

Matthew M Rankin & James T. Rankin Co-Trustees for Mary M. Rankin U/A/D May 10, 2007
 Form 4
 October 29, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Matthew M Rankin & James T. Rankin Co-Trustees for Mary M. Rankin U/A/D May 10, 2007

(Last) (First) (Middle)

5875 LANDERBROOK DRIVE

(Street)

MAYFIELD, OH 44124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 HYSTER-YALE MATERIALS HANDLING, INC. [HY]

3. Date of Earliest Transaction (Month/Day/Year)
 10/25/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 member of a group

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	10/25/2018		P	2 ⁽¹⁾	A \$ 60.52 ₍₂₎ 175	I	Proportionate interest in shares held by Rankin Associates held in trust
Class A Common Stock	10/26/2018		P	4 ⁽¹⁾	A \$ 59.78 ₍₃₎ 179	I	Proportionate interest in shares held by Rankin Associates held in trust

Class A Common Stock	1,553	I	Reporting Person's proportionate interests in shares held by Rankin Associates II.
Class A Common Stock	645	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Class B Common Stock	(4)					(4)	(4)	Class A Common Stock	1,553
Class B Common Stock	(4)					(4)	(4)	Class A Common Stock	645

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners

Director 10%
Owner Officer Other

Matthew M Rankin & James T. Rankin Co-Trustees for Mary M.
Rankin U/A/D May 10, 2007
5875 LANDERBROOK DRIVE
MAYFIELD, OH 44124

member of a
group

Signatures

/s/ Suzanne S. Taylor,
attorney-in-fact

10/29/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased pursuant to 10b5-1 plan
- (2) 2018-Oct-25 -Weighted Average- Share Price represents average price between \$59.86 and \$60.85.
- (3) 2018-Oct-26 -Weighted Average- Share Price represents average price between \$59.31 and \$59.99.
- (4) N/A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. AP VALIGN="bottom">

License / franchise agreements

5.9 years 3,360 (1,827) 1,533

Total other intangible assets

\$39,891 \$(1,827) \$38,064

December 31, 2016

Other intangible assets:

Trade names

\$35,603 \$ \$35,603

License / franchise agreements

5.4 years 3,326 (1,092) 2,234

Total other intangible assets

\$38,929 \$(1,092) \$37,837

Amortization expense of other intangible assets for 2017, 2016 and 2015 was immaterial and is expected to be immaterial going forward.

F-42

Table of Contents**(5) Long-Term Debt:**

Long-term debt as of December 31, 2017 and December 31, 2016 consisted of the following:

(In thousands)	Goodwill (gross)	Accumulated Impairment Losses
Term debt ⁽¹⁾		
April 2017 U.S. term loan averaging 3.43% (due 2017-2024)	\$ 735,000	\$
March 2013 U.S. term loan averaging 3.25% (due 2013-2020)		602,850
Notes		
April 2017 U.S. fixed rate notes at 5.375% (due 2027)	500,000	
June 2014 U.S. fixed rate notes at 5.375% (due 2024)	450,000	450,000
March 2013 U.S. fixed rate notes at 5.25% (due 2021)		500,000
	1,685,000	1,552,850
Less current portion		(2,775)
	1,685,000	1,550,075
Less debt issuance costs	(24,485)	(15,864)
	\$ 1,660,515	\$ 1,534,211

(1) The average interest rates are calculated over the life of the instrument and do not reflect the effect of interest rate swap agreements (see Note 6 to the Consolidated Financial Statements).

In April 2017, the Partnership issued \$500 million of 5.375% senior unsecured notes (April 2017 notes), maturing in 2027 . The net proceeds from the offering of the April 2017 notes, together with borrowings under the 2017 Credit Agreement (defined below), were used to redeem all of the Partnership s 5.25% senior unsecured notes due 2021 (March 2013 notes), and pay accrued interest and transaction fees and expenses, to repay in full all amounts outstanding under its existing credit facilities and for general corporate purposes. The redemption of the March 2013 notes and repayments of the amounts outstanding under the existing credit facilities resulted in the write-off of debt issuance costs of \$7.7 million and debt premium payments of \$15.5 million . Accordingly, the Partnership recorded a loss on debt extinguishment of \$23.1 million during the year ended December 31, 2017.

Concurrently with the April 2017 notes issuance, the Partnership amended and restated its existing \$885 million credit agreement (the 2013 Credit Agreement), which included a \$630 million senior secured term loan facility and a \$255 million senior secured revolving credit facility. The \$1,025 million amended and restated credit agreement (the 2017 Credit Agreement) includes a \$750 million senior secured term loan facility and a \$275 million senior secured revolving credit facility. The terms of the senior secured term loan facility include a maturity date of April 15, 2024 and an interest rate of London InterBank Offered Rate (LIBOR) plus 225 basis points (bps). The facilities provided under the 2017 Credit Agreement are collateralized by substantially all of the assets of the Partnership.

Revolving Credit Loans

The senior secured revolving credit facility under the 2017 Credit Agreement has a combined limit of \$275 million and a Canadian sub-limit of \$15 million . Borrowings under the revolving credit facility bear interest at LIBOR or Canadian Dollar Offered Rate (CDOR) plus 200 bps. The revolving credit facility is scheduled to mature in April 2022 and also provides for the issuance of documentary and standby letters of credit. As of December 31, 2017, no borrowings under the revolving credit facility were outstanding and standby letters of credit totaled \$15.9 million . After letters of credit, the Partnership had \$259.1 million of available borrowings under its revolving credit facility as of December 31, 2017 . The maximum outstanding revolving credit facility balance during 2017 was \$110 million . The 2017 Credit Agreement requires the payment of a 37.5 bps commitment fee per annum on the unused portion of the credit facilities.

