
| September 25, 2011             |                             |                             |                          |
| Other intangible assets:       |                             |                             |                          |
| Trade names                    | \$39,645                    | \$—                         | \$39,645                 |
| License / franchise agreements | 734                         | 312                         | 422                      |
| Non-compete agreements         | 200                         | 200                         | —                        |
| Total other intangible assets  | \$40,579                    | \$512                       | \$40,067                 |

Amortization expense of other intangible assets for the nine months ended September 30, 2012 and September 25, 2011 was \$29,000 and \$49,000, respectively. The estimated amortization expense for the remainder of 2012 is \$10,000. Estimated amortization expense is expected to total less than \$50,000 in each year from 2012 through 2015.



Table of Contents

(5) Long-Term Debt:

In July 2010, the Partnership issued \$405 million of 9.125% senior unsecured 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 million credit agreement (the "2010 Credit Agreement"), which included 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 the previous credit facilities. The facilities provided under the 2010 Credit Agreement are collateralized by substantially all of the assets of the Partnership.

Terms of the 2010 Credit Agreement included a revolving credit facility of a combined \$260 million. Under the 2010 Credit 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 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 2015, also provides for the issuance of documentary and standby letters of credit. 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.

In February 2011, the Partnership amended the 2010 Credit Agreement (as so amended, the "Amended 2010 Credit Agreement") and extended the maturity date of the 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.

The Amended 2010 Credit Agreement requires the Partnership to maintain specified financial ratios, which if breached for any reason, including a decline in operating results, could result in an event of default under the agreement. The most critical of these ratios is the Consolidated Leverage Ratio which is measured on a trailing-twelve month quarterly basis. The Consolidated Leverage Ratio is set at 6.0x consolidated total debt- (excluding the revolving debt) to-Consolidated EBITDA and will remain at that level through the end of the third quarter in 2013, and the ratio will decrease further each fourth quarter beginning with the fourth quarter of 2013. As of September 30, 2012, the Partnership's Consolidated Leverage Ratio was 3.89x, providing \$138.3 million of consolidated EBITDA cushion on the ratio as of the end of the third quarter. The Partnership was in compliance with all other covenants under the Amended 2010 Credit Agreement as of September 30, 2012.

The Partnership's \$405 million of senior unsecured notes pay interest semi-annually 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 Amended 2010 Credit Agreement also includes provisions that allow the Partnership to make restricted payments of up to \$20 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 4.50x. Per the terms of the indenture governing the Partnership's notes, the ability to make restricted payments in 2012 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.

In addition to the above, among other covenants and provisions, the Amended 2010 Credit Agreement contains an initial three-year requirement (from July 2010) that at least 50% of our aggregate term debt and senior notes be subject to either a fixed interest rate or interest rate protection.

(6) 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.

Table of Contents

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 through October 1, 2011. Cash flows related to these interest rate swap agreements were included in interest expense over the term of the agreements. These interest rate swap agreements expired in October 2011. The Partnership had designated all of these interest rate swap agreements and hedging relationships as cash flow hedges.

In order to maintain fixed interest costs on a portion of its domestic term debt beyond the expiration of the swaps entered into in 2006 and 2007, 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 \$6.1 million remaining in AOCI as of September 30, 2012, \$2.2 million has yet to be amortized.

In March 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 converted \$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.

In May 2011, the Partnership entered into four additional forward-starting basis-rate swap agreements ("May 2011 swaps") that effectively converted 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 fair market value of the September 2010 swaps, the March 2011 swaps, and the May 2011 swaps at September 30, 2012 was a liability of \$34.7 million, which was recorded in "Derivative Liability" on the condensed consolidated balance sheet.

In 2007, the Partnership entered into two cross-currency swap agreements, which effectively converted \$268.7 million of term debt at the time, and the associated interest payments, related to its wholly owned Canadian subsidiary from variable U.S. dollar denominated debt to fixed-rate Canadian dollar denominated debt. The Partnership originally designated these cross-currency swaps as foreign currency cash flow hedges. Cash flows related to these swap agreements were included in interest expense over the term of the agreement. These swap agreements expired in February 2012.

In May 2011 and July 2011, the Partnership entered into several foreign currency swap agreements to fix the exchange rate on approximately 75% of the termination payment associated with the cross-currency swap agreements that expired in February 2012. 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. In February 2012, all of the cross-currency and related currency swap agreements were settled for \$50.5 million.



Table of Contents

## Fair Value of Derivative Instruments in Condensed Consolidated Balance Sheet:

| (In thousands):   | Condensed Consolidated<br>Balance Sheet Location | Fair Value as of<br>September 30,<br>2012 | Fair Value as of<br>December 31,<br>2011 | Fair Value as of<br>September 25,<br>2011 |   |
|---|--|---|--|---|---|
| Derivatives designated as hedging instruments:          |  |   |  |   |   |
| Interest rate swaps                                     | Current derivative liability                     | \$—                                       | \$—                                      | \$(4,797                                  | ) |
| Interest rate swaps                                     | Derivative Liability                             | (34,708                                   | ) (32,400                                | ) (33,835                                 | ) |
| Total derivatives designated as hedging instruments     |  | \$(34,708                                 | ) \$(32,400                              | ) \$(38,632                               | ) |
| Derivatives not designated as hedging instruments:      |  |   |  |   |   |
| Foreign currency swaps                                  | Current derivative liability                     | \$—                                       | \$(13,155                                | ) \$(16,846                               | ) |
| Cross-currency swaps                                    | Current derivative liability                     | —   | (37,617                                  | ) (37,723                                 | ) |
| Total derivatives not designated as hedging instruments |  | \$—                                       | \$(50,772                                | ) \$(54,569                               | ) |
| Net derivative liability                                |  | \$(34,708                                 | ) \$(83,172                              | ) \$(93,201                               | ) |

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

| (\$'s in thousands)       | 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 | \$ 800,000          | 2.48       | % |

The following table presents our fixed-rate swaps, which matured in October 2011, 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       | %                    | 150                   | 9.50 | % |
|                     | 200,000             | 5.64       | %                    |                       |      |   |
|                     | 200,000             | 5.57       | %                    |                       |      |   |
|                     | 100,000             | 5.60       | %                    |                       |      |   |

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|                           |             |      |   |           |      |   |
|---------------------------|-------------|------|---|-----------|------|---|
|                           | 100,000     | 5.60 | % |           |      |   |
| Total \$'s / Average Rate | \$1,000,000 | 5.62 | % | \$255,150 | 7.31 | % |

12

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Table of Contents

Effects of Derivative Instruments on Income (Loss) and Other Comprehensive Income (Loss) for the three-month periods ended September 30, 2012 and September 25, 2011:

| (In thousands):   | Amount of Gain (Loss) Recognized in Accumulated 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) |                    |          |
|---|--|--------------------|--|--------------------|---|--------------------|----------|
|   | Three months ended   | Three months ended | Three months ended   | Three months ended | Three months ended  | Three months ended |          |
| Derivatives designated as Cash Flow Hedging Relationships | 9/30/12  | 9/25/11            | 9/30/12  | 9/25/11            | 9/30/12   | 9/25/11            |          |
| Interest rate swaps                                       | \$438  | \$(17,085)         | Interest Expense \$(2,990)   | \$—                | Net effect of swaps   | \$—                | \$15,396 |

| (In thousands):   | Amount and Location of Gain (Loss) Recognized in Income on Derivative |                    |          |
|---|---|--------------------|----------|
| Derivatives not designated as Cash Flow Hedging Relationships | Three months ended  | Three months ended |          |
|   | 9/30/12   | 9/25/11            |          |
| Cross-currency swaps <sup>(1)</sup>                           | Net effect of swaps   | \$—                | \$13,622 |
| Foreign currency swaps  | Net effect of swaps   | —                  | (13,210) |
|   |   | \$—                | \$412    |

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

During the quarter ended September 30, 2012, \$0.2 million of income representing the regular amortization of amounts in AOCI was recorded in the condensed consolidated statements of operations for the quarter. The effect of this amortization resulted in a benefit to earnings of \$0.2 million recorded in “Net effect of swaps.”

For the three-month period ended September 25, 2011, in addition to the \$15.8 million gain recognized in income on the ineffective portion of derivatives noted in the table above, \$11.2 million of expense representing the amortization of amounts in AOCI for the swaps and \$0.6 million of foreign currency loss in the quarter related to the U.S. dollar denominated Canadian term loan were recorded in “Net effect of swaps” in the condensed consolidated statements of operations. The net effect of these amounts resulted in a benefit to earnings of \$4.0 million recorded in “Net effect of swaps.”

Effects of Derivative Instruments on Income (Loss) and Other Comprehensive Income (Loss) for the nine-month periods ended September 30, 2012 and September 25, 2011:

| (In thousands):                             | Amount of Gain (Loss) Recognized in Accumulated 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) |                   |
|---|--|-------------------|--|-------------------|---|-------------------|
|   | Nine months ended  | Nine months ended | Nine months ended  | Nine months ended | Nine months ended   | Nine months ended |
| Derivatives designated as Cash Flow Hedging | 9/30/12  | 9/25/11           | 9/30/12  | 9/25/11           | 9/30/12   | 9/25/11           |

Relationships

|                     |            |             |                  |            |     |                     |     |          |
|---------------------|------------|-------------|------------------|------------|-----|---------------------|-----|----------|
| Interest rate swaps | \$(2,308 ) | \$(36,788 ) | Interest Expense | \$(9,004 ) | \$— | Net effect of swaps | \$— | \$43,190 |
|---------------------|------------|-------------|------------------|------------|-----|---------------------|-----|----------|

Table of Contents

| (In thousands):  | Amount and Location of Gain (Loss) Recognized<br>in Income on Derivative |                                 |                                 |
|--|--|---------------------------------|---------------------------------|
| Derivatives not designated as Cash Flow<br>Hedging Relationships |  | Nine months<br>ended<br>9/30/12 | Nine months<br>ended<br>9/25/11 |
| Interest rate swaps <sup>(1)</sup>                               | Net effect of swaps  | \$—                             | \$(3,342 )                      |
| Cross-currency swaps <sup>(2)</sup>                              | Net effect of swaps  | (4,999 )                        | 15,582                          |
| Foreign currency swaps   | Net effect of swaps  | 6,278                           | (17,516 )                       |
|  |  | \$1,279                         | \$(5,276 )                      |

(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.

For the nine-month period ended September 30, 2012, in addition to the \$1.3 million of net gain recognized in income on the ineffective portion of derivatives and on the derivatives not designated as cash flow hedges (as noted in the tables above), \$0.2 million of expense representing the regular amortization of amounts in AOCI for the swaps and \$0.2 million of foreign currency gain in the period related to the U.S. dollar denominated Canadian term loan were recorded in the condensed consolidated statements of operations for the period. The net effect of these amounts resulted in a benefit to earnings for the period of \$1.3 million recorded in "Net effect of swaps."

For the nine-month period ended September 25, 2011, in addition to the \$37.9 million gain recognized in income on the ineffective portion of derivatives noted in the table above, \$33.9 million of expense representing the amortization of amounts in AOCI for the swaps and \$0.5 million of foreign currency loss in the period related to the U.S. dollar denominated Canadian term loan were recorded in "Net effect of swaps" in the condensed consolidated statements of operations. The net effect of these amounts resulted in a benefit to earnings of \$3.5 million recorded in "Net effect of swaps."

Effects of Derivative Instruments on Income (Loss) and Other Comprehensive Income (Loss) for the twelve-month periods ended September 30, 2012 and September 25, 2011:

| (In thousands):   | Amount of Gain (Loss) Recognized in Accumulated OCI on Derivatives (Effective Portion) |                     | Reclassified from Accumulated OCI into Income (Effective Portion) | Amount and Location of Gain (Loss) Recognized in Income on Derivative (Ineffective Portion) |                         |
|---|--|---------------------|---|---|-------------------------|
| Derivatives designated as Cash Flow Hedging Relationships | Twelve months ended  | Twelve months ended | Twelve months ended   | Twelve months ended   | Twelve months ended     |
| Interest rate swaps                                       | \$ (873 )  | \$ (26,329 )        | Interest Expense  | \$(12,027)  | \$— Net effect of swaps |
|   |  |                     |   | \$4,797   | \$54,613                |

| (In thousands):  | Amount and Location of Gain (Loss) Recognized<br>in Income on Derivative |                        |
|--|--|------------------------|
| Derivatives not designated as Cash Flow<br>Hedging Relationships | Twelve months<br>ended   | Twelve months<br>ended |
|  |  |                        |



|                                     |                     | 9/30/12 | 9/25/11   |   |
|-------------------------------------|---------------------|---------|-----------|---|
| Interest rate swaps <sup>(1)</sup>  | Net effect of swaps | \$—     | \$(3,342  | ) |
| Cross-currency swaps <sup>(2)</sup> | Net effect of swaps | (4,483  | ) 10,016  |   |
| Foreign currency swaps              | Net effect of swaps | 10,129  | (17,516   | ) |
|                                     |                     | \$5,646 | \$(10,842 | ) |

(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 \$10.4 million of gain recognized in income on the ineffective portion of derivatives and on the derivatives not designated as cash flow hedges (as noted in the tables above), \$0.1 million of income representing the amortization of amounts

Table of Contents

in AOCI for the swaps and a \$0.4 million foreign currency gain in the twelve month period related to the U.S. dollar denominated Canadian term loan was recorded during the trailing twelve months ended September 30, 2012 in the condensed consolidated statements of operations. The net effect of these amounts resulted in a benefit to earnings for the trailing twelve month period of \$10.9 million recorded in “Net effect of swaps.”

