

CEDAR FAIR L P  
Form 10-K/A  
March 24, 2005

## PART IV

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

## A. 1. Financial Statements

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

	<u>Page</u>
(i) Reports of Independent Registered Public Accounting Firms.	20
(ii) Consolidated Balance Sheets - December 31, 2004 and 2003.	21
(iii) Consolidated Statements of Operations - Years ended December 31, 2004, 2003, and 2002.	22
(iv) Consolidated Statements of Cash Flows - Years ended December 31, 2004, 2003, and 2002.	23
(v) Consolidated Statements of Partners' Equity - Years ended December 31, 2004, 2003, and 2002.	24
(vi) Notes to Consolidated Financial Statements - December 31, 2004, 2003, and 2002.	25-32

## A. 2. Financial Statement Schedules

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

## A. 3. Exhibits

The exhibits listed below are incorporated herein by reference to prior SEC filings by Registrant or are included as exhibits in this Form 10-K.

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
2	Asset Purchase Agreement between Cedar Fair, L.P. and Six Flags, Inc., Funtime, Inc., Aurora Campground, Inc., Ohio Campgrounds Inc., and Ohio Hotel LLC, dated April 8, 2004. Incorporated herein by reference to Exhibit 2 to the Registrant's Form 8-K filed on April 23, 2004.
3.1	Fifth Amended and Restated Agreement of Limited Partnership of Cedar Fair, L.P. Incorporated herein by reference to Exhibit A to the Registrant's Proxy Statement on Schedule 14A filed March 23, 2004.
4*	Form of Deposit Agreement.

Edgar Filing: CEDAR FAIR L P - Form 10-K/A

- 10.1 Private Shelf Agreement with The Prudential Insurance Company of America dated August 24, 1994 for \$50,000,000, 8.43% Senior Notes Due August 24, 2006. Incorporated herein by reference to Exhibit 10.4 to Registrant's Annual Report on Form 10-K for the year ended December 31, 1999.
- 10.2 Cedar Fair, L.P. Executive Severance Plan dated as of July 26, 1995. Incorporated herein by reference to Exhibit 10.17 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2000.
- 10.3 Private Shelf Agreement with The Prudential Insurance Company of America dated January 28, 1998 for \$50,000,000, 6.68% Series B Notes Due August 24, 2011. Incorporated herein by reference to Exhibit 10.19 to Registrant's Annual Report on Form 10-K for the year ended December 31, 1998.
- 10.4 Cedar Fair, L.P. 2000 Equity Incentive Plan. Incorporated herein by reference to Exhibit B to the Registrant's Proxy Statement dated July 26, 2000.
- 10.5 Cedar Fair, L.P. 2000 Senior Executive Management Incentive Plan. Incorporated herein by reference to Exhibit C to the Registrant's Proxy Statement dated July 26, 2000.

Exhibit

Description

Number

- 10.6 Senior Series C Notes issued under the Private Shelf Agreement with The Prudential Insurance Company of America dated January 28, 1998 for \$50,000,000, 6.40% Series C Notes due August 24, 2008. Incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001.
- 10.7 Note Purchase Agreement dated as of February 8, 2002 between Cedar Fair, L.P. and Subsidiaries and NY Life Insurance Company, NY Life Insurance and Annuity Corp., The Travelers Insurance Company, Teachers Insurance and Annuity Association of America and Jackson National Life Insurance Company. Incorporated herein by reference to Exhibit 10.30 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002.
- 10.8 Senior Management Long-Term Incentive Compensation Plan approved November 7, 2002. Incorporated herein by reference to Exhibit 10.31 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002.
- 10.9 Employment Agreement with Richard L. Kinzel. Incorporated herein by reference to Exhibit 10 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 29, 2003.
- 10.10 Credit Agreement dated as of December 22, 2003 among Cedar Fair, L.P. and Subsidiaries as co-borrowers, and KeyBank National Association and six other banks as lenders. Incorporated herein by reference to Exhibit 10.33 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2003.
- 10.11 Note Purchase Agreement dated as of December 22, 2003 between Cedar Fair, L.P. and Subsidiaries and Connecticut General Life Insurance Company, First Colony Life Insurance Company, Minnesota Life Insurance Company, NY Life Insurance and Annuity Corporation, NY Life Insurance Company, The Northwest Mutual Life Insurance Company, Pruco Life Insurance Company, Pruco Life Insurance Company of New Jersey, The Prudential Insurance Company of America, and The Teachers Insurance and Annuity Association of America. Incorporated herein by reference to Exhibit 10.34 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2003.