F-43

Table of Contents**Term Debt**

The \$750 million senior secured term loan facility under the 2017 Credit Agreement has a maturity date of April 15, 2024 and an interest rate of LIBOR plus 225 bps. The term loan amortizes at \$7.5 million annually. The minimum maturities of term debt under the 2017 Credit Agreement are as follows:

(In thousands)	2018	2019	2020	2021	2022	2023 & Beyond	Total
April 2017 U.S. term loan averaging 3.43% (due 2017-2024)	\$	\$ 5,625	\$ 7,500	\$ 7,500	\$ 7,500	\$ 706,875	\$ 735,000

During the third quarter of 2017, \$15.0 million of amortization was paid. Therefore, there were no current maturities outstanding as of December 31, 2017. The Partnership may prepay some or all of its term debt without premium or penalty at any time.

Notes

The Partnership's April 2017 notes pay interest semi-annually in April and October, with the principal due in full on April 15, 2027. Prior to April 15, 2020, up to 35% of the notes may be redeemed with the net cash proceeds of certain equity offerings at a price equal to 105.375% of the principal amount thereof, together with accrued and unpaid interest and additional interest, if any. The notes may be redeemed, in whole or in part, at any time prior to April 15, 2022 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 and additional 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.

Cedar Fair, L.P., Canada's Wonderland Company (Cedar Canada), Magnum Management Corporation (Magnum), and Millennium Operations LLC (Millennium) are the co-issuers of the Partnership's April 2017 notes and co-borrowers of the senior secured credit facilities. Both the notes and senior secured credit facilities have been fully and unconditionally guaranteed, on a joint and several basis, by each 100% owned subsidiary of Cedar Fair (other than Cedar Canada, Magnum and Millennium). There are no non-guarantor subsidiaries.

In June 2014, the Partnership issued \$450 million of 5.375% senior unsecured notes (June 2014 notes). The Partnership's June 2014 notes pay interest semi-annually in June and December, with the principal due in full on June 1, 2024. The notes may be redeemed, in whole or in part, at any time prior to June 1, 2019 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.

Cedar Fair, L.P., Canada's Wonderland Company (Cedar Canada), and Magnum Management Corporation (Magnum) are the co-issuers of the June 2014 notes. The June 2014 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). There are no non-guarantor subsidiaries.

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

Covenants

The 2017 Credit Agreement includes a Consolidated Leverage Ratio, which if breached for any reason and not cured could result in an event of default. The ratio is set at a maximum of 5.50 x Consolidated Total Debt-to-Consolidated EBITDA. As of December 31, 2017, the Partnership was in compliance with this financial condition covenant and all other financial covenants under the 2017 Credit Agreement.

F-44

Table of Contents

The Partnership's long-term debt agreements include Restricted Payment provisions. Pursuant to the terms of the indenture governing the Partnership's June 2014 notes, which includes the most restrictive of these Restricted Payments provisions, the Partnership can make Restricted Payments of \$60 million annually so long as no default or event of default has occurred and is continuing; and the Partnership can make additional Restricted Payments if the Partnership's pro forma Total-Indebtedness-to-Consolidated-Cash-Flow Ratio is less than or equal to 5.00 x.

(6) Derivative Financial Instruments:

Derivative financial instruments are used within the Partnership's overall risk management program to manage certain interest rate and foreign currency risks. By utilizing a derivative instrument to hedge our exposure to LIBOR rate changes, the Partnership is exposed to counterparty credit risk, in particular the failure of the counterparty to perform under the terms of the derivative contract. To mitigate this risk, hedging instruments are placed with a counterparty that the Partnership believes poses minimal credit risk. The Partnership does not use derivative financial instruments for trading purposes.

In the first quarter of 2016, the Partnership amended each of its four interest rate swap agreements to extend each of the maturities by two years to December 31, 2020 and effectively convert \$500 million of variable-rate debt to a rate of 2.64%. As a result of the amendments, the previously existing interest rate swaps were de-designated, and the amounts recorded in AOCI are being amortized into earnings through the original December 31, 2018 maturity. The amended interest rate swap agreements are not designated as hedging instruments.

The fair market value of the Partnership's swap portfolio was recorded within Derivative Liability on the consolidated balance sheets as of December 31, 2017 and December 31, 2016 as follows:

(In thousands)	December 31, 2017	December 31, 2016
Derivatives not designated as hedging instruments:		
Interest rate swaps	\$ (8,722)	\$ (17,721)
Derivatives Designated as Hedging Instruments		

Changes in fair value of highly effective hedges are recorded as a component of AOCI in the balance sheet. Any ineffectiveness is recognized immediately in income. Amounts recorded as a component of accumulated other comprehensive income are reclassified into earnings in the same period the forecasted transactions affect earnings. As a result of the first quarter of 2016 amendments, the previously existing interest rate swap agreements were de-designated and the amended interest rate swap agreements were not designated as hedging instruments. As of December 31, 2017, the Partnership had no designated derivatives; therefore, no amount of designated derivatives are forecasted to be reclassified into earnings in the next twelve months.

Derivatives Not Designated as Hedging Instruments

Instruments that do not qualify for hedge accounting or were de-designated are prospectively adjusted to fair value each reporting period through Net effect of swaps within the consolidated statements of operations and comprehensive income. The amounts that were previously recorded as a component of AOCI prior to de-designation are reclassified to earnings, and a corresponding realized gain or loss is recognized when the forecasted cash flow occurs. As a result of the first quarter of 2016 amendments, the previously existing interest rate swap agreements were de-designated, and the amounts previously recorded in AOCI are being amortized into earnings through the original December 31, 2018

maturity. As of December 31, 2017, approximately \$9.5 million of losses remained in AOCI related to the effective cash flow hedge contracts prior to de-designation, all of which will be reclassified to earnings within the next twelve months.