For the twelve month period ending September 25, 2011, in addition to the \$43.8 million of gain recognized in income on the ineffective portion of derivatives noted in the table above, \$45.5 million of expense representing the amortization of amounts in AOCI for the swaps and a \$0.1 million foreign currency loss in the twelve month period related to the U.S. dollar denominated Canadian term loan was recorded during the trailing twelve months ended September 25, 2011 in the condensed consolidated statements of operations. The net effect of these amounts resulted in a charge to earnings for the trailing twelve month period of \$1.8 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 75% of its aggregate term debt to fixed rates under the terms of the Amended 2010 Credit Agreement.

(7) Fair Value Measurements:

The FASB Accounting Standards Codification (ASC) relating to fair value measurements 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 establishes a hierarchical 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.



Table of Contents

The table below presents the balances of assets and liabilities measured at fair value as of September 30, 2012, December 31, 2011, and September 25, 2011 on a recurring basis:

|   | Total        | Level 1 | Level 2      | Level 3 |
|---|--------------|---------|--------------|---------|
| September 30, 2012                              |              |         |              |         |
| (In thousands)                                  |              |         |              |         |
| Interest rate swap agreements <sup>(1)</sup>    | \$ (34,708 ) | \$—     | \$ (34,708 ) | \$—     |
| Net derivative liability                        | \$ (34,708 ) | \$—     | \$ (34,708 ) | \$—     |
| December 31, 2011                               |              |         |              |         |
| 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 )    | —       |
| Net derivative liability                        | \$ (83,172 ) | \$—     | \$ (83,172 ) | \$—     |
| September 25, 2011                              |              |         |              |         |
| Interest rate swap agreements <sup>(1)</sup>    | \$ (33,835 ) | \$—     | \$ (33,835 ) | \$—     |
| Interest rate swap agreements <sup>(2)</sup>    | (4,797 )     | —       | (4,797 )     | —       |
| Cross-currency swap agreements <sup>(2)</sup>   | (37,723 )    | —       | (37,723 )    | —       |
| Foreign currency swap agreements <sup>(2)</sup> | (16,846 )    | —       | (16,846 )    | —       |
| Net derivative liability                        | \$ (93,201 ) | \$—     | \$ (93,201 ) | \$—     |

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

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

Fair values of the interest rate, cross-currency and foreign 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 net derivative liability by approximately \$1.1 million as of September 30, 2012.

There were no assets measured at fair value on a non-recurring basis at September 30, 2012, December 31, 2011, or September 25, 2011, except for as described below.

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 during the quarter.

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 the fourth quarter of 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 \$0.9 million of trade-name impairment during the fourth quarter of 2010. 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.

The fair value of term debt at September 30, 2012 was approximately \$1,125.7 million based on borrowing rates currently available to the Partnership on long-term debt with similar terms and average maturities. The fair value of the Partnership's notes at September 30, 2012 was approximately \$352.6 million based on borrowing rates available as

of that date to the Partnership on notes with similar terms and maturities. The fair value of the term debt and notes were based on Level 2 inputs.

Table of Contents

## (8) Earnings per Unit:

Net income (loss) per limited partner unit is calculated based on the following unit amounts:

|  | Three months ended                     |           | Nine months ended |           | Twelve months ended |           |
|--|--|-----------|-------------------|-----------|---------------------|-----------|
|  | 9/30/2012                              | 9/25/2011 | 9/30/2012         | 9/25/2011 | 9/30/2012           | 9/25/2011 |
|  | (In thousands except per unit amounts) |           |                   |           |                     |           |
| Basic weighted average units outstanding   | 55,611                                 | 55,346    | 55,473            | 55,345    | 55,440              | 55,342    |
| Effect of dilutive units:                  |  |           |                   |           |                     |           |
| Unit options and restricted unit awards    | 45                                     | —         | 42                | —         | 31                  | —         |
| Phantom units                              | 336                                    | 482       | 333               | 502       | 416                 | 544       |
| Diluted weighted average units outstanding | 55,992                                 | 55,828    | 55,848            | 55,847    | 55,887              | 55,886    |
| Net income (loss) per unit - basic         | \$2.53                                 | \$2.75    | \$2.01            | \$1.29    | \$2.00              | \$0.15    |
| Net income (loss) per unit - diluted       | \$2.51                                 | \$2.73    | \$2.00            | \$1.28    | \$1.98              | \$0.15    |

The effect of unit options on the three, nine and twelve months ended September 30, 2012, had they not been out of the money or antidilutive, would have been 66,000, 34,000 and 36,000 units, respectively. The effect of out-of-the-money and/or antidilutive unit options on the three, nine and twelve months ended September 25, 2011, had they not been out of the money or antidilutive, would have been 57,000, 67,000 and 127,000 units, respectively.

## (9) Income and Partnership Taxes:

Under the applicable accounting rules, 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. The income tax provision (benefit) for interim periods is determined by applying an estimated annual effective tax rate to the quarterly income (loss) of the Partnership's corporate subsidiaries. For 2012, the estimated annual effective rate includes the effect of an anticipated adjustment to the valuation allowance that relates to foreign tax credit carry-forwards arising from the corporate subsidiaries. The amount of this adjustment has a disproportionate impact on the annual effective tax rate that results in a significant variation in the customary relationship between the provision for taxes and income before taxes in interim periods. In addition to income taxes on its corporate subsidiaries, the Partnership pays a publicly traded partnership tax (PTP tax) on partnership-level gross income (net revenues less cost of food, merchandise and games). As such, the Partnership's total provision (benefit) for taxes includes amounts for both the PTP tax and for income taxes on its corporate subsidiaries.

During the second quarter of 2012 the Partnership adjusted its deferred tax assets and liabilities to reflect the impact of changes to the enacted statutory tax rates in Canada and recorded a corresponding \$1.8 million income tax provision. During the first quarter of 2012 the Partnership accrued \$1.0 million for unrecognized tax benefits including interest and/or penalties related to state and local tax filing positions. The Partnership recognizes interest and/or penalties related to unrecognized tax benefits in the income tax provision. The Partnership does not anticipate that the balance of the unrecognized tax benefit will change significantly over the next 12 months.

## (10) Contingencies:

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

## (11) Immaterial Restatement:

The Partnership uses the composite depreciation method for the group of assets acquired as a whole in 1983, as well as for groups of assets in each subsequent business acquisition. Upon the normal retirement of an asset within a composite group, the Partnership's practice generally has been to extend the depreciable life of that composite group beyond its original estimated useful life. In conjunction with the preparation of the Partnership's financial statements for the three months ended July 1, 2012, management determined that this methodology was not appropriate. As a result, the Partnership revised the useful lives of its composite groups to their original estimated useful life (ascribed upon acquisition) and corrected previously computed depreciation expense (and accumulated depreciation). Management evaluated the amount and nature of these adjustments and concluded that they were not material to either the Partnership's prior annual or quarterly financial statements. Nonetheless, the historical financial statement amounts included in this filing have been corrected for this error. The Partnership expects to likewise correct previously presented

Table of Contents

historical financial statements to be included in future filings, including the annual financial statements to be included in the Partnership's Annual Report on Form 10-K for the year ending December 31, 2012.

The tables below detail the effects of such depreciation adjustments (including the related deferred income tax impact) on previously presented historical financial statement amounts:

## Balance Sheets

|                          | 12/31/2011   |   | 9/25/2011    |   |
|--------------------------|--------------|---|--------------|---|
| Accumulated depreciation |              |   |              |   |
| As originally filed      | \$(1,044,589 | ) | \$(1,044,353 | ) |
| Correction               | (18,599      | ) | (18,252      | ) |
| As restated              | \$(1,063,188 | ) | \$(1,062,605 | ) |
| Total assets             |              |   |              |   |
| As originally filed      | \$2,074,557  |   | \$2,159,339  |   |
| Correction               | (18,599      | ) | (18,252      | ) |
| As restated              | \$2,055,958  |   | \$2,141,087  |   |
| Deferred Tax Liability   |              |   |              |   |
| As originally filed      | \$135,446    |   | \$125,588    |   |
| Correction               | (1,679       | ) | (1,615       | ) |
| As restated              | \$133,767    |   | \$123,973    |   |
| Limited Partners' Equity |              |   |              |   |
| As originally filed      | \$182,438    |   | \$221,611    |   |
| Correction               | (16,920      | ) | (16,637      | ) |
| As restated              | \$165,518    |   | \$204,974    |   |



Table of Contents

## Statements of Operations and Other Comprehensive Income

|  | Three months ended<br>9/25/2011 | Nine months ended<br>9/25/2011 | Twelve months ended<br>9/25/2011 |   |
|--|---------------------------------|--------------------------------|----------------------------------|---|
| Depreciation and amortization              |                                 |                                |                                  |   |
| As originally filed                        | \$62,619                        | \$109,173                      | \$124,345                        |   |
| Correction                                 | 829                             | 1,684                          | 2,037                            |   |
| As restated                                | \$63,448                        | \$110,857                      | \$126,382                        |   |
| Income (loss) before tax                   |                                 |                                |                                  |   |
| As originally filed                        | \$190,891                       | \$95,031                       | \$(2,271)                        | ) |
| Correction                                 | (829)                           | (1,684)                        | (2,037)                          | ) |
| As restated                                | \$190,062                       | \$93,347                       | \$(4,308)                        | ) |
| Provision (benefit) for taxes              |                                 |                                |                                  |   |
| As originally filed                        | \$38,161                        | \$22,327                       | \$(11,808)                       | ) |
| Correction                                 | (317)                           | (554)                          | (616)                            | ) |
| As restated                                | \$37,844                        | \$21,773                       | \$(12,424)                       | ) |
| Net income (loss)                          |                                 |                                |                                  |   |
| As originally filed                        | \$152,730                       | \$72,704                       | \$9,537                          |   |
| Correction                                 | (512)                           | (1,130)                        | (1,421)                          | ) |
| As restated                                | \$152,218                       | \$71,574                       | \$8,116                          |   |
| Basic earnings per limited partner unit:   |                                 |                                |                                  |   |
| As originally filed                        | \$2.76                          | \$1.31                         | \$0.17                           |   |
| Correction                                 | (0.01)                          | (0.02)                         | (0.02)                           | ) |
| As restated                                | \$2.75                          | \$1.29                         | \$0.15                           |   |
| Diluted earnings per limited partner unit: |                                 |                                |                                  |   |
| As originally filed                        | \$2.74                          | \$1.30                         | \$0.17                           |   |
| Correction                                 | (0.01)                          | (0.02)                         | (0.02)                           | ) |
| As restated                                | \$2.73                          | \$1.28                         | \$0.15                           |   |

## (12) 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 5). 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 September 30, 2012, December 31, 2011, and September 25, 2011 and for the three, nine and twelve month periods ended September 30, 2012 and September 25, 2011. In lieu of providing separate unaudited financial statements for the guarantor subsidiaries, we have included the accompanying condensed consolidating financial statements.

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 September 30, 2012,

December 31, 2011 and September 25, 2011 balance sheets in the accompanying condensed consolidating financial statements.

The consolidating financial information has been corrected for the information described in Note 11.