- 10.12 Amendment No. 1 as of December 22, 2003 to the Private Shelf Agreement with The Prudential Insurance Company of America dated. Incorporated herein by reference to Exhibit 10.35 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2003.
- 10.13 Amended and Restated Note Purchase and Private Shelf Agreement dated as of April 7, 2004, among Cedar Fair, L.P. and Knott's Berry Farm as co-issuers, and Prudential Investment Management, Inc. and affiliated companies as purchasers. Incorporated herein by reference to Exhibit 10 to the Registrant's Form 8-K filed on April 23, 2004.
- 10.14 Amendment No. 1 dated April 8, 2004 to the Credit Agreement dated as of December 22, 2003 among Cedar Fair, L.P. and Subsidiaries as co-borrowers, and KeyBank National Association and six other banks as lenders. Incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on April 23, 2004.
- 21\* Subsidiaries of Cedar Fair, L.P.
- 23.1 Consent of Independent Registered Public Accounting Firm
- 23.2 Consent of Independent Registered Public Accounting Firm
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Incorporated herein by reference to the Registration Statement on Form S-1 of Cedar Fair, L.P., Registration No. 1-9444, filed April 23, 1987.


SIGNATURES

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

  
CEDAR  
FAIR  
L.P.

(Registrant)

DATED: March 16, 2005

/ S /  
  
L .  
Kinzel

d r a h o

.

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

	<u>Signature</u>	<u>Title</u>	<u>Date</u>
/S/	Richard L. Kinzel	Chairman, President and Chief	March 16, 2005
	Richard L. Kinzel	Executive Officer, Director	
/S/	Bruce A. Jackson	Corporate Vice President-Finance	March 16, 2005
	Bruce A. Jackson	(Chief Financial Officer)	
/S/	Peter J. Crage	Vice President and Corporate Controller	March 16, 2005
	Peter J. Crage	(Chief Accounting Officer)	
/S/	Darrel D. Anderson	Director	March 16, 2005
	Darrel D. Anderson		
/S/	Richard S. Ferreira	Director	March 16, 2005
	Richard S. Ferreira		
/S/	Michael D. Kwiatkowski	Director	March 16, 2005
	Michael D. Kwiatkowski		
/S/		Director	March 16, 2005

	David L. Paradeau		
	David L. Paradeau		
/S/	Steven H. Tishman	Director	March 16, 2005
	Steven H. Tishman		
/S/	Thomas A. Tracy	Director	March 16, 2005
	Thomas A. Tracy		

## ANNUAL REPORT ON FORM 10-K

## CEDAR FAIR, L.P.

For the Year Ended December 31, 2004

## EXHIBIT INDEX

Exhibit		
<u>Number</u>	<u>Description</u>	<u>Page</u>
2	Asset Purchase Agreement between Cedar Fair, L.P. and Six Flags, Inc., Funtime, Inc., Aurora Campground, Inc., Ohio Campgrounds Inc., and Ohio Hotel LLC, dated April 8, 2004. Incorporated herein by reference to Exhibit 2 to the Registrant's Form 8-K filed on April 23, 2004.	*
3.1	Fifth Amended and Restated Agreement of Limited Partnership of Cedar Fair, L.P. Incorporated herein by reference to Exhibit A to the Registrant's Proxy Statement on Schedule 14A filed March 23, 2004.	*
4*	Form of Deposit Agreement.	*
10.1	Private Shelf Agreement with The Prudential Insurance Company of America dated August 24, 1994 for \$50,000,000, 8.43% Senior Notes Due August 24, 2006. Incorporated herein by reference to Exhibit 10.4 to Registrant's Annual Report on Form 10-K for the year ended December 31, 1999.	*
10.2	Cedar Fair, L.P. Executive Severance Plan dated as of July 26, 1995. Incorporated herein by reference to Exhibit 10.17 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2000.	*