F-45

Table of Contents

The following table summarizes the effect of derivative instruments on income and other comprehensive income for the years ended December 31, 2017 and December 31, 2016 :

Amount of Gain (Loss) recognized in OCI on Derivatives (Effective Portion)	Amount and Location of Gain (Loss) Reclassified from Accumulated OCI into				Amount and Location of Gain (Loss) Recognized in Income on Derivatives			
	Year ended		Year ended		Year ended		Year ended	
	12/31/17	12/31/16	Designated Derivatives	12/31/17	12/31/16	Derivatives Not Designated	12/31/17	12/31/16
Interest rate swaps	\$	\$ (4,671)	Interest Expense	\$	\$ (851)	Met effect of swaps	\$ 9,504	\$ 9,504

During the year ended December 31, 2017, the Partnership recognized \$9.5 million of gains on the derivatives not designated as cash flow hedges and \$9.5 million of expense representing the regular amortization of amounts in AOCI. The net effect of these amounts resulted in an immaterial impact to earnings for the year recorded in Net effect of swaps .

During the year ended December 31, 2016, the Partnership recognized \$9.9 million of gains on the derivatives not designated as cash flow hedges and \$8.7 million of expense representing the regular amortization of amounts in AOCI. The net effect of these amounts resulted in a benefit to earnings for the year of \$1.2 million recorded in Net effect of swaps .

(7) Partners Equity:**Special L.P. Interests**

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

Equity-Based Incentive Plan

The 2016 Omnibus Incentive Plan was approved by the Partnership's unitholders in June 2016 and allows the awarding of up to 2.8 million unit options and other forms of equity as determined by the Compensation Committee of the Board of Directors as an element of compensation to senior management and other key employees. The 2016 Omnibus Incentive Plan superseded the 2008 Omnibus Incentive Plan which was approved by the Partnership's unitholders in May 2008 and allowed the awarding of up to 2.5 million unit options and other forms of equity. Outstanding awards under the 2008 Omnibus Incentive Plan continue to be in effect and are governed by the terms of that plan. The 2016 Omnibus Incentive Plan provides an opportunity for officers, directors, and eligible persons to acquire an interest in the growth and performance of the Partnership's units and provides employees annual and long-term incentive awards as determined by the Board of Directors. Under the 2016 Omnibus Incentive Plan, the Compensation Committee of the Board of Directors may grant unit options, unit appreciation rights, restricted units,

performance awards, other unit awards, cash incentive awards and unrestricted unit awards. The awards granted by the Compensation Committee fall into two categories, Awards Payable in Cash or Equity, and Awards Payable in Equity. The impact of these awards is more fully described below.

F-46

Table of Contents

Equity-based compensation expense recognized in the consolidated statements of operations and comprehensive income within Selling, General and Administrative Expense for the applicable periods was as follows:

(In thousands)	Years Ended December 31,		
	2017	2016	2015
Awards Payable in Cash or Equity			
Phantom units	\$	\$	\$ 788
Performance units	507	4,586	8,041
Deferred units	627	993	794
Awards Payable in Equity			
Performance units	8,822	7,519	3,677
Restricted units	4,612	3,856	4,075
Unit Options		5	580
Total equity-based compensation expense	\$ 14,568	\$ 16,959	\$ 17,955

*Awards Payable in Cash or Equity***Phantom Units**

During the year ended December 31, 2017, no phantom units were awarded. Phantom unit awards generally vest over an approximate four -year period and can be settled with cash, limited partnership units, or a combination of both, as determined by the Compensation Committee. The effect of phantom unit awards has been included in the diluted earnings per unit calculation for the year ended December 31, 2015, as a portion of the awards were paid in limited partnership units during that year. As of December 31, 2015, the Partnership had settled all outstanding phantom unit awards.

Performance Units

During the year ended December 31, 2017, no performance units payable in cash or equity were awarded. The number of performance units issuable under these awards are contingently based upon certain performance targets over a three -year period and these awards can be settled with cash, limited partnership units, or a combination of both as determined by the Compensation Committee, after the end of the performance period. Certain of these types of performance units were awarded in prior years. The effect of these outstanding performance unit awards for which the performance condition had been met has been included in the diluted earnings per unit calculation, as a portion of the awards were paid in limited partnership units. The effect of these outstanding performance unit awards for which the performance condition had not been met has been excluded from the diluted earnings per unit calculation. As of December 31, 2017, the Partnership had settled all outstanding performance unit awards payable in cash or equity.

Deferred Units

(In thousands, except per unit amounts)	Number of Units	Weighted Average Grant Date Fair
---	--------------------	--

		Value Per Unit
Outstanding deferred units at December 31, 2016	35	\$ 53.51
Granted ⁽¹⁾	9	\$ 62.71
Forfeited		\$
Vested		\$
Outstanding deferred units at December 31, 2017	44	\$ 55.41

(1) Includes 2 distribution-equivalent units.

F-47

Table of Contents

Deferred unit awards vest over a one -year period and the settlement of these units is deferred until the individual s service to the Partnership ends. The deferred units begin to accumulate distribution-equivalents upon vesting and are paid when the restriction ends. The effect of outstanding deferred unit awards has been included in the diluted earnings per unit calculation, as a portion of the awards are expected to be settled in limited partnership units. As of December 31, 2017, the market value of the deferred units was \$2.9 million, was classified as current and was recorded within Other accrued liabilities within the consolidated balance sheet. As of December 31, 2017, there was no unamortized expense related to unvested deferred unit awards as all units were fully vested.