Table of Contents

CEDAR FAIR, L.P.  
 CONDENSED CONSOLIDATING BALANCE SHEET  
 September 30, 2012  
 (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               | \$43,000                       | \$2,263                             | \$40,278                                     | \$10,561                  | \$—            | \$96,102    |
| Receivables                             | 3                              | 108,211                             | 64,153                                       | 478,372                   | (621,382 )     | 29,357      |
| Inventories                             | —                              | 1,584                               | 2,742  | 29,267                    | —              | 33,593      |
| Current deferred tax asset              | —                              | 6,239                               | 772  | 3,334                     | —              | 10,345      |
| Income tax refundable                   | —                              | —                                   | 10,454                                       | —                         | —              | 10,454      |
| Other current assets                    | 929                            | 2,065                               | 674  | 3,775                     | —              | 7,443       |
|   | 43,932                         | 120,362                             | 119,073                                      | 525,309                   | (621,382 )     | 187,294     |
| Property and Equipment (net)            | 425,747                        | 1,025                               | 272,951                                      | 864,121                   | —              | 1,563,844   |
| Investment in Park                      | 577,612                        | 791,617                             | 118,514                                      | 63,384                    | (1,551,127 )   | —           |
| Goodwill                                | 9,061                          | —                                   | 127,384                                      | 111,218                   | —              | 247,663     |
| Other Intangibles, net                  | —                              | —                                   | 18,039                                       | 22,826                    | —              | 40,865      |
| Deferred Tax Asset                      | —                              | 39,320                              | —  | —                         | (39,320 )      | —           |
| Intercompany Receivable                 | 877,208                        | 1,069,721                           | 1,116,623                                    | —                         | (3,063,552 )   | —           |
| Other Assets                            | 23,361                         | 15,580                              | 8,925  | 2,305                     | —              | 50,171      |
|   | \$1,956,921                    | \$2,037,625                         | \$1,781,509                                  | \$1,589,163               | \$(5,275,381 ) | \$2,089,837 |
| <b>LIABILITIES AND PARTNERS' EQUITY</b> |                                |                                     |  |                           |                |             |
| Current Liabilities:                    |                                |                                     |  |                           |                |             |
| Accounts payable                        | \$210,936                      | \$116,160                           | \$29,248                                     | \$287,634                 | \$(621,382 )   | \$22,596    |
| Deferred revenue                        | —                              | —                                   | 4,544  | 30,138                    | —              | 34,682      |
| Accrued interest                        | 735                            | 195                                 | 6,082  | —                         | —              | 7,012       |
| Accrued taxes                           | 5,818                          | 42,090                              | —  | 4,496                     | —              | 52,404      |
| Accrued salaries, wages and benefits    | —                              | 24,864                              | 2,365  | 8,990                     | —              | 36,219      |
| Self-insurance reserves                 | —                              | 4,751                               | 1,698  | 16,643                    | —              | 23,092      |
| Other accrued liabilities               | 824                            | 4,097                               | 2,417  | 3,505                     | —              | 10,843      |
|   | 218,313                        | 192,157                             | 46,354                                       | 351,406                   | (621,382 )     | 186,848     |
| Deferred Tax Liability                  | —                              | —                                   | 59,462                                       | 122,952                   | (39,320 )      | 143,094     |
| Derivative Liability                    | 20,801                         | 13,907                              | —  | —                         | —              | 34,708      |
| Other Liabilities                       | —                              | 3,880                               | —  | 3,500                     | —              | 7,380       |
| Long-Term Debt:                         |                                |                                     |  |                           |                |             |
| Term debt                               | 1,131,100                      | 1,131,100                           | 1,131,100                                    | —                         | (2,262,200 )   | 1,131,100   |
| Notes                                   | 400,676                        | 400,676                             | 400,676                                      | —                         | (801,352 )     | 400,676     |
|   | 1,531,776                      | 1,531,776                           | 1,531,776                                    | —                         | (3,063,552 )   | 1,531,776   |
| Equity                                  | 186,031                        | 295,905                             | 143,917                                      | 1,111,305                 | (1,551,127 )   | 186,031     |
|   | \$1,956,921                    | \$2,037,625                         | \$1,781,509                                  | \$1,589,163               | \$(5,275,381 ) | \$2,089,837 |



Table of Contents

CEDAR FAIR, L.P.  
 CONDENSED CONSOLIDATING BALANCE SHEET  
 December 31, 2011  
 (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                                      | 896,758                   | —              | 1,619,492   |
| Investment in Park                      | 518,819                        | 661,251                             | 118,385                                      | 40,481                    | (1,338,936 )   | —           |
| 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      |
|   | \$1,898,952                    | \$1,988,223                         | \$1,781,136                                  | \$1,527,861               | \$(5,140,214 ) | \$2,055,958 |
| <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                                       | 122,950                   | (47,646 )      | 133,767     |
| 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   |

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|        |             |             |             |             |                |             |
|--------|-------------|-------------|-------------|-------------|----------------|-------------|
| Equity | 141,800     | 233,345     | 61,154      | 1,044,437   | (1,338,936 )   | 141,800     |
|        | \$1,898,952 | \$1,988,223 | \$1,781,136 | \$1,527,861 | \$(5,140,214 ) | \$2,055,958 |

21

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Table of Contents

CEDAR FAIR, L.P.  
 CONDENSED CONSOLIDATING BALANCE SHEET  
 September 25, 2011  
 (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               | \$49,000                       | \$2,489                             | \$36,473                                     | \$8,350                   | \$—           | \$96,312    |
| Receivables                             | 3                              | 45,663                              | 81,773                                       | 587,910                   | (676,810 )    | 38,539      |
| Inventories                             | —                              | 1,684                               | 2,951  | 32,311                    | —             | 36,946      |
| Current deferred tax asset              | —                              | 1,686                               | 779  | 3,409                     | —             | 5,874       |
| Other current assets                    | 875                            | 2,091                               | 774  | 5,559                     | —             | 9,299       |
|   | 49,878                         | 53,613                              | 122,750                                      | 637,539                   | (676,810 )    | 186,970     |
| Property and Equipment (net)            | 455,663                        | 1,055                               | 257,802                                      | 900,759                   | —             | 1,615,279   |
| Investment in Park                      | 534,400                        | 681,893                             | 118,514                                      | 53,988                    | (1,388,795 )  | —           |
| Intercompany Note Receivable            | —                              | 269,500                             | —  | —                         | (269,500 )    | —           |
| Goodwill                                | 9,061                          | —                                   | 121,869                                      | 111,219                   | —             | 242,149     |
| Other Intangibles, net                  | —                              | —                                   | 17,258                                       | 22,809                    | —             | 40,067      |
| Deferred Tax Asset                      | —                              | 49,845                              | —  | —                         | (49,845 )     | —           |
| Intercompany Receivable                 | 887,219                        | 1,083,987                           | 1,141,302                                    | —                         | (3,112,508 )  | —           |
| Other Assets                            | 28,962                         | 16,884                              | 9,616  | 1,160                     | —             | 56,622      |
|   | \$1,965,183                    | \$2,156,777                         | \$1,789,111                                  | \$1,727,474               | \$(5,497,458) | \$2,141,087 |
| <b>LIABILITIES AND PARTNERS' EQUITY</b> |                                |                                     |  |                           |               |             |
| Current Liabilities:                    |                                |                                     |  |                           |               |             |
| Accounts payable                        | \$189,887                      | \$281,605                           | \$27,488                                     | \$206,288                 | \$(676,810 )  | \$28,458    |
| Deferred revenue                        | —                              | —                                   | 3,701  | 28,993                    | —             | 32,694      |
| Accrued interest                        | 6,115                          | 1,364                               | 6,489  | —                         | —             | 13,968      |
| Accrued taxes                           | 5,189                          | 23,550                              | —  | 4,354                     | —             | 33,093      |
| Accrued salaries, wages and benefits    | —                              | 29,373                              | 2,341  | 9,395                     | —             | 41,109      |
| Self-insurance reserves                 | —                              | 3,130                               | 1,658  | 17,154                    | —             | 21,942      |
| Current derivative liability            | 4,797                          | —                                   | 54,569                                       | —                         | —             | 59,366      |
| Other accrued liabilities               | 1,206                          | 4,840                               | 1,277  | 4,924                     | —             | 12,247      |
|   | 207,194                        | 343,862                             | 97,523                                       | 271,108                   | (676,810 )    | 242,877     |
| Deferred Tax Liability                  | —                              | —                                   | 61,405                                       | 112,413                   | (49,845 )     | 123,973     |
| Derivative Liability                    | 20,459                         | 13,376                              | —  | —                         | —             | 33,835      |
| Other Liabilities                       | —                              | 2,872                               | —  | —                         | —             | 2,872       |
| Intercompany Note Payable               | —                              | —                                   | —  | 269,500                   | (269,500 )    | —           |
| Long-Term Debt:                         |                                |                                     |  |                           |               |             |
| Term debt                               | 1,156,100                      | 1,156,100                           | 1,156,100                                    | —                         | (2,312,200 )  | 1,156,100   |
| Notes                                   | 400,154                        | 400,154                             | 400,154                                      | —                         | (800,308 )    | 400,154     |
|   | 1,556,254                      | 1,556,254                           | 1,556,254                                    | —                         | (3,112,508 )  | 1,556,254   |
| Equity                                  | 181,276                        | 240,413                             | 73,929                                       | 1,074,453                 | (1,388,795 )  | 181,276     |
|   | \$1,965,183                    | \$2,156,777                         | \$1,789,111                                  | \$1,727,474               | \$(5,497,458) | \$2,141,087 |





Table of Contents

CEDAR FAIR, L.P.

## CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME

For the Three Months Ended September 30, 2012

(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   | \$79,663                       | \$141,134                           | \$88,334                                     | \$464,902                 | \$(220,588)  | \$553,445 |
| Costs and expenses:  |                                |                                     |  |                           |              |           |
| Cost of food, merchandise and games<br>revenues              | —                              | —                                   | 6,447  | 40,906                    | —            | 47,353    |
| Operating expenses   | 1,368                          | 74,191                              | 18,736                                       | 289,604                   | (220,588)    | 163,311   |
| Selling, general and administrative                          | 1,853                          | 32,627                              | 4,822  | 13,691                    | —            | 52,993    |
| Depreciation and amortization                                | 19,209                         | 10                                  | 9,430  | 32,098                    | —            | 60,747    |
| Loss on impairment / retirement of<br>fixed assets, net      | 25,000                         | —                                   | —  | —                         | —            | 25,000    |
|  | 47,430                         | 106,828                             | 39,435                                       | 376,299                   | (220,588)    | 349,404   |
| Operating income   | 32,233                         | 34,306                              | 48,899                                       | 88,603                    | —            | 204,041   |
| Interest expense (income), net                               | 12,213                         | 7,258                               | 9,897  | (2,518)                   | —            | 26,850    |
| Net effect of swaps  | (104)                          | (71)                                | —  | —                         | —            | (175)     |
| Unrealized / realized foreign currency<br>gain               | —                              | —                                   | (15,035)                                     | —                         | —            | (15,035)  |
| Other (income) expense                                       | 186                            | (2,043)                             | 512  | 1,345                     | —            | —         |
| Income from investment in affiliates                         | (125,311)                      | (79,600)                            | (11,138)                                     | (45,137)                  | 261,186      | —         |
| Income before taxes  | 145,249                        | 108,762                             | 64,663                                       | 134,913                   | (261,186)    | 192,401   |
| Provision for taxes  | 4,561                          | 9,777                               | 17,181                                       | 20,194                    | —            | 51,713    |
| Net income   | \$140,688                      | \$98,985                            | \$47,482                                     | \$114,719                 | \$(261,186)  | \$140,688 |
| Other comprehensive income (loss),<br>(net of tax):          |                                |                                     |  |                           |              |           |
| Cumulative foreign currency translation<br>adjustment        | (563)                          | —                                   | (563)  | —                         | 563          | (563)     |
| Unrealized income (loss) on cash flow<br>hedging derivatives | (234)                          | 48                                  | —  | —                         | (48)         | (234)     |
| Other comprehensive income (loss),<br>(net of tax)           | (797)                          | 48                                  | (563)  | —                         | 515          | (797)     |
| Total Comprehensive Income                                   | \$139,891                      | \$99,033                            | \$46,919                                     | \$114,719                 | \$(260,671)  | \$139,891 |

Table of Contents

CEDAR FAIR, L.P.

## CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME

For the Three Months Ended September 25, 2011

(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  | \$82,713                       | \$147,138                           | \$84,679                                     | \$487,352                 | \$(229,614)  | \$572,268 |
| Costs and expenses:                                     |                                |                                     |  |                           |              |           |
| Cost of food, merchandise and games<br>revenues         | —                              | —                                   | 6,659  | 42,099                    | —            | 48,758    |
| Operating expenses                                      | 1,257                          | 69,119                              | 19,397                                       | 301,293                   | (229,614)    | 161,452   |
| Selling, general and administrative                     | 1,297                          | 30,460                              | 5,064  | 15,157                    | —            | 51,978    |
| Depreciation and amortization                           | 20,354                         | 11                                  | 9,564  | 33,519                    | —            | 63,448    |
| Loss on impairment / retirement of<br>fixed assets, net | 827                            | —                                   | 10   | 43                        | —            | 880       |
|   | 23,735                         | 99,590                              | 40,694                                       | 392,111                   | (229,614)    | 326,516   |
| Operating income  | 58,978                         | 47,548                              | 43,985                                       | 95,241                    | —            | 245,752   |
| Interest expense, net                                   | 23,948                         | 3,085                               | 13,433                                       | 855                       | —            | 41,321    |
| Net effect of swaps                                     | (4,112)                        | (192)                               | 342  | —                         | —            | (3,962)   |
| Unrealized / realized foreign currency<br>loss          | —                              | —                                   | 18,549                                       | —                         | —            | 18,549    |
| Other (income) expense                                  | (30)                           | (1,711)                             | 616  | 907                       | —            | (218)     |
| Income from investment in affiliates                    | (117,557)                      | (57,557)                            | (8,410)                                      | (15,579)                  | 199,103      | —         |
| Income before taxes                                     | 156,729                        | 103,923                             | 19,455                                       | 109,058                   | (199,103)    | 190,062   |
| Provision for taxes                                     | 4,511                          | 12,445                              | 3,103  | 17,785                    | —            | 37,844    |
| Net income  | \$152,218                      | \$91,478                            | \$16,352                                     | \$91,273                  | \$(199,103)  | \$152,218 |
| Other comprehensive income (loss),<br>(net of tax):     |                                |                                     |  |                           |              |           |
| Cumulative foreign currency translation<br>adjustment   | 2,842                          | —                                   | 2,842  | —                         | (2,842)      | 2,842     |
| Unrealized income on cash flow<br>hedging derivatives   | (3,224)                        | (4,646)                             | 72   | —                         | 4,574        | (3,224)   |
| Other comprehensive income (loss),<br>(net of tax)      | (382)                          | (4,646)                             | 2,914  | —                         | 1,732        | (382)     |
| Total Comprehensive Income                              | \$151,836                      | \$86,832                            | \$19,266                                     | \$91,273                  | \$(197,371)  | \$151,836 |

Table of Contents

CEDAR FAIR, L.P.

## CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME

For the Nine Months Ended September 30, 2012

(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   | \$ 124,864                     | \$ 221,221                          | \$ 130,441                                   | \$ 808,471                | \$ (345,748 ) | \$ 939,249 |
| Costs and expenses:  |                                |                                     |  |                           |               |            |
| Cost of food, merchandise and games<br>revenues              | —                              | —                                   | 9,988  | 73,938                    | —             | 83,926     |
| Operating expenses   | 4,141                          | 147,211                             | 40,328                                       | 534,900                   | (345,748 )    | 380,832    |
| Selling, general and administrative                          | 4,841                          | 70,848                              | 9,877  | 29,922                    | —             | 115,488    |
| Depreciation and amortization                                | 33,436                         | 28                                  | 16,415                                       | 63,277                    | —             | 113,156    |
| Loss on impairment / retirement of<br>fixed assets, net      | 24,221                         | —                                   | 9  | —                         | —             | 24,230     |
|  | 66,639                         | 218,087                             | 76,617                                       | 702,037                   | (345,748 )    | 717,632    |
| Operating income   | 58,225                         | 3,134                               | 53,824                                       | 106,434                   | —             | 221,617    |
| Interest expense (income), net                               | 36,438                         | 21,957                              | 30,898                                       | (5,422 )                  | —             | 83,871     |
| Net effect of swaps  | (35 )                          | 192                                 | (1,475 )                                     | —                         | —             | (1,318 )   |
| Unrealized / realized foreign currency<br>gain               | —                              | —                                   | (13,926 )                                    | —                         | —             | (13,926 )  |
| Other (income) expense                                       | 561                            | (7,119 )                            | 1,221  | 5,337                     | —             | —          |
| Income from investment in affiliates                         | (99,035 )                      | (72,862 )                           | (14,505 )                                    | (38,160 )                 | 224,562       | —          |
| Income before taxes  | 120,296                        | 60,966                              | 51,611                                       | 144,679                   | (224,562 )    | 152,990    |
| Provision (benefit) for taxes                                | 8,701                          | (3,771 )                            | 13,525                                       | 22,940                    | —             | 41,395     |
| Net income   | \$ 111,595                     | \$ 64,737                           | \$ 38,086                                    | \$ 121,739                | \$ (224,562 ) | \$ 111,595 |
| Other comprehensive income (loss),<br>(net of tax):          |                                |                                     |  |                           |               |            |
| Cumulative foreign currency translation<br>adjustment        | (1,251 )                       | —                                   | (1,251 )                                     | —                         | 1,251         | (1,251 )   |
| Unrealized income (loss) on cash flow<br>hedging derivatives | (1,798 )                       | (629 )                              | 21   | —                         | 608           | (1,798 )   |
| Other comprehensive income (loss),<br>(net of tax)           | (3,049 )                       | (629 )                              | (1,230 )                                     | —                         | 1,859         | (3,049 )   |
| Total Comprehensive Income                                   | \$ 108,546                     | \$ 64,108                           | \$ 36,856                                    | \$ 121,739                | \$ (222,703 ) | \$ 108,546 |

Table of Contents

CEDAR FAIR, L.P.

## CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME

For the Nine Months Ended September 25, 2011

(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  | \$ 118,280                     | \$ 210,407                          | \$ 115,163                                   | \$ 768,126                | \$ (328,349 ) | \$ 883,627 |
| Costs and expenses:                                     |                                |                                     |  |                           |               |            |
| Cost of food, merchandise and games<br>revenues         | —                              | —                                   | 9,389  | 70,592                    | —             | 79,981     |
| Operating expenses                                      | 4,180                          | 131,955                             | 38,959                                       | 504,813                   | (328,349 )    | 351,558    |
| Selling, general and administrative                     | 8,049                          | 64,226                              | 9,541  | 28,310                    | —             | 110,126    |
| Depreciation and amortization                           | 33,021                         | 34                                  | 15,440                                       | 62,362                    | —             | 110,857    |
| Loss on impairment / retirement of<br>fixed assets, net | 1,023                          | —                                   | 10   | 43                        | —             | 1,076      |
|   | 46,273                         | 196,215                             | 73,339                                       | 666,120                   | (328,349 )    | 653,598    |
| Operating income  | 72,007                         | 14,192                              | 41,824                                       | 102,006                   | —             | 230,029    |
| Interest expense, net                                   | 70,822                         | 8,395                               | 39,129                                       | 6,184                     | —             | 124,530    |
| Net effect of swaps                                     | (7,230 )                       | 910                                 | 2,813  | —                         | —             | (3,507 )   |
| Unrealized / realized foreign currency<br>loss          | —                              | —                                   | 14,704                                       | —                         | —             | 14,704     |
| Other (income) expense                                  | 1,517                          | (4,712 )                            | 2,072  | 2,078                     | —             | 955        |
| (Income) loss from investment in<br>affiliates          | (71,656 )                      | (34,663 )                           | (12,389 )                                    | 107                       | 118,601       | —          |
| Income (loss) before taxes                              | 78,554                         | 44,262                              | (4,505 )                                     | 93,637                    | (118,601 )    | 93,347     |
| Provision (benefit) for taxes                           | 6,980                          | 2,527                               | (4,446 )                                     | 16,712                    | —             | 21,773     |
| Net income (loss)                                       | \$ 71,574                      | \$ 41,735                           | \$ (59 )                                     | \$ 76,925                 | \$ (118,601 ) | \$ 71,574  |
| Other comprehensive income (loss),<br>(net of tax):     |                                |                                     |  |                           |               |            |
| Cumulative foreign currency translation<br>adjustment   | 2,354                          | —                                   | 2,354  | —                         | (2,354 )      | 2,354      |
| Unrealized income on cash flow<br>hedging derivatives   | 2,366                          | (9,866 )                            | 79   | —                         | 9,787         | 2,366      |
| Other comprehensive income (loss),<br>(net of tax)      | 4,720                          | (9,866 )                            | 2,433  | —                         | 7,433         | 4,720      |
| Total Comprehensive Income                              | \$ 76,294                      | \$ 31,869                           | \$ 2,374                                     | \$ 76,925                 | \$ (111,168 ) | \$ 76,294  |



Table of Contents

## CEDAR FAIR, L.P.

## CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME

For the Twelve Months Ended September 30, 2012

(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   | \$ 147,733                     | \$ 261,878                          | \$ 142,250                                   | \$ 941,465                | \$ (409,232 ) | \$ 1,084,094 |
| Costs and expenses:  |                                |                                     |  |                           |               |              |
| Cost of food, merchandise and games<br>revenues                | —                              | —                                   | 10,531                                       | 85,471                    | —             | 96,002       |
| Operating expenses   | 5,452                          | 180,665                             | 47,134                                       | 636,106                   | (409,232 )    | 460,125      |
| Selling, general and administrative                            | 6,865                          | 90,892                              | 11,650                                       | 36,381                    | —             | 145,788      |
| Depreciation and amortization                                  | 37,698                         | 41                                  | 18,300                                       | 72,097                    | —             | 128,136      |
| (Gain) loss on impairment / retirement<br>of fixed assets, net | 24,188                         | —                                   | (62 )  | 1,593                     | —             | 25,719       |
|  | 74,203                         | 271,598                             | 87,553                                       | 831,648                   | (409,232 )    | 855,770      |
| Operating income (loss)  | 73,530                         | (9,720 )                            | 54,697                                       | 109,817                   | —             | 228,324      |
| Interest (income) expense, net                                 | 50,007                         | 28,592                              | 44,583                                       | (6,813 )                  | —             | 116,369      |
| Net effect of swaps  | (5,019 )                       | (1 )                                | (5,910 )                                     | —                         | —             | (10,930 )    |
| Unrealized / realized foreign currency<br>gain                 | —                              | —                                   | (18,721 )                                    | —                         | —             | (18,721 )    |
| Other (income) expense   | 749                            | (10,205 )                           | 1,498  | 7,958                     | —             | —            |
| Income from investment in affiliates                           | (93,080 )                      | (55,557 )                           | (12,698 )                                    | (24,955 )                 | 186,290       | —            |
| Income before taxes  | 120,873                        | 27,451                              | 45,945                                       | 133,627                   | (186,290 )    | 141,606      |
| Provision (benefit) for taxes                                  | 10,106                         | (29,298 )                           | 20,942                                       | 29,089                    | —             | 30,839       |
| Net income   | \$ 110,767                     | \$ 56,749                           | \$ 25,003                                    | \$ 104,538                | \$ (186,290 ) | \$ 110,767   |
| Other comprehensive income (loss),<br>(net of tax):            |                                |                                     |  |                           |               |              |
| Cumulative foreign currency<br>translation adjustment          | (2,672 )                       | —                                   | (2,672 )                                     | —                         | 2,672         | (2,672 )     |
| Unrealized income (loss) on cash flow<br>hedging derivatives   | (397 )                         | (109 )                              | 21   | —                         | 88            | (397 )       |
| Other comprehensive income (loss),<br>(net of tax)             | (3,069 )                       | (109 )                              | (2,651 )                                     | —                         | 2,760         | (3,069 )     |
| Total Comprehensive Income                                     | \$ 107,698                     | \$ 56,640                           | \$ 22,352                                    | \$ 104,538                | \$ (183,530 ) | \$ 107,698   |

Table of Contents

CEDAR FAIR, L.P.

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

For the Twelve Months Ended September 25, 2011

(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  | \$ 138,907                     | \$ 247,595                          | \$ 126,355                                   | \$ 886,578                | \$ (386,119 ) | \$ 1,013,316 |
| Costs and expenses:                                     |                                |                                     |  |                           |               |              |
| Cost of food, merchandise and games<br>revenues         | —                              | —                                   | 9,850  | 80,928                    | —             | 90,778       |
| Operating expenses                                      | 5,725                          | 163,754                             | 45,814                                       | 597,781                   | (386,119 )    | 426,955      |
| Selling, general and administrative                     | 9,755                          | 79,492                              | 11,347                                       | 32,598                    | —             | 133,192      |
| Depreciation and amortization                           | 37,168                         | 95                                  | 17,188                                       | 71,931                    | —             | 126,382      |
| Loss on impairment of goodwill and<br>other intangibles | —                              | —                                   | —  | 903                       | —             | 903          |
| Loss on impairment / retirement of<br>fixed assets, net | 1,456                          | —                                   | 10   | 62,043                    | —             | 63,509       |
|   | 54,104                         | 243,341                             | 84,209                                       | 846,184                   | (386,119 )    | 841,719      |
| Operating income  | 84,803                         | 4,254                               | 42,146                                       | 40,394                    | —             | 171,597      |
| Interest expense, net                                   | 99,205                         | 14,877                              | 52,411                                       | 4,362                     | —             | 170,855      |
| Net effect of swaps                                     | (7,183 )                       | 910                                 | 8,045  | —                         | —             | 1,772        |
| Unrealized / realized foreign currency<br>loss          | —                              | —                                   | 2,323  | —                         | —             | 2,323        |
| Other (income) expense                                  | 1,704                          | (5,748 )                            | 2,852  | 2,147                     | —             | 955          |
| (Income) loss from investment in<br>affiliates          | (25,098 )                      | 1,534                               | (9,116 )                                     | 2,425                     | 30,255        | —            |
| Income (loss) before taxes                              | 16,175                         | (7,319 )                            | (14,369 )                                    | 31,460                    | (30,255 )     | (4,308 )     |
| Provision (benefit) for taxes                           | 8,059                          | 953                                 | (7,308 )                                     | (14,128 )                 | —             | (12,424 )    |
| Net income (loss)                                       | \$ 8,116                       | \$ (8,272 )                         | \$ (7,061 )                                  | \$ 45,588                 | \$ (30,255 )  | \$ 8,116     |
| Other comprehensive income (loss),<br>(net of tax):     |                                |                                     |  |                           |               |              |
| Cumulative foreign currency<br>translation adjustment   | (1,704 )                       | —                                   | (1,704 )                                     | —                         | 1,704         | (1,704 )     |
| Unrealized income on cash flow<br>hedging derivatives   | 22,916                         | (7,153 )                            | 180  | —                         | 6,973         | 22,916       |
| Other comprehensive income (loss),<br>(net of tax)      | 21,212                         | (7,153 )                            | (1,524 )                                     | —                         | 8,677         | 21,212       |
| Total Comprehensive Income (Loss)                       | \$ 29,328                      | \$ (15,425 )                        | \$ (8,585 )                                  | \$ 45,588                 | \$ (21,578 )  | \$ 29,328    |

Table of Contents

CEDAR FAIR, L.P.

## CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

For the Nine Months Ended September 30, 2012

(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 CASH FROM (FOR)<br>OPERATING ACTIVITIES                        | \$208,436                      | \$48,506                            | \$9,093                                      | \$ 155,849                | \$ (145,140 ) | \$276,744  |
| CASH FLOWS FROM (FOR)<br>INVESTING ACTIVITIES                      |                                |                                     |  |                           |               |            |
| Investment in joint ventures and<br>affiliates                     | (56,171 )                      | (70,083 )                           | 3,948  | (22,834 )                 | 145,140       | —          |
| Sale of other assets   | 1,173                          | —                                   | —  | —                         | —             | 1,173      |
| Capital expenditures   | (29,295 )                      | (8 )                                | (14,426 )                                    | (32,081 )                 | —             | (75,810 )  |
| Net cash from (for) investing activities                           | (84,293 )                      | (70,091 )                           | (10,478 )                                    | (54,915 )                 | 145,140       | (74,637 )  |
| CASH FLOWS FROM (FOR)<br>FINANCING ACTIVITIES                      |                                |                                     |  |                           |               |            |
| Derivative settlement  | —                              | —                                   | (50,450 )                                    | —                         | —             | (50,450 )  |
| Term debt payments, including early<br>termination penalties       | (14,468 )                      | (10,212 )                           | (320 )                                       | —                         | —             | (25,000 )  |
| Intercompany (payments) receipts                                   | —                              | 93,845                              | —  | (93,845 )                 | —             | —          |
| Distributions (paid) received                                      | (66,675 )                      | 110                                 | —  | —                         | —             | (66,565 )  |
| Capital (contribution) infusion                                    | —                              | (60,000 )                           | 60,000                                       | —                         | —             | —          |
| Exercise of limited partnership unit<br>options                    | —                              | 47                                  | —  | —                         | —             | 47         |
| Excess tax benefit from unit-based<br>compensation expense         | —                              | (454 )                              | —  | —                         | —             | (454 )     |
| Net cash from (for) financing activities                           | (81,143 )                      | 23,336                              | 9,230  | (93,845 )                 | —             | (142,422 ) |
| EFFECT OF EXCHANGE RATE<br>CHANGES ON CASH AND CASH<br>EQUIVALENTS | —                              | —                                   | 893  | —                         | —             | 893        |
| CASH AND CASH EQUIVALENTS  |                                |                                     |  |                           |               |            |
| Net increase for the period  | 43,000                         | 1,751                               | 8,738  | 7,089                     | —             | 60,578     |
| Balance, beginning of period                                       | —                              | 512                                 | 31,540                                       | 3,472                     | —             | 35,524     |
| Balance, end of period   | \$43,000                       | \$2,263                             | \$40,278                                     | \$ 10,561                 | \$ —          | \$96,102   |



Table of Contents

CEDAR FAIR, L.P.

## CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

For the Nine Months Ended September 25, 2011

(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 CASH FROM (FOR)<br>OPERATING ACTIVITIES                        | \$169,343                      | \$48,628                            | \$48,422                                     | \$25,310                  | \$(69,338)   | \$222,365 |
| CASH FLOWS FROM (FOR)<br>INVESTING ACTIVITIES                      |                                |                                     |  |                           |              |           |
| Investment in joint ventures and<br>affiliates                     | (29,986)                       | (39,615)                            | (6,353)                                      | 6,616                     | 69,338       | —         |
| Capital expenditures   | (38,121)                       | —                                   | (10,510)                                     | (24,249)                  | —            | (72,880)  |
| Net cash from (for) investing<br>activities                        | (68,107)                       | (39,615)                            | (16,863)                                     | (17,633)                  | 69,338       | (72,880)  |
| CASH FLOWS FROM (FOR)<br>FINANCING ACTIVITIES                      |                                |                                     |  |                           |              |           |
| Net (payments) on revolving credit<br>loans                        | (23,200)                       | —                                   | —  | —                         | —            | (23,200)  |
| Term debt borrowings   | 13,246                         | 9,358                               | 334  | —                         | —            | 22,938    |
| Term debt payments, including early<br>termination penalties       | (13,831)                       | (9,763)                             | (306)  | —                         | —            | (23,900)  |
| Intercompany (payments) receipts                                   | —                              | 688                                 | —  | (688)                     | —            | —         |
| Distributions (paid) received                                      | (16,668)                       | 64                                  | —  | —                         | —            | (16,604)  |
| Payment of debt issuance costs                                     | (11,783)                       | (8,332)                             | (375)  | —                         | —            | (20,490)  |
| Net cash from (for) financing<br>activities                        | (52,236)                       | (7,985)                             | (347)  | (688)                     | —            | (61,256)  |
| EFFECT OF EXCHANGE RATE<br>CHANGES ON CASH AND CASH<br>EQUIVALENTS | —                              | —                                   | (1,682)                                      | —                         | —            | (1,682)   |
| CASH AND CASH EQUIVALENTS  |                                |                                     |  |                           |              |           |
| Net increase for the period  | 49,000                         | 1,028                               | 29,530                                       | 6,989                     | —            | 86,547    |
| Balance, beginning of period                                       | —                              | 1,461                               | 6,943  | 1,361                     | —            | 9,765     |
| Balance, end of period   | \$49,000                       | \$2,489                             | \$36,473                                     | \$8,350                   | \$—          | \$96,312  |

Table of Contents

CEDAR FAIR, L.P.

## CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

For the Twelve Months Ended September 30, 2012

(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 CASH FROM (FOR)<br>OPERATING ACTIVITIES                        | \$186,582                      | \$(152,159)                         | \$12,038                                     | \$318,078                 | \$(91,985)   | \$272,554 |
| CASH FLOWS FROM (FOR)<br>INVESTING ACTIVITIES                      |                                |                                     |  |                           |              |           |
| Investment in joint ventures and<br>affiliates                     | (40,694)                       | (47,206)                            | 5,245  | (9,330)                   | 91,985       | —         |
| Sale of other assets   | 1,173                          | —                                   | —  | —                         | —            | 1,173     |
| Capital expenditures   | (33,025)                       | (8)                                 | (23,050)                                     | (37,037)                  | —            | (93,120)  |
| Net cash for investing activities                                  | (72,546)                       | (47,214)                            | (17,805)                                     | (46,367)                  | 91,985       | (91,947)  |
| CASH FLOWS FROM (FOR)<br>FINANCING ACTIVITIES                      |                                |                                     |  |                           |              |           |
| Intercompany term debt (payments)<br>receipts                      | —                              | 269,500                             | —  | (269,500)                 | —            | —         |
| Derivative settlement  | —                              | —                                   | (50,450)                                     | —                         | —            | (50,450)  |
| Term debt payments, including early<br>termination penalties       | (14,467)                       | (10,213)                            | (320)  | —                         | —            | (25,000)  |
| Distributions (paid) received                                      | (105,569)                      | 261                                 | —  | —                         | —            | (105,308) |
| Capital (contribution) infusion                                    | —                              | (60,000)                            | 60,000                                       | —                         | —            | —         |
| Exercise of limited partnership unit<br>options                    | —                              | 53                                  | —  | —                         | —            | 53        |
| Payment of debt issuance costs                                     | —                              | —                                   | (723)  | —                         | —            | (723)     |
| Excess tax benefit from unit-based<br>compensation expense         | —                              | (454)                               | —  | —                         | —            | (454)     |
| Net cash from (for) financing<br>activities                        | (120,036)                      | 199,147                             | 8,507  | (269,500)                 | —            | (181,882) |
| EFFECT OF EXCHANGE RATE<br>CHANGES ON CASH AND CASH<br>EQUIVALENTS | —                              | —                                   | 1,065  | —                         | —            | 1,065     |
| CASH AND CASH EQUIVALENTS  |                                |                                     |  |                           |              |           |
| Net increase (decrease) for the period                             | (6,000)                        | (226)                               | 3,805  | 2,211                     | —            | (210)     |
| Balance, beginning of period                                       | 49,000                         | 2,489                               | 36,473                                       | 8,350                     | —            | 96,312    |
| Balance, end of period   | \$43,000                       | \$2,263                             | \$40,278                                     | \$10,561                  | \$—          | \$96,102  |

Table of Contents

CEDAR FAIR, L.P.

## CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

For the Twelve Months Ended September 25, 2011

(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 CASH FROM (FOR)<br>OPERATING ACTIVITIES                        | \$101,376                      | \$ (9,652 )                         | \$25,380                                     | \$ 19,056                 | \$ 58,064    | \$194,224 |
| CASH FLOWS FROM (FOR)<br>INVESTING ACTIVITIES                      |                                |                                     |  |                           |              |           |
| Investment in joint ventures and<br>affiliates                     | 25,281                         | 23,147                              | (1,356 )                                     | 10,992                    | (58,064 )    | —         |
| Capital expenditures   | (44,247 )                      | —                                   | (13,179 )                                    | (27,488 )                 | —            | (84,914 ) |
| Net cash from (for) investing<br>activities                        | (18,966 )                      | 23,147                              | (14,535 )                                    | (16,496 )                 | (58,064 )    | (84,914 ) |
| CASH FLOWS FROM (FOR)<br>FINANCING ACTIVITIES                      |                                |                                     |  |                           |              |           |
| Term debt borrowings   | 13,246                         | 9,358                               | 334  | —                         | —            | 22,938    |
| Intercompany term debt (payments)<br>receipts                      | —                              | 2,063                               | —  | (2,063 )                  | —            | —         |
| Term debt payments, including early<br>termination penalties       | (24,211 )                      | (17,091 )                           | (536 )                                       | —                         | —            | (41,838 ) |
| Distributions (paid) received                                      | (30,559 )                      | 121                                 | —  | —                         | —            | (30,438 ) |
| Exercise of limited partnership unit<br>options                    | —                              | 7                                   | —  | —                         | —            | 7         |
| Payment of debt issuance costs                                     | (12,886 )                      | (9,110 )                            | (761 )                                       | —                         | —            | (22,757 ) |
| Net cash from (for) financing<br>activities                        | (54,410 )                      | (14,652 )                           | (963 )                                       | (2,063 )                  | —            | (72,088 ) |
| EFFECT OF EXCHANGE RATE<br>CHANGES ON CASH AND CASH<br>EQUIVALENTS | —                              | —                                   | (2,611 )                                     | —                         | —            | (2,611 )  |
| CASH AND CASH EQUIVALENTS  |                                |                                     |  |                           |              |           |
| Net increase (decrease) for the period                             | 28,000                         | (1,157 )                            | 7,271  | 497                       | —            | 34,611    |
| Balance, beginning of period                                       | 21,000                         | 3,646                               | 29,202                                       | 7,853                     | —            | 61,701    |
| Balance, end of period   | \$49,000                       | \$2,489                             | \$36,473                                     | \$ 8,350                  | \$—          | \$96,312  |

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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.

Aside from attendance and guest per capita statistics, discrete financial information and operating results are not prepared at the regional level, but rather 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 park general managers, and the Executive Vice President, Operations.

Critical Accounting Policies:

This management's discussion and analysis of financial condition and results of operations is based upon our unaudited condensed 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 unaudited condensed consolidated financial statements. Actual results could differ significantly from those estimates under different assumptions and conditions.

Management believes that judgment and estimates related to the following critical accounting policies could materially affect our consolidated financial statements:

- Property and Equipment
- Impairment of Long-Lived Assets
- Goodwill and Other Intangible Assets
- Self-Insurance Reserves
- Derivative Financial Instruments
- Revenue Recognition

Income Taxes

In the third quarter of 2012, there were no changes in the above critical accounting policies previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2011.

Adjusted EBITDA:

We believe that Adjusted EBITDA (earnings before interest, taxes, depreciation, amortization, other non-cash items, and adjustments as defined in the Amended 2010 Credit Agreement) is a meaningful measure of park-level operating

profitability because 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 is provided in the discussion of results of operations that follows as a supplemental measure of our operating results and is not intended to be a substitute for operating income, net income or cash flows from operating activities as defined under generally accepted accounting principles. In addition, Adjusted EBITDA may not be comparable to similarly titled measures of other companies.