Edgar Filing: CEDAR FAIR L P - Form 10-K/A

10.3	Private Shelf Agreement with The Prudential Insurance Company of America dated January 28, 1998 for \$50,000,000, 6.68% Series B Notes Due August 24, 2011. Incorporated herein by reference to Exhibit 10.19 to Registrant's Annual Report on Form 10-K for the year ended December 31, 1998.	*
10.4	Cedar Fair, L.P. 2000 Equity Incentive Plan. Incorporated herein by reference to Exhibit B to the Registrant's Proxy Statement dated July 26, 2000.	*
10.5	Cedar Fair, L.P. 2000 Senior Executive Management Incentive Plan. Incorporated herein by reference to Exhibit C to the Registrant's Proxy Statement dated July 26, 2000.	*
10.6	Senior Series C Notes issued under the Private Shelf Agreement with The Prudential Insurance Company of America dated January 28, 1998 for \$50,000,000, 6.40% Series C Notes due August 24, 2008. Incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001.	*
10.7	Note Purchase Agreement dated as of February 8, 2002 between Cedar Fair, L.P. and Subsidiaries and NY Life Insurance Company, NY Life Insurance and Annuity Corp., The Travelers Insurance Company, Teachers Insurance and Annuity Association of America and Jackson National Life Insurance Company. Incorporated herein by reference to Exhibit 10.30 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002.	*
10.8	Senior Management Long-Term Incentive Compensation Plan approved November 7, 2002. Incorporated herein by reference to Exhibit 10.31 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002.	*
10.9	Employment Agreement with Richard L. Kinzel. Incorporated herein by reference to Exhibit 10 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 29, 2003.	*
10.10	Credit Agreement dated as of December 22, 2003 among Cedar Fair, L.P. and Subsidiaries as co-borrowers, and KeyBank National Association and six other banks as lenders. Incorporated herein by reference to Exhibit 10.33 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2003.	*

EXHIBIT INDEX (continued)

<u>Exhibit</u>		
<u>Number</u>	<u>Description</u>	<u>Page</u>
10.11	Note Purchase Agreement dated as of December 22, 2003 between Cedar Fair, L.P. and Subsidiaries and Connecticut General Life Insurance Company, First Colony Life Insurance Company, Minnesota Life Insurance Company, NY Life Insurance and Annuity Corporation, NY Life Insurance Company, The Northwest Mutual Life Insurance Company, Pruco Life Insurance Company, Pruco Life Insurance Company of New Jersey, The Prudential Insurance Company of America, and The Teachers Insurance and Annuity Association of America. Incorporated herein by reference to Exhibit 10.34 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2003.	*
10.12	Amendment No. 1 as of December 22, 2003 to the Private Shelf Agreement with The Prudential Insurance Company of America dated. Incorporated herein by reference to Exhibit 10.35 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2003.	*
10.13	Amended and Restated Note Purchase and Private Shelf Agreement dated as of April 7, 2004, among Cedar Fair, L.P. and Knott's Berry Farm as co-issuers, and Prudential	*

Edgar Filing: CEDAR FAIR L P - Form 10-K/A

Investment Management, Inc. and affiliated companies as purchasers. Incorporated herein by reference to Exhibit 10 to the Registrant's Form 8-K filed on April 23, 2004.

10.14	Amendment No. 1 dated April 8, 2004 to the Credit Agreement dated as of December 22, 2003 among Cedar Fair, L.P. and Subsidiaries as co-borrowers, and KeyBank National Association and six other banks as lenders. Incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on April 23, 2004.	*
21*	Subsidiaries of Cedar Fair, L.P.	*
23.1	Consent of Independent Registered Public Accounting Firm	43
23.2	Consent of Independent Registered Public Accounting Firm	44
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	45
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	46
32.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	47