*Awards Payable in Equity***Performance Units**

(In thousands, except per unit amounts)	Number of Units	Weighted Average Grant Date Fair Value Per Unit
Unvested performance units at December 31, 2016	488	\$ 55.32
Granted ⁽¹⁾	112	\$ 61.79
Forfeited	(6)	\$ 56.78
Vested	(62)	\$ 50.95
Unvested performance units at December 31, 2017	532	\$ 57.18

(1) Includes 20 forfeitable distribution-equivalent units.

The number of performance units issuable under these awards are contingently based upon certain performance targets over a three -year vesting period. The annual performance awards and the related forfeitable distribution-equivalent units, generally are paid out in the first quarter following the performance period in limited partnership units. The effect of these types of outstanding performance unit awards, for which the performance conditions have been met, have been included in the diluted earnings per unit calculation. Of the unvested performance units at December 31, 2017, 62,117 units were retention grant units. Vesting of the retention grant unit award follows a three -year performance period. Half of the retention grant unit award vested in December 2017 and the remaining half of the award will vest in December 2018. The forfeitable distribution equivalents for the retention grant units are payable in cash at the same time. As of December 31, 2017, \$0.7 million of these forfeitable distribution equivalents were accrued, classified as current and recorded within Other accrued liabilities within the consolidated balance sheet.

As of December 31, 2017, unamortized compensation expense related to these unvested performance unit awards was \$12.1 million, which is expected to be amortized over a weighted average period of 2.2 years. The fair value of the performance units is based on the unit price the day before the date of grant along with reinvested forfeitable distribution-equivalent units. The Partnership assesses the probability of the performance targets being met and recognizes related expense accordingly.

Restricted Units

(In thousands, except per unit amounts)	Number of Units	Weighted Average Grant Date Fair Value Per Unit
Unvested restricted units at December 31, 2016	225	\$ 57.09
Granted	98	\$ 63.12
Forfeited	(3)	\$ 57.53
Vested	(68)	\$ 55.93
Unvested restricted units at December 31, 2017	252	\$ 59.75

F-48

Table of Contents

The majority of the restricted units vest over a three -year period, and the restrictions on these units lapse upon vesting. Of the unvested restricted units at December 31, 2017, 32,154 units vest following a two -year cliff vesting period and 29,253 units vest following a three -year cliff vesting period. During the vesting period for restricted unit awards, the units accumulate forfeitable distribution-equivalents, which, when the units are fully vested, are payable in cash. As of December 31, 2017, the amount of forfeitable distribution equivalents accrued totaled \$1.0 million; \$0.6 million of which was classified as current and recorded within Other accrued liabilities within the consolidated balance sheet and \$0.4 million of which was classified as non-current and recorded within Other Liabilities .

As of December 31, 2017, unamortized compensation expense, determined as the market value of the units on the day before the date of grant, related to unvested restricted unit awards was \$10.0 million, which is expected to be amortized over a weighted average period of 2.3 years.

Unit Options

The Partnership s unit options are issued with an exercise price no less than the market closing price of the Partnership s units on the day before the date of grant. Outstanding unit options vest over a three -year period and have a maximum term of ten years. As of December 31, 2017, the Partnership had 373,612 fixed-price unit options outstanding under the 2008 Omnibus Incentive Plan. No options have been granted under the 2016 Omnibus Incentive Plan.

A summary of unit option activity and vested unit options outstanding for the years ended December 31, 2017 and December 31, 2016 is as follows:

(In thousands, except per unit amounts)	2017		2016	
	Unit Options	Weighted Average Exercise Price	Unit Options	Weighted Average Exercise Price
Outstanding, beginning of year	400	\$ 34.42	507	\$ 34.50
Exercised	(20)	31.85	(107)	34.80
Forfeited	(6)	35.05		
Outstanding, end of year	374	\$ 34.55	400	\$ 34.42
Options exercisable, end of year	374	\$ 34.55	400	\$ 34.42
Weighted Average Remaining Contractual Life	4.9 years			
Aggregate intrinsic value	\$ 11,373			

The range of exercise prices of unit options outstanding was \$29.53 to \$36.95 as of December 31, 2017. The total intrinsic value of unit options exercised during the years ended December 31, 2017, 2016 and 2015 were \$0.7 million, \$2.8 million, and \$3.0 million, respectively.

The Partnership has a policy of issuing limited partnership units from treasury to satisfy unit option exercises and expects its treasury unit balance to be sufficient for 2018 based on estimates of unit option exercises for that period.

(8) Retirement Plans:

The Partnership has trustee, noncontributory retirement plans for the majority of its full-time employees. Contributions are discretionary and amounts accrued were approximately \$4.0 million, \$4.2 million and \$4.3 million for the years ended December 31, 2017, 2016 and 2015, respectively. Additionally, the Partnership has a trustee, contributory retirement plan for the majority of its full-time employees. This plan permits employees to contribute specified percentages of their salary, matched up to a limit by the Partnership. Matching contributions, net of forfeitures, approximated \$2.6 million, \$2.4 million and \$2.3 million for the years ended December 31, 2017, 2016 and 2015, respectively.