Table of Contents

The table below sets forth a reconciliation of Adjusted EBITDA to net income for the three-, nine- and twelve-month periods ended September 30, 2012 and September 25, 2011.

|  | Three months ended |            | Nine months ended |            | Twelve months ended |            |
|--|--------------------|------------|-------------------|------------|---------------------|------------|
|  | 9/30/2012          | 9/25/2011  | 9/30/2012         | 9/25/2011  | 9/30/2012           | 9/25/2011  |
|  | (13 weeks)         | (13 weeks) | (39 weeks)        | (38 weeks) | (53 weeks)          | (52 weeks) |
|  | (In thousands )    |            |                   |            |                     |            |
| Net income   | \$140,688          | \$152,218  | \$111,595         | \$71,574   | \$110,767           | \$8,116    |
| Interest expense                                     | 26,863             | 41,353     | 83,902            | 124,650    | 116,437             | 171,049    |
| Interest income                                      | (13                | ) (32      | ) (31             | ) (120     | ) (68               | ) (194     |
| Provision (benefit) for taxes                        | 51,713             | 37,844     | 41,395            | 21,773     | 30,839              | (12,424    |
| Depreciation and amortization                        | 60,747             | 63,448     | 113,156           | 110,857    | 128,136             | 126,382    |
| EBITDA   | 279,998            | 294,831    | 350,017           | 328,734    | 386,111             | 292,929    |
| Net effect of swaps                                  | (175               | ) (3,962   | ) (1,318          | ) (3,507   | ) (10,930           | ) 1,772    |
| Unrealized foreign currency (gain) loss              | (14,737            | ) 17,314   | (14,108           | ) 13,224   | (17,502             | ) 549      |
| Non-cash equity expense (income)                     | 362                | —          | 2,630             | (228       | ) 2,619             | (269       |
| Loss on impairment of goodwill and other intangibles | —                  | —          | —                 | —          | —                   | 903        |
| Loss on impairment/retirement of fixed assets, net   | 25,000             | 880        | 24,230            | 1,076      | 25,719              | 63,509     |
| Terminated merger costs                              | —                  | —          | —                 | 80         | 150                 | (79        |
| Refinancing costs                                    | —                  | (195       | ) —               | 955        | —                   | 955        |
| Other non-recurring items (as defined)               | 1,861              | 836        | 4,026             | 6,107      | 7,445               | 6,107      |
| Adjusted EBITDA <sup>(1)</sup>                       | \$292,309          | \$309,704  | \$365,477         | \$346,441  | \$393,612           | \$366,376  |

(1) As permitted by and defined in the Amended 2010 Credit Agreement

Table of Contents

## Results of Operations:

Our results of operations for the nine, three and twelve months ended September 30, 2012 and September 25, 2011 are not directly comparable as the current nine- and twelve month periods include an additional week of operations due to the timing of the fiscal third quarter close, and as the current three-month period includes fewer operating days due to the timing of the fiscal second and third quarter closes. Since a large portion of the variances in our statements of operations is due to the difference in the number of operating days in the current fiscal periods, we will also compare current operating results to the prior year period ended October 2, 2011.

## Immaterial Restatement -

We use the composite depreciation method for the group of assets acquired as a whole in 1983, as well as for groups of assets in each subsequent business acquisition. Upon the normal retirement of an asset within a composite group, our practice generally has 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 for the three months ended July 1, 2012, we 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). 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 this filing have been corrected for this error. We expect to likewise correct previously presented historical financial statements to be included in future filings, including the annual financial statements to be included in our Annual Report on Form 10-K for the year ending December 31, 2012.

## Nine Months Ended September 30, 2012 -

The fiscal nine-month period ended September 30, 2012, consisted of a 39-week period and included a total of 2,178 operating days compared with 38 weeks and 2,148 operating days for the fiscal nine-month period ended September 25, 2011.

The following table presents key financial information for the nine months ended September 30, 2012 and September 25, 2011:

|  | Nine months<br>ended<br>9/30/2012<br>(39 weeks) | Nine months<br>ended<br>9/25/2011<br>(38 weeks) | Increase (Decrease)                               |       |    |
|--|---|---|---|-------|----|
|  |   |   | \$  | %     |    |
|  |   |   | (Amounts in thousands except per capita spending) |       |    |
| Net revenues   | \$939,249                                       | \$883,627                                       | \$55,622  | 6.3   | %  |
| Operating costs and expenses                         | 580,246   | 541,665   | 38,581  | 7.1   | %  |
| Depreciation and amortization                        | 113,156   | 110,857   | 2,299   | 2.1   | %  |
| Loss on impairment / retirement of fixed assets, net | 24,230  | 1,076   | 23,154  | N/M   |    |
| Operating income                                     | \$221,617                                       | \$230,029                                       | \$(8,412)   | (3.7) | )% |
| N/M - Not meaningful                                 |   |   |   |       |    |
| Other Data:  |   |   |   |       |    |
| Adjusted EBITDA                                      | \$365,477                                       | \$346,441                                       | \$19,036  | 5.5   | %  |
| Adjusted EBITDA margin                               | 38.9  | % 39.2  | % \$—   | (0.3) | )% |
| Attendance   | 20,689  | 20,114  | 575   | 2.9   | %  |
| Per capita spending                                  | \$41.78   | \$40.15   | \$1.63  | 4.1   | %  |

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|                      |          |          |         |     |   |
|----------------------|----------|----------|---------|-----|---|
| Out-of-park revenues | \$99,526 | \$97,622 | \$1,904 | 2.0 | % |
|----------------------|----------|----------|---------|-----|---|

Net revenues for the nine months ended September 30, 2012 increased \$55.6 million to \$939.2 million from \$883.6 million during the nine months ended September 25, 2011. The increase in revenues reflects an increase of 575,000 visits, or 3%, in combined attendance for the nine-month period ended September 30, 2012 when compared with the nine-month period ended September 25, 2011. The increase in revenues also reflects a 4%, or \$1.63, increase in average in-park guest per capita spending during the same nine-month period and a 2%, or \$1.9 million, increase in out-of-park revenues. Out-of-park revenues include the sale of hotel rooms, food, merchandise, and other complementary activities located outside of the park gates, as well as e-commerce transaction fees. In-park guest per capita spending represents the average amount spent per attendee to gain admission to a park



Table of Contents

plus all amounts spent while inside the park gates. Revenues for the first nine months of the year also reflect the negative impact of exchange rates and the weakening U.S. dollar on our Canadian operations (\$4.5 million) during the period.

For the nine-month period ended September 30, 2012, operating costs and expenses increased 7%, or \$38.5 million, to \$580.2 million from \$541.7 million for the nine-month period ended September 25, 2011, the net result of a \$3.9 million increase in cost of goods sold, a \$29.3 million increase in operating expenses and a \$5.4 million increase in selling, general and administrative costs ("SG&A"). Depreciation and amortization expense for the period increased \$2.3 million due to the increase in capital spending when compared with the prior year. The Loss on impairment/retirement of fixed assets reported for the nine-month period reflects a non-cash charge to earnings of \$25.0 million for the partial impairment of operating and non-operating fixed assets at Wildwater Kingdom, net of an \$0.8 million gain from the sale of a non-operating asset at one of our properties. After depreciation, amortization, loss on impairment / retirement of fixed assets, and all other non-cash costs, operating income for the period decreased \$8.4 million to \$221.6 million through the first nine months of 2012 from operating income of \$230.0 million through the first nine months of 2011.

Interest expense for the first three quarters of 2012 was \$83.9 million, a decrease of \$40.7 million from the first three quarters of 2011. The reduction in interest expense is 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.

For the period, the net effect of our swaps decreased \$2.2 million between years, resulting in a non-cash benefit to earnings of \$1.3 million for the first nine months of 2012, as compared with a \$3.5 million non-cash benefit to earnings for the nine-month period 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 the current year-to-date period, we also recognized a \$13.9 million net benefit to earnings for unrealized/realized foreign currency gains, which included a \$14.1 million unrealized foreign currency gain on the U.S.-dollar denominated debt held at our Canadian property.

During the first fiscal nine months of 2012, a provision for taxes of \$41.4 million was recorded to account for publicly traded partnership ("PTP") taxes and the tax attributes of our corporate subsidiaries. This compares with a \$21.8 million provision for taxes for the first fiscal nine months of 2011. The year-over-year variation in the tax provision is due primarily to an increase in the income subject to tax. Actual cash taxes paid or payable for the 2012 calendar year are estimated to be between \$11 and \$13 million. The Partnership also expects to receive a \$10.4 million refund of prior year taxes paid resulting from the carry back of the loss recognized from the settlement of a derivative contract.

After interest expense and the benefit for taxes, net income for the nine months ended September 30, 2012 totaled \$111.6 million, or \$2.00 per diluted limited partner unit, compared with net income of \$71.6 million, or \$1.28 per unit, for the nine months ended September 25, 2011.

It is important to note that the current nine-month results benefited from an additional week, or 30 more operating days, due to the timing of the third quarter fiscal close. Comparing both 2012 and 2011 on a 39-week basis, net revenues would have been up \$41.1 million, or 5%, on increases in both attendance and in-park guest per capita spending. On a comparable basis, attendance would have increased 228,000 visits, primarily due to an increase in season pass attendance, and in-park per capita spending would have increased \$1.67, or 4%, primarily due to new premium benefit offerings and the positive impact of new customer messaging and dynamic pricing. Over that same comparable basis, out-of-park revenues would have decreased by approximately \$0.3 million, or less than 1%.

Operating costs and expenses on a comparable 39-week basis would have increased approximately \$27.9 million, or 5%, due to an increase of \$2.9 million, or 3%, in cost of goods sold, an increase in operating expenses of \$21.9 million, or 6%, and an increase of \$3.1 million, or 3%, in SG&A costs. The overall increase in costs and expenses also reflects the positive impact of exchange rates on our Canadian operations (approximately \$1.6 million) during the nine-month period ended September 30, 2012.

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 in the 39-week period increased due to several factors, including higher employment-related costs, higher maintenance and 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. Due in part to mild weather, we were able to accelerate off-season maintenance projects into the first half of the year, resulting in year-over-year maintenance expense increasing by approximately \$4.4 million. Operating supplies and expenses increased approximately \$4.0 million due primarily to initiatives

Table of Contents

to expand or enhance live entertainment at the parks, as well as incremental costs associated with our new e-commerce platform. During the first nine months, public liability and workers compensation expense increased \$2.1 million due to claim settlements and an increase in our reserves based on management's estimates of future claims.

SG&A expense for the comparable 39-week period increased approximately \$3.1 million compared to same period in 2011 due to an increase in operating supplies of \$4.7 million, an increase in advertising costs of \$1.5 million, and an increase in employee related costs of \$2.9 million. The operating supplies and advertising increases were due to incremental costs to support 2012 operating initiatives including general infrastructure improvements. These increases in expense were offset somewhat by a reduction in litigation expenses and costs for SEC compliance matters related to Special Meeting requests in 2011.

For the fiscal nine-month period ended September 30, 2012, Adjusted EBITDA (as defined in the Amended 2010 Credit Agreement), which we believe is a meaningful measure of our park-level operating results, increased to \$365.5 million compared with \$346.4 million for the fiscal nine-month period ended September 25, 2011. This increase was due in part to the extra week in the current fiscal nine-month period. On a same-week basis, Adjusted EBITDA for the nine-month period would have still been up approximately \$15.2 million, or 4%, between years, primarily due to an increase in revenues resulting from the successful introduction of our new premium benefit offerings and the expansion of our season pass base. These revenue gains were offset somewhat by an increase in operating costs in the period. For additional information regarding Adjusted EBITDA, including how we define Adjusted EBITDA, why we believe it provides useful information, and for a reconciliation to net income, see pages 33-34.

## Third Quarter -

The fiscal three-month period ended September 30, 2012, consisted of a 13-week period and included a total of 1,177 operating days compared with 13 weeks and 1,253 operating days for the fiscal three-month period ended September 25, 2011. The variance in days is due to a shift in the operating calendar.

The following table presents key financial information for the three months ended September 30, 2012 and September 25, 2011:

|   | Three months<br>ended<br>9/30/2012<br>(13 weeks) | Three months<br>ended<br>9/25/2011<br>(13 weeks) | Increase (Decrease) |        |    |
|---|--|--|---------------------|--------|----|
|   |  |  | \$                  | %      |    |
|   | (Amounts in thousands)                           |  |                     |        |    |
| Net revenues                                    | \$553,445  | \$572,268  | \$(18,823)          | (3.3)  | )% |
| Operating costs and expenses                    | 263,657  | 262,188  | 1,469               | 0.6    | %  |
| Depreciation and amortization                   | 60,747   | 63,448   | (2,701)             | (4.3)  | )% |
| Loss on impairment / retirement of fixed assets | 25,000   | 880  | 24,120              | N/M    |    |
| Operating income                                | \$204,041  | \$245,752  | \$(41,711)          | (17.0) | )% |
| N/M - Not meaningful                            |  |  |                     |        |    |
| Other Data:                                     |  |  |                     |        |    |
| Adjusted EBITDA                                 | \$292,309  | \$309,704  | \$(17,395)          | (5.6)  | )% |
| Adjusted EBITDA margin                          | 52.8   | % 54.1   | % —                 | (1.3)  | )% |
| Attendance                                      | 11,960   | 12,933   | (973)               | (7.5)  | )% |
| Per capita spending                             | \$42.90  | \$40.84  | \$2.06              | 5.0    | %  |
| Out-of-park revenues                            | \$54,260   | \$58,879   | \$(4,619)           | (7.8)  | )% |

For the quarter ended September 30, 2012, net revenues decreased 3%, or \$18.8 million, to \$553.5 million from \$572.3 million in 2011. This decrease reflects a 5% increase in average in-park per capita spending, offset by an 8%

decrease in combined attendance (973,000 visits), and an 8% (\$4.6 million) decrease in out-of-park revenues. The decreases in net revenues and attendance was largely attributable to the decrease in operating days in the quarter due to the way the fiscal calendar fell in 2012 compared with 2011. In-park per capita spending increased primarily due to new premium benefit offerings and the positive impact of new customer messaging and dynamic pricing. Out-of-park revenues decreased due to soft results in accommodations being somewhat offset by fees generated from our new e-commerce initiatives. The decrease in revenues for the third quarter of 2012 also reflects the negative impact of exchange rates on our Canadian operations (\$2.4 million) during the period.