F-49

Table of Contents

In addition, approximately 265 employees are covered by union-sponsored, multi-employer pension plans for which approximately \$1.8 million, \$1.7 million and \$1.5 million were contributed for the years ended December 31, 2017, 2016 and 2015, respectively. The Partnership has no plans to withdraw from any of the multi-employer plans. The Partnership believes that the liability resulting from any such withdrawal, as defined by the Multi-employer Pension Plan Amendments Act of 1980, would not be material.

(9) Income and Partnership Taxes:

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

The Partnership's 2017 tax provision totaled \$1.1 million, which consists of an \$11.1 million provision for the PTP tax and a \$10.0 million benefit for income taxes. This compares with the Partnership's 2016 tax provision of \$71.4 million, which consisted of an \$11.4 million provision for the PTP tax and a \$60.0 million provision for income taxes, and the 2015 tax provision of \$22.2 million, which consisted of an \$11.7 million provision for the PTP tax and a \$10.5 million provision for income taxes. The calculation of the tax provision involves significant estimates and assumptions and actual results could differ from those estimates.

Significant components of income before taxes for the years ended December 31, 2017, 2016 and 2015 were as follows:

(In thousands)	2017	2016	2015
Domestic	\$ 171,382	\$ 223,626	\$ 209,268
Foreign	45,206	25,480	(74,854)
Total income before taxes	\$ 216,588	\$ 249,106	\$ 134,414

The provision (benefit) for income taxes was comprised of the following for the years ended December 31, 2017, 2016 and 2015:

(In thousands)	2017	2016	2015
Income taxes:			
Current federal	\$ 18,640	\$ 40,440	\$ 22,232
Current state and local	4,631	5,729	3,767
Current foreign	2,501	3,188	530
Total current	25,772	49,357	26,529
Deferred federal, state and local	(41,133)	5,766	4,842

Deferred foreign	5,363	4,896	(20,898)
Total deferred	(35,770)	10,662	(16,056)
Total provision (benefit) for income taxes	\$ (9,998)	\$ 60,019	\$ 10,473

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

F-50

Table of Contents

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

(In thousands)	2017	2016	2015
Income tax provision based on the U.S. federal statutory tax rate	\$ 75,806	\$ 87,187	\$ 47,045
Partnership income not includible in corporate income	(23,644)	(38,702)	(39,279)
State and local taxes, net of federal income tax benefit	4,878	6,323	3,504
Valuation allowance	(119)	(1,473)	
Tax credits	(1,063)	(1,066)	(1,253)
Change in U.S. tax law	(54,171)	7,366	
Foreign currency translation (gains) losses	(10,756)		
Nondeductible expenses and other	(929)	384	456
Total provision (benefit) for income taxes	\$ (9,998)	\$ 60,019	\$ 10,473

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

Significant components of deferred tax assets and liabilities as of December 31, 2017 and December 31, 2016 were as follows:

(In thousands)	2017	2016
Deferred tax assets:		
Compensation	\$ 9,022	\$ 15,716
Accrued expenses	4,647	6,875
Foreign tax credits	8,654	7,679
Tax attribute carryforwards	2,016	1,987
Derivatives	938	2,698
Foreign currency	5,443	10,414
Deferred revenue	2,653	4,455
Deferred tax assets	33,373	49,824
Valuation allowance	(4,088)	(4,207)
Net deferred tax assets	29,285	45,617
Deferred tax liabilities:		
Property	(91,730)	(136,831)
Intangibles	(12,353)	(13,671)
Deferred tax liabilities	(104,083)	(150,502)
Net deferred tax liability	\$ (74,798)	\$ (104,885)

The Partnership records a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion, or all, of a deferred tax asset will not be realized. Through December 31, 2016, the Partnership had recorded a \$4.2 million valuation allowance related to a \$7.7 million deferred tax asset for foreign tax credit carryforwards. The need for this allowance was based on several factors including the ten -year carryforward period allowed for excess foreign tax credits, experience to date of foreign tax credit limitations, and management's long term estimates of domestic and foreign source income.

During the fourth quarter of 2017, the Partnership recognized a \$0.1 million tax benefit from a release of valuation allowance based on management's updated projection of future foreign tax credit utilization. The valuation allowance had previously been reduced by \$1.5 million for the year ended December 31, 2016. There was no change for the year ended December 31, 2015. Further, the Partnership believes based on its update of long term estimates of domestic and foreign source income that no additional adjustments to the valuation

Table of Contents

allowance are warranted. As of December 31, 2017, the Partnership had an \$8.7 million deferred tax asset for foreign tax credit carryforwards and a related \$4.1 million valuation allowance.

During the fourth quarter of 2017, the Partnership recognized a tax benefit of \$54.2 million due to tax law changes. First, during October 2017, the U.S. Department of Treasury extended the implementation date of the final regulations impacting the recognition of foreign currency gains and losses for the purpose of calculating U.S. taxable income. The regulations change the taxability of future recognized foreign currency gains and losses upon repatriation from a foreign subsidiary. Accordingly, during 2017 and 2016, the Partnership, using the Fresh Start Transition Method provided in the regulations, recomputed and recorded the future reported tax consequences of the change in tax law. The Partnership recognized an increase in provision for taxes and a reduction of deferred tax assets of \$1.1 million related to these changes for the year ended December 31, 2017 and \$7.4 million for the year ended December 31, 2016. Second, on December 22, 2017, the Act, was signed into law. The Act includes numerous tax law changes, including a reduction in the federal corporate income tax rate from 35% to 21% . Since the Partnership's corporate subsidiaries have a March tax year end, the applicable tax rate for 2017 will be a 31.8% blended rate that is based on the applicable statutory rates before and after the change, and the number of days in the period within the taxable year before and after the effective date of the change in tax rate. As a result of the reduction in the federal corporate income tax rate, the Partnership recognized a \$6.1 million current income tax benefit. The change in tax rates also necessitates the remeasurement of deferred tax balances that are expected to reverse following enactment using the applicable tax rates. As a result of the remeasurement of the net deferred tax liability, the Partnership realized a \$49.2 million deferred tax benefit. The amounts recorded to reflect the effects of the Act are provisional and are subject to change in accordance with SAB 118. The sum of these effects was recorded as a tax benefit in the Partnership's consolidated statement of operations and comprehensive income for the year ended December 31, 2017.

As of December 31, 2017, the Partnership had \$2.0 million of tax attribute carryforwards consisting entirely of the tax effect of state net operating loss carryforwards. Unused state net operating loss carryforwards will expire from 2018 to 2028. The Partnership expects to fully realize these tax attribute carryforwards. As such, no valuation allowance has been recorded relating to these tax attribute carryforwards.

During the fourth quarter of 2016, management reassessed its accounting for the deferred income tax effects related to its Canadian disregarded entity temporary differences that were recorded in purchase accounting at the time of the acquisition. As a result, to appropriately reflect these tax effects, the Partnership recorded an adjustment that reduced deferred tax liabilities and goodwill by \$33.9 million as of December 31, 2016. The adjustment did not impact the statements of operations and comprehensive income or cash flows for any period presented.

The Partnership has recorded a deferred tax liability of \$3.2 million as of December 31, 2017 and a deferred tax asset of \$3.0 million as of December 31, 2016 to account for the tax effect of derivatives and foreign currency translation adjustments included in other comprehensive income.

Table of Contents

The Partnership has unrecognized income tax benefits as of December 31, 2017 . The following is a reconciliation of beginning and ending unrecognized tax benefits:

(In thousands)	Unrecognized Tax Benefits
Balance at December 31, 2015	\$ 1,100
Increase from 2016 tax positions	
Increase from 2015 tax positions	100
Decrease from settlements with taxing authority	
Decrease from expiration of statute of limitations	(300)
Balance at December 31, 2016	900
Increase from 2017 tax positions	
Increase from 2016 tax positions	100
Decrease from settlements with taxing authority	
Decrease from expiration of statute of limitations	(300)
Balance at December 31, 2017	\$ 700

As of December 31, 2017, a total of \$0.7 million of unrecognized tax benefits was recorded for state and local income tax positions. There were \$0.9 million of unrecognized tax positions during the year ended December 31, 2016 and \$1.1 million unrecognized tax positions for the year ended December 31, 2015 . If recognized, the tax benefits would decrease the Partnership taxes by \$0.7 million.

The Partnership recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. Related to the unrecognized tax benefits noted, the Partnership accrued interest of \$0.3 million and penalties of \$0.1 million during the year ended December 31, 2017 . The Partnership does not anticipate a significant change to the amount of unrecognized tax benefits over the next 12 months.

The Partnership and its corporate subsidiaries are subject to taxation in the U.S., Canada and various state and local jurisdictions. The tax returns of the Partnership are subject to examination by state and federal tax authorities. With few exceptions, the Partnership and its corporate subsidiaries are no longer subject to examination by the major taxing authorities for tax years before 2013.

(10) Operating Lease Commitments and Contingencies:**Operating Lease Commitments**

The Partnership has commitments under various operating leases at its parks. Future minimum lease payments under non-cancelable operating leases as of December 31, 2017 are as follows:

(In thousands)	Future Minimum Lease Payments
Year:	

2018	\$	8,720
2019		7,592
2020		6,527
2021		5,937
2022		5,684
Thereafter		91,321
Total	\$	125,781

The amount due after 2022 includes the land lease at California's Great America which is renewable in 2039. Lease expense, which includes short-term rentals for equipment and machinery, for the years ended December 31, 2017, 2016 and 2015 totaled \$14.8 million, \$12.8 million and \$14.5 million, respectively.

F-53

Table of Contents**Contingencies**

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

(11) Fair Value Measurements:

The FASB's Accounting Standards Codification (ASC) 820 Fair Value Measurements and Disclosures 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, FASB ASC 820 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. The table below presents the balances of assets and liabilities measured at fair value as of December 31, 2017 and December 31, 2016 on a recurring basis as well as the fair values of other financial instruments:

(In thousands)	Consolidated Balance Sheet Level	Fair Value Hierarchy Level	December 31, 2017 Carrying Value	Fair Value	December 31, 2016 Carrying Value	Fair Value
Financial assets (liabilities) measured on a recurring basis:						

Short-term investments	Other current assets	Level 1	\$ 736	\$ 736		
Interest rate swap agreements not designated as cash flow hedges	Derivative Liability	Level 2	\$ (8,722)	\$ (8,722)	\$ (17,721)	\$ (17,721)
Other financial assets						
(liabilities):						
March 2013 term debt	Long-Term Debt ⁽¹⁾	Level 2			\$ (600,075)	\$ (603,075)
April 2017 term debt	Long-Term Debt ⁽¹⁾	Level 2	\$ (735,000)	\$ (742,350)		
March 2013 notes	Long-Term Debt ⁽¹⁾	Level 1			\$ (500,000)	\$ (510,000)
June 2014 notes	Long-Term Debt ⁽¹⁾	Level 1	\$ (450,000)	\$ (469,125)	\$ (450,000)	\$ (462,375)
April 2017 notes	Long-Term Debt ⁽¹⁾	Level 2	\$ (500,000)	\$ (525,000)		

F-54

Table of Contents

(1) Carrying values of long-term debt balances are before reductions of debt issuance costs of \$24.5 million and \$15.9 million as of December 31, 2017 and December 31, 2016, respectively.