Table of Contents

Operating costs and expenses for the quarter increased less than 1%, or \$1.5 million, to \$263.7 million from \$262.2 million in the third quarter of 2011, the net result of a \$1.4 million decrease in cost of goods sold, a \$1.9 million increase in operating expenses and a \$1.0 million increase in SG&A costs. Operating cost and expense variances between years were also affected by the fewer number of operating days in the current fiscal quarter, as discussed above. Depreciation and amortization expense for the quarter decreased \$2.7 million due primarily to the reduction in operating days in the period, on which depreciation expense is based. During the current quarter, we recognized a non-cash charge to earnings of \$25.0 million for the partial impairment of operating and non-operating fixed assets at Wildwater Kingdom.

Interest expense for the third quarter of 2012 was \$26.9 million, representing an \$14.5 million decrease from the interest expense for the third quarter of 2011. As mentioned in the nine-month discussion above, interest expense decreased primarily due to an approximate 300 bps decline in our effective interest rate. The decline in the effective interest rate is primarily due to lower fixed rates of LIBOR in debt associated derivative contracts, which declined from 5.62% in 2011 to 2.48% in 2012.

The net effect of our swaps during the third quarter was a non-cash benefit to earnings of \$0.2 million, representing a decrease of \$3.8 million from the prior year. This non-cash benefit reflects the regularly scheduled amortization of amounts in AOCI related to the swaps. During the 2012 third quarter, we also recognized a \$15.0 million net benefit to earnings for unrealized/realized foreign currency gains, \$14.7 million of which represents an unrealized foreign currency gain on the U.S.-dollar denominated debt held at our Canadian property.

During the quarter, a provision for taxes of \$51.7 million was recorded to account for PTP taxes and the tax attributes of our corporate subsidiaries, compared to a provision for taxes of \$37.8 million in the same period a year ago. The variation in the tax provision recorded between periods is due primarily to the increase in income subject to tax. After interest expense and the provision for taxes, net income for the quarter totaled \$140.7 million, or \$2.51 per diluted limited partner unit, compared with net income of \$152.2 million, or \$2.73 per unit, for the third quarter a year ago.

It is important to note that the current three-month results were negatively impacted by 76 less operating days, due to the timing of the second and third quarter fiscal closes. Comparing the third quarters of 2012 and 2011 on a comparable operating-day basis, net revenues would have been up \$20.8 million, or 4%, on an increase in average in-park guest per capita spending offset by a slight decrease in attendance and a 3% decrease in out-of-park revenues.

Operating costs and expenses on a comparable operating-day basis would have increased approximately \$12.4 million, or 5%, on a \$2.1 million increase in cost of goods sold, an \$8.4 million increase in operating expenses, and \$1.9 million increase in SG&A costs. The overall increase in costs and expenses also reflects the positive impact of exchange rates on our Canadian operations (approximately \$0.6 million) during the third quarter. The 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. Consistent with our nine-month discussion above, operating expenses in the third quarter increased as a result of higher employment-related costs, higher maintenance and operating supply costs, and higher self-insurance expenses. The increase in SG&A expense for the quarter reflects an increase in operating supplies associated with the new e-commerce initiative and general park infrastructure improvements, offset slightly by a reduction in litigation expenses and costs for SEC compliance matters related to Special Meeting requests in the third quarter of 2011.

For the current quarter, Adjusted EBITDA decreased to \$292.3 million from \$309.7 million for the fiscal third quarter of 2011. The \$17.4 million decrease in Adjusted EBITDA was due to the shift in operating days during the quarter. On a same week basis, Adjusted EBITDA would have increased \$11.3 million due to incremental revenues resulting from the introduction of new premium benefit offerings, which contributed to increased average guest per capita spending, as well as an increase in attendance in the quarter. Partially offsetting these gains on a same week basis were

higher park-level operating costs during the period related to park pre-opening and off-season maintenance projects and increases in costs to support 2012 initiatives, including a new e-commerce platform and infrastructure improvements. For additional information regarding Adjusted EBITDA, including how we define Adjusted EBITDA, why we believe it provides useful information, and for a reconciliation to net income, see pages 33-34.

Table of Contents

Twelve Months Ended September 30, 2012 -

The fiscal twelve-month period ended September 30, 2012, consisted of a 53-week period and included a total of 2,416 operating days compared with 52 weeks and 2,381 operating days for the fiscal twelve-month period ended September 25, 2011.

The following table presents key financial information for the twelve months ended September 30, 2012 and September 25, 2011:

|  | Twelve<br>months ended<br>9/30/2012<br>(53 weeks) | Twelve<br>months ended<br>9/25/2011<br>(52 weeks) | Increase (Decrease) |      |     |
|--|---|---|---------------------|------|-----|
|  |   |   | \$                  | %    |     |
| (Amounts in thousands)                               |   |   |                     |      |     |
| Net revenues   | \$1,084,094                                       | \$1,013,316                                       | \$70,778            | 7.0  | %   |
| Operating costs and expenses                         | 701,915   | 650,925   | 50,990              | 7.8  | %   |
| Depreciation and amortization                        | 128,136   | 126,382   | 1,754               | 1.4  | %   |
| Loss on impairment of goodwill and other intangibles | —   | 903   | (903)               |      | N/M |
| Loss on impairment/retirement of fixed assets        | 25,719  | 63,509  | (37,790)            |      | N/M |
| Operating income                                     | \$228,324   | \$171,597   | \$56,727            | 33.1 | %   |
| N/M - Not meaningful                                 |   |   |                     |      |     |
| Other Data:  |   |   |                     |      |     |
| Adjusted EBITDA                                      | \$393,612   | \$366,376   | \$27,236            | 7.4  | %   |
| Adjusted EBITDA margin                               | 36.3  | % 36.2  | % —                 | 0.2  | %   |
| Attendance   | 23,961  | 23,135  | 826                 | 3.6  | %   |
| Per capita spending                                  | \$41.44   | \$39.91   | \$1.53              | 3.8  | %   |
| Out-of-park revenues                                 | \$119,460   | \$114,258   | 5,202               | 4.6  | %   |

Net revenues totaled \$1,084.1 million for the twelve months ended September 30, 2012, increasing \$70.8 million, from \$1,013.3 million for the trailing twelve months ended September 25, 2011. The increase in revenues was due to an increase in attendance of 826,000 visits, or 4%, an increase in average in-park per capita spending of \$1.53, or 4%, and an increase in out-of-park revenues of \$5.2 million, or 5%. The attendance increase was due to an increase in season pass visitation as well as the effect of the extra operating days in the period. The increase in average in-park guest per capita spending is primarily due to new premium benefit offerings and the positive impact from new customer messaging and dynamic pricing. Out-of-park revenues increased due to our hotel properties and due to an increase in fees generated by our new e-commerce initiatives. The increase in revenues was also positively affected by the additional operating days in the current fiscal period.

When comparing the two twelve-month periods, operating costs and expenses increased \$51.0 million, or 8%, to \$701.9 million in 2012 from \$650.9 million in 2011. The increase in operating costs and expenses was the net result of a \$5.2 million increase in cost of goods sold, a \$33.2 million increase in operating expenses and an increase of \$12.6 million in selling, general and administrative costs. The increase in operating expenses is primarily attributable to higher employment related expenses of \$15 million, \$6 million of higher maintenance costs, \$1 million in higher insurance costs, and \$5 million of higher operating supply costs. The increase in wages is 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 insurance costs was primarily the result of claim settlements and increases in our reserves based on future estimated claim liabilities. As discussed in the nine- and three-month sections, maintenance costs increased primarily due to the earlier timing of planned off-season projects, as well as an increase in the number of projects designed to add to the guest experience. The increase in operating supply costs relates primarily to an increase in attendance over the past year, as well as incremental costs associated

with the new e-commerce platform. The increase in SG&A costs includes \$5 million in costs largely related to the launching of several new revenue initiatives for the 2012 season, as well as a \$3 million increase in advertising expense as we transitioned to a new advertising agency for 2012. Employment related expenses increased \$5 million primarily due to the receipt of a non-recurring payroll tax credit of \$2.5 million recorded in the fourth quarter of 2010, as well as an increase in retirement expenses and non-recurring severance payments in the current twelve-month period. The overall increase in costs and expenses also reflects the positive impact of exchange rates on our Canadian operations (approximately \$1.6 million) during the twelve-month period ended September 30, 2012.

Depreciation and amortization expense for the trailing-twelve-month periods increased \$1.8 million between years due to the increase in capital spending during the current-year period compared with the prior year. During the twelve months ended September 30, 2012, we recognized \$0.7 million in non-cash charges for the retirement of assets in the normal course of business. Additionally, we recorded a non-cash charge of \$25.0 million for the partial impairment of operating and non-operating fixed



Table of Contents

assets at Wildwater Kingdom during the third quarter in 2012. This compares to a non-cash charges recognized during the twelve-month period ended September 25, 2011 of \$62.0 million at California's Great America for the partial impairment of its fixed assets and \$1.5 million for asset retirements across all properties. Additionally, a non-cash charge of \$0.9 million was recorded during the fourth quarter of 2010 for the partial impairment of trade-names originally recorded at the time of the PPI acquisition. It is important to note that each of our parks produces positive cash flow, and that trade-name write-downs and fixed asset impairment losses do not affect cash, Adjusted EBITDA or liquidity.

After depreciation, amortization, loss on impairment of the trade-names, loss on impairment / retirement of fixed assets, and all other non-cash costs, operating income for the twelve months ended September 30, 2012 increased \$56.7 million to \$228.3 million compared with \$171.6 million for the same period a year ago.

Interest expense for the twelve month period ended September 30, 2012 decreased \$54.6 million to \$116.4 million from \$171.0 million for the prior twelve month period ended September 25, 2011. As mentioned in the nine-month discussion above, interest expense decreased primarily due to an approximate 300 bps decline in our effective interest rate. The decline in the effective interest rate is primarily due to lower fixed rates of LIBOR in debt associated derivative contracts, which declined from 5.62% in 2011 to 2.48% in 2012.

The net effect of our swaps during the period was a non-cash benefit to earnings of \$10.9 million, representing an increase of \$12.7 million from the same period ended September 25, 2011. This non-cash benefit reflects gains from marking the ineffective and de-designated swaps to market, offset somewhat by the regularly scheduled amortization of amounts in AOCI related to the swaps and foreign currency losses related to the U.S.-dollar denominated Canadian term loan in the current twelve month period. During the current twelve-month period, we also recognized a \$18.7 million net benefit to earnings for unrealized/realized foreign currency gains and losses, \$17.5 million of which represents an unrealized foreign currency gain on the U.S.-dollar denominated debt held at our Canadian property.

A provision for taxes of \$30.8 million was recorded to account for PTP taxes and the tax attributes of our corporate subsidiaries during the twelve-month period ended September 30, 2012, compared with a net benefit for taxes of \$12.4 million during the same twelve-month period a year ago. The variation in the recorded tax provision between periods is due to the higher income subject to tax for the twelve-month period ending September 30, 2012 and the tax benefit of the impairment charge recorded in the previous twelve-month period.

After interest expense and the provision for taxes, net income for the twelve months ended September 30, 2012 was \$110.8 million, or \$1.98 per diluted limited partner unit, compared with net income of \$8.1 million, or \$0.15 per diluted limited partner unit, for the twelve months ended September 25, 2011.

It is important to note that due to the timing of the third quarter fiscal close results for the twelve-month period ended September 30, 2012 benefited from an additional week (53 weeks) compared to the twelve-month period ended September 25, 2011 (52 weeks). Comparing the twelve-month periods for both 2012 and 2011 on a 53-week basis, net revenues would have been up \$56.2 million, or 5%, on increases in attendance, in-park guest per capita spending and out-of-park revenues. On a comparable 53-week basis, attendance would have increased 479,000 visits, due to an increase in season pass attendance, and in-park per capita spending would have increased \$1.56, or 4%, primarily due to new premium benefit offerings and the positive impact of new customer messaging and dynamic pricing. Over that same comparable basis, out-of-park revenues would have increased by approximately \$3.5 million, or 3%.

On a comparable 53-week basis, operating costs and expenses would have increased approximately \$40.3 million, or 6%, on a \$4.2 million increase in cost of goods sold, an \$25.8 million increase in operating expenses, and \$10.4 million increase in SG&A costs. The overall increase in costs and expenses also reflects the favorable impact of exchange rates on our Canadian operations (approximately \$1.6 million) during the period. The 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. Consistent with our nine- and three-month discussions above, operating expenses for the twelve-month period increased as a result of higher employment-related costs, higher maintenance and operating supply costs, and higher self-insurance expenses. The higher employment-related costs reflect normal merit increases, increases in health-related benefit costs, an overall increase in seasonal labor hours as a result of expanded operating hours at several parks, additional attractions and guest services, the overall effect of increased attendance, and non-recurring severance payments. Employment related costs also increased as result of the non-recurring payroll tax credit of \$2.5 million recorded in the fourth quarter of 2010. The higher maintenance costs in the current-year twelve-month period relate primarily to the earlier timing of planned off-season projects, which was possible as a result of the mild early-season weather in 2012. The increase in operating supplies was driven by higher attendance and new initiatives to expand or enhance live entertainment at the parks, as well as incremental costs associated with our new e-commerce platform. The increase in public liability and workers compensation expense was the result of a claim settlement in the first quarter of 2012

Table of Contents

and increases in our reserves based on management's estimates of future claims. The higher SG&A costs reflect incremental costs associated with the launching of several new revenue initiatives for the 2012 season, including the new e-commerce platform, general park infrastructure improvements, and an increase in advertising expenses as we transitioned to a new advertising agency for 2012. These increases in SG&A costs were somewhat offset by a reduction in litigation expenses and costs for SEC compliance matters related to Special Meeting requests in 2011.

For the twelve-month period ended September 30, 2012, Adjusted EBITDA increased to \$393.6 million compared with \$366.4 million for the twelve months ended September 25, 2011, while our Adjusted EBITDA margin (Adjusted EBITDA divided by net revenues) increased slightly to 36.3% from 36.2% a year ago. A portion of this increase in Adjusted EBITDA was due to the extra week in the current fiscal twelve-month period. On a same-week basis, Adjusted EBITDA would have been up \$23.4 million, or 6%, year over year, due to revenue growth driven by increased attendance and the strong 2011 fourth quarter operating performance. These gains were offset somewhat by incremental operating costs associated with the higher attendance and new operating initiatives for 2012. For the comparable twelve-month periods, our Adjusted EBITDA margin (Adjusted EBITDA divided by net revenues) would have increased 30 bps to 36.3% from 36.0% last year. For additional information regarding Adjusted EBITDA, including how we define Adjusted EBITDA, why we believe it provides useful information, and for a reconciliation to net income, see pages 33-34.

October 2012 -

Based on preliminary results through the end of October, revenues for the first ten months of the year increased approximately \$37 million to \$1,036 million from \$999 million for the same period a year ago. The revenue increase is the result of a 4% increase in average in-park guest per capita spending to \$42.00 and attendance levels that were comparable with last year's record results (22.7 million visits). Out-of-park revenues of approximately \$108 million through October were also comparable with this time last year.

**Liquidity and Capital Resources:**

With respect to both liquidity and cash flow, we ended the third quarter of 2012 in sound condition. The working capital ratio (current assets divided by current liabilities) of 1.0 at September 30, 2012 reflects the impact of our seasonal business. Cash, receivables and inventories are at normal seasonal levels and credit facilities are in place to fund current liabilities.

In July 2010, we issued \$405 million of 9.125% senior unsecured notes, maturing in 2018, in a private placement, including \$5.6 million of Original Issue Discount (OID) to yield 9.375%. Concurrently with this offering, we entered into a new \$1,435 million credit agreement (the "2010 Credit Agreement"), which included 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.

In February 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. Under the Amended 2010 Credit Agreement, the extended U.S. term loan is scheduled to mature in December of 2017 and bears interest at a rate of LIBOR plus 300 bps, with a LIBOR floor of 100 bps.

The Amended 2010 Credit Agreement also includes 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 of 2015, also provides for the issuance of documentary and standby letters of credit.

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 Company has no scheduled term-debt principal payments until the first quarter of 2015.

At the end of the quarter, we had a total of \$1,131.1 million of variable-rate term debt (before giving consideration to fixed-rate interest rate swaps), \$400.7 million of fixed-rate debt (including OID), no outstanding borrowings under our revolving credit facility, and cash on hand of \$96.1 million. After letters of credit, which totaled \$16.5 million at September 30, 2012, we had \$243.5 million of available borrowings under the revolving credit facility under the Amended 2010 Credit Agreement.

Table of Contents

Our \$405 million of senior unsecured 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 order to maintain fixed interest costs on a portion of our domestic term debt, in September 2010 we entered into several interest rate 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 our credit agreement, the LIBOR floor on the term loan portion of our 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, we 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 September 2010 swaps as of the end of February 2011.

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 converted \$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%.

In May 2011, we entered into four additional forward-starting basis-rate swap agreements ("May 2011 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 September 30, 2012 was a liability of \$34.7 million, which was recorded in "Derivative Liability" on the condensed consolidated balance sheet. The following table presents our September 2010 swaps, March 2011 swaps, and May 2011 swaps, which became effective on 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 | \$800,000                            | 2.48       | % |

In 2006, we entered into several fixed-rate interest rate swap agreements totaling \$1.0 billion. The weighted average fixed-LIBOR rate on these interest rate swaps, which matured on October 1, 2011, was 5.6%. Based upon our scheduled quarterly regression analysis testing of the effectiveness for 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 to be deemed ineffective through their maturity. This resulted in the swaps not qualifying for hedge accounting during the fourth quarter of 2009 and through 2010 and the first three quarters 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

42

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Table of Contents

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 were no longer 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 had increased steadily over time. In order to protect ourselves from 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. In February 2012, these swap agreements were settled for \$50.5 million.

In addition to other covenants and provisions, including those discussed below, the Amended 2010 Credit Agreement contains an initial three-year requirement (from July 2010) 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 September 30, 2012, we were in compliance with this requirement.

The following table presents fixed-rate swaps that matured on October 1, 2011. The table also presents our cross-currency swaps that matured on February 15, 2012 and their notional amounts and interest rates as of their maturity date.

| (\$'s in thousands)       | Interest Rate Swaps |            | Cross-currency Swaps |               |   |
|---------------------------|---------------------|------------|----------------------|---------------|---|
|                           | Notional Amounts    | LIBOR Rate | Notional Amounts     | Interest Rate |   |
|                           | \$200,000           | 5.64       | % \$255,000          | 7.31          | % |
|                           | 200,000             | 5.64       | % 150                | 9.50          | % |
|                           | 200,000             | 5.64       | %                    |               |   |
|                           | 200,000             | 5.57       | %                    |               |   |
|                           | 100,000             | 5.60       | %                    |               |   |
|                           | 100,000             | 5.60       | %                    |               |   |
| Total \$'s / Average Rate | \$1,000,000         | 5.62       | % \$255,150          | 7.31          | % |

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, which is measured on a trailing-twelve-month quarterly basis. At the end of the third quarter of 2012, this ratio was set at 6.00x consolidated total debt (excluding the revolving debt)-to-consolidated EBITDA. Based on our trailing-twelve-month results ending September 30, 2012, our Consolidated Leverage Ratio was 3.89x, providing \$138.3 million of EBITDA cushion on the ratio at the end of the third quarter. We were in compliance with all other covenants under the Amended 2010 Credit Agreement as of September 30, 2012.

The Amended 2010 Credit Agreement allows restricted payments of up to \$20 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. In 2012, 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, measured on a trailing-twelve-month quarterly basis.

The terms of the indenture governing our notes permit us to make restricted payments of \$20 million annually. Our ability to make additional restricted payments in 2012 and beyond is permitted should our trailing-twelve-month Total-Indebtedness-to-Consolidated-Cash-Flow Ratio be less than or equal to 4.75x, measured on a quarterly basis. In accordance with these debt provisions, on August 9, 2012, we announced the declaration of a distribution of \$0.40 per limited partner unit, which was paid on September 15, 2012, and on November 6, 2012, we announced the declaration of a distribution of \$0.40 per limited partner unit, payable December 17, 2012, which will bring our total distributions paid in 2012 to \$1.60 per limited partner 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.



## Table of Contents

### Off Balance Sheet Arrangements:

We had \$16.5 million in letters of credit, which are primarily in place to backstop insurance arrangements, outstanding on our revolving credit facility as of September 30, 2012. We have no other significant off-balance sheet financing arrangements.

### 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 Act of 1933 and Section 21E of the Securities 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 Company’s Annual Report on Form 10-K, could adversely affect our future financial performance and cause actual results to differ materially from our expectations.

## ITEM 3. 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, 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, after the fixed-rate swap agreements, would lead to an increase of approximately \$2.5 million in annual cash interest costs.

A uniform 10% strengthening of the U.S. dollar relative to the Canadian dollar would result in a \$5.4 million decrease in annual operating income.

## ITEM 4. CONTROLS AND PROCEDURES

### (a) Evaluation of Disclosure Controls and Procedures -

The Partnership maintains a system of controls and procedures designed to ensure that information required to be disclosed by the Partnership in its reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified by the Commission 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. As of September 30, 2012, the Partnership has evaluated the effectiveness of the design and operation of its disclosure controls and procedures under supervision of management, including the Partnership's Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Partnership's disclosure controls and procedures are effective.

Table of Contents

(b)Changes in Internal Control Over Financial Reporting -

There were no changes in the Partnership's internal controls over financial reporting in connection with its 2012 third-quarter evaluation, or subsequent to such evaluation, that have materially affected, or are reasonably likely to materially affect, the Partnership's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Jacob T. Falfas vs. Cedar Fair, L.P.

On July 23, 2010, Jacob T. (Jack) Falfas, the former Chief Operating Officer, filed a demand for private arbitration as provided by his employment agreement. In that demand, Mr. Falfas disputed the Partnership's position that he had resigned in June 2010, alleging instead that his employment with the Partnership was terminated without cause. That dispute went to private arbitration, and on February 28, 2011, an arbitration panel ruled 2-to-1 in favor of Mr. Falfas finding that he did not resign but was terminated without cause. Rather than fashioning a remedy consistent with the employment agreement, the panel ruled that Mr. Falfas should be reinstated. The Partnership believed that the arbitrators exceeded their authority by creating a remedy not legally available to Mr. Falfas under his contract with Cedar Fair. On March 21, 2011, the Partnership filed an action in Erie County Court of Common Pleas (Case No. 2011 CV 0217) seeking to have the award modified or vacated. On March 22, 2011, Mr. Falfas commenced a related action in the Erie County Court of Common Pleas (Case No. 2011 CV 0218) demanding enforcement of the arbitration ruling. The two actions were combined into Case No. 2011 CV 0217, before Judge Roger E. Binette. On February 22, 2012 the Erie County Common Pleas Court issued a ruling partially vacating the arbitration award and declaring that Mr. Falfas was not entitled to reinstatement of his employment. The ruling also provided that in accord with paragraph 2 of the arbitration award Mr. Falfas was entitled to certain back pay and other benefits under his 2007 Amended and Restated Employment Agreement as if the employment relationship had not been severed. In March of 2012 Mr. Falfas and the Company both filed appeals of the Court's ruling with the Ohio Sixth District Court of Appeals in Toledo, Ohio. The parties participated in mediation on May 7, 2012 at the direction of the Court of Appeals. The mediation did not result in a settlement. As a result the matter will now proceed through the normal appeal process which typically takes six to nine months to complete. Briefs have been filed and the parties are awaiting scheduling of oral argument. The Partnership believes the liability recorded as of September 30, 2012 to be adequate and does not expect the arbitration ruling or the court order to materially affect its financial results in future periods.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2011.

ITEM 5. OTHER INFORMATION

The Partnership uses the composite depreciation method for the group of assets acquired as a whole in 1983, as well as for groups of assets in each subsequent business acquisition. Upon the normal retirement of an asset within a composite group, the Partnership's practice generally has been to extend the depreciable life of that composite group beyond its original estimated useful life. In conjunction with the preparation of the Partnership's financial statements for the interim period ended July 1, 2012, management determined that this methodology was not appropriate. As a result, the Partnership revised the useful lives of its composite groups to their original estimated useful life (ascribed

upon acquisition) and corrected previously computed depreciation expense (and accumulated depreciation). Management evaluated the amount and nature of these adjustments and concluded that they were not material to either the Partnership's prior annual or quarterly financial statements. Nonetheless, the historical financial statement amounts included in this filing have been corrected for this error. The Partnership expects to likewise correct previously presented historical financial statements to be included in future filings, including the annual financial statements to be included in the Partnership's Annual Report on Form 10-K for the year ending December 31, 2012.

For the year ended December 31, 2011 the correction will decrease net income (loss) by \$1.4 million and the provision (benefit) for taxes will decrease by \$0.6 million. For the 2010 annual financial statements, the correction will decrease net income (loss) by \$1.5 million and the provision (benefit) for taxes will decrease by \$0.6 million. For the 2009 annual financial statements, the correction will decrease net income (loss) by \$1.2 million and the provision (benefit) for taxes will decrease \$0.4 million. The balance sheet as of December 31, 2011 has already been corrected in this Form 10-Q.

Table of Contents

ITEM 6. EXHIBITS

Exhibit (31.1) Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit (31.2) Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit (32) Certifications Pursuant to 18 U.S.C. 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit (101) The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 formatted in Extensible Business Reporting Language (XBRL): (i) The Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Balance Sheets, (iii) The Condensed Consolidated Statements of Cash Flow, (iv) the Condensed Consolidated Statement of Equity and, (v) related notes

Table of Contents

SIGNATURES

Pursuant to the requirements 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)

By Cedar Fair  
Management, Inc.  
General Partner

Date: November 7, 2012 /s/ Matthew A. Ouimet  
Matthew A. Ouimet  
President and Chief Executive Officer

Date: November 7, 2012 /s/ Brian C. Witherow  
Brian C. Witherow  
Executive Vice President and  
Chief Financial Officer

Table of Contents

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