Fair values of the interest rate swap agreements are determined using significant inputs, including LIBOR forward curves, which are considered Level 2 observable market inputs.

As of December 31, 2017, the Partnership has measured the remaining land at Wildwater Kingdom, one of the Partnership's separately gated outdoor water parks which ceased operations in 2016, at fair value less cost to sell based on Level 3 unobservable market input. In the fourth quarter of 2017, the Partnership recorded a \$7.6 million impairment charge based on recent information from ongoing marketing activities. This amount was recorded in Loss on impairment / retirement of fixed assets, net in the consolidated statement of operations and comprehensive income.

The carrying value of cash and cash equivalents, revolving credit loans, accounts receivable, current portion of term debt, accounts payable, and accrued liabilities approximates fair value because of the short maturity of these instruments. There were no assets measured at fair value on a non-recurring basis as of December 31, 2016.

(12) Changes in Accumulated Other Comprehensive Income (AOCI):

The following tables reflect the changes in AOCI related to limited partners' equity for the years ended December 31, 2017 and December 31, 2016 :

Changes in Accumulated Other Comprehensive Income by Component⁽¹⁾

(In thousands)	Gains and Losses on Cash Flow Hedges	Foreign Currency Translation	Total
Balance at December 31, 2016	\$ (15,950)	\$ 18,891	\$ 2,941
Other comprehensive income (loss) before reclassifications, net of tax (\$4,330)		(14,849)	(14,849)
Amounts reclassified from accumulated other comprehensive income, net of tax (\$1,484) ⁽²⁾	7,975		7,975
Net other comprehensive income (loss)	7,975	(14,849)	(6,874)
Balance at December 31, 2017	\$ (7,975)	\$ 4,042	\$ (3,933)

(1) All amounts are net of tax. Amounts in parentheses indicate debits.

(2) See Reclassifications Out of Accumulated Other Comprehensive Income table below for reclassification details.

Changes in Accumulated Other Comprehensive Income by Component⁽¹⁾

(In thousands)	Gains and Losses on Cash Flow Hedges	Foreign Currency Translation	Total
Balance at December 31, 2015	\$ (19,300)	\$ 22,591	\$ 3,291
Other comprehensive income (loss) before reclassifications, net of tax \$711 and \$2,127	(3,960)	(3,700)	(7,660)
Amounts reclassified from accumulated other comprehensive income, net of tax (\$1,361) ⁽²⁾	7,310		7,310
Net other comprehensive income (loss)	3,350	(3,700)	(350)
Balance at December 31, 2016	\$ (15,950)	\$ 18,891	\$ 2,941

F-55

Table of Contents

- (1) All amounts are net of tax. Amounts in parentheses indicate debits.
 (2) See Reclassifications Out of Accumulated Other Comprehensive Income table below for reclassification details.

Reclassifications Out of Accumulated Other Comprehensive Income

Details about Accumulated Other Comprehensive Income Components	Amount Reclassified from Accumulated Other Comprehensive Income		Affected Line Item in the Statement Where Net Income is Presented
	Year ended 12/31/2017	Year ended 12/31/2016	
(In thousands)			
Interest rate contracts	\$ 9,459	\$ 8,671	Net effect of swaps
Provision for taxes	(1,484)	(1,361)	Provision for taxes
Losses on cash flow hedges	\$ 7,975	\$ 7,310	Net of tax

(13) Consolidating Financial Information of Guarantors and Issuers of June 2014 Notes:

Cedar Fair, L.P., Canada's Wonderland Company (Cedar Canada), and Magnum Management Corporation (Magnum) are the co-issuers of the Partnership's June 2014 Notes (see Note 5 to the Consolidated Financial Statements). The notes have been fully and unconditionally guaranteed, on a joint and several basis, by each 100% owned subsidiary of Cedar Fair (other than Cedar Canada and Magnum) that guarantees the Partnership's senior secured credit facilities. There are no non-guarantor subsidiaries.

The following consolidating schedules present condensed financial information for Cedar Fair, L.P., Cedar Canada, and Magnum, the co-issuers, and each 100% owned subsidiary of Cedar Fair (other than Cedar Canada and Magnum), the guarantors (on a combined basis), as of December 31, 2017 and December 31, 2016 and for the years ended December 31, 2017, December 31, 2016, and December 31, 2015 . In lieu of providing separate audited financial statements for the guarantor subsidiaries, the accompanying condensed consolidating financial statements have been included.

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING BALANCE SHEET****DECEMBER 31, 2017**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Guarantor Subsidiaries	Eliminations	Total
ASSETS						
Current Assets:						
Cash and cash equivalents	\$	\$	\$ 85,758	\$ 81,582	\$ (1,095)	\$ 166,245
Receivables		1,184	15,574	857,205	(836,241)	37,722
Inventories			1,891	27,828		29,719
Other current assets	164	28,297	3,454	10,983	(29,601)	13,297
	164	29,481	106,677	977,598	(866,937)	246,983
Property and Equipment, net		835	181,673	1,403,264		1,585,772
Investment in Park	588,684	1,045,640	238,132	234,238	(2,106,694)	
Goodwill	674		63,551	119,605		183,830
Other Intangibles, net			14,177	23,887		38,064
Deferred Tax Asset		20,956			(20,956)	
Other Assets			40	9,470		9,510
	\$ 589,522	\$ 1,096,912	\$ 604,250	\$ 2,768,062	\$ (2,994,587)	\$ 2,064,159

**LIABILITIES AND
PARTNERS EQUITY**

Current Liabilities:						
Accounts payable	\$ 497,558	\$ 344,410	\$ 1,379	\$ 18,610	\$ (837,336)	\$ 24,621
Deferred revenue			6,237	79,894		86,131
Accrued interest	27	18	2,055	6,024		8,124
Accrued taxes	352			73,224	(29,601)	43,975
Accrued salaries, wages and benefits		17,498	1,242			18,740
Self-insurance reserves		10,947	1,618	12,542		25,107
Other accrued liabilities	3,406	5,094	157	10,139		18,796
	501,343	377,967	12,688	200,433	(866,937)	225,494
Deferred Tax Liability			13,809	81,945	(20,956)	74,798
Derivative Liability	5,233	3,489				8,722
Other Liabilities		873		10,811		11,684
Long-Term Debt:						

Term debt		127,437		596,351		723,788
Notes			445,156	491,571		936,727
		127,437	445,156	1,087,922		1,660,515
Equity	82,946	587,146	132,597	1,386,951	(2,106,694)	82,946
	\$ 589,522	\$ 1,096,912	\$ 604,250	\$ 2,768,062	\$ (2,994,587)	\$ 2,064,159

F-57

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING BALANCE SHEET****DECEMBER 31, 2016**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Guarantor Subsidiaries	Eliminations	Total
ASSETS						
Current Assets:						
Cash and cash equivalents	\$	\$	\$ 65,563	\$ 58,178	\$ (1,025)	\$ 122,716
Receivables		1,409	28,019	576,975	(570,989)	35,414
Inventories			1,371	24,905		26,276
Other current assets	173	796	2,229	9,833	(1,761)	11,270
	173	2,205	97,182	669,891	(573,775)	195,676
Property and Equipment, net		844	175,358	1,363,018		1,539,220
Investment in Park	798,076	937,626	200,075	324,282	(2,260,059)	
Goodwill	674		59,381	119,605		179,660
Other Intangibles, net			13,255	24,582		37,837
Deferred Tax Asset		33,303			(33,303)	
Other Assets		2,000	108	18,680		20,788
	\$ 798,923	\$ 975,978	\$ 545,359	\$ 2,520,058	\$ (2,867,137)	\$ 1,973,181
LIABILITIES AND PARTNERS EQUITY						
Current Liabilities:						
Current maturities of long-term debt						
	\$	\$ 572	\$ 64	\$ 2,139	\$	\$ 2,775
Accounts payable	428,396	145,258	740	18,471	(572,014)	20,851
Deferred revenue			5,601	77,164		82,765
Accrued interest	4,613	3,207	2,057	109		9,986
Accrued taxes	405	18,653		41,661	(1,761)	58,958
Accrued salaries, wages and benefits		29,227	1,131			30,358
Self-insurance reserves		12,490	1,321	13,252		27,063
Other accrued liabilities	2,282	3,018	193	4,434		9,927
	435,696	212,425	11,107	157,230	(573,775)	242,683
Deferred Tax Liability			12,838	125,350	(33,303)	104,885
Derivative Liability	10,633	7,088				17,721

Other Liabilities		1,236		11,926		13,162
Long-Term Debt:						
Term debt		123,672	13,598	456,958		594,228
Notes	292,075	203,140	444,768			939,983
	292,075	326,812	458,366	456,958		1,534,211
Equity	60,519	428,417	63,048	1,768,594	(2,260,059)	60,519
	\$ 798,923	\$ 975,978	\$ 545,359	\$ 2,520,058	\$ (2,867,137)	\$ 1,973,181

F-58

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE
INCOME****For the Year Ended December 31, 2017**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Guarantor Subsidiaries	Eliminations	Total
Net revenues	\$ 104,080	\$ 317,496	\$ 127,929	\$ 1,239,067	\$ (466,605)	\$ 1,321,967
Costs and expenses:						
Cost of food, merchandise and games revenues			11,483	99,328		110,811
Operating expenses		313,654	44,990	666,063	(466,605)	558,102
Selling, general and administrative	3,007	67,872	10,497	112,394		193,770
Depreciation and amortization		33	15,654	137,535		153,222
Loss on impairment / retirement of fixed assets, net			656	12,072		12,728
Gain on sale of investment		(1,877)				(1,877)
	3,007	379,682	83,280	1,027,392	(466,605)	1,026,756
Operating income (loss)	101,073	(62,186)	44,649	211,675		295,211
Interest expense, net	23,739	18,837	24,839	17,333		84,748
Net effect of swaps	(150)	105				(45)
Loss on early debt extinguishment	11,773	8,188	205	2,955		23,121
Gain on foreign currency		(25)	(29,061)			(29,086)
Other (income) expense	250	(73,581)	3,460	69,756		(115)
Income from investment in affiliates	(160,925)	(176,698)	(38,057)	(84,398)	460,078	
Income before taxes	226,386	160,988	83,263	206,029	(460,078)	216,588
Provision (benefit) for taxes	10,910	60	(1,134)	(8,724)		1,112
Net income	\$ 215,476	\$ 160,928	\$ 84,397	\$ 214,753	\$ (460,078)	\$ 215,476
Other comprehensive income (loss), (net of tax):						
	(14,849)		(14,849)		14,849	(14,849)

Cumulative foreign currency translation adjustment						
Unrealized gain on cash flow hedging derivatives	7,975	2,422		(2,422)	7,975	
Other comprehensive income (loss), (net of tax)	(6,874)	2,422	(14,849)	12,427	(6,874)	
Total comprehensive income	\$ 208,602	\$ 163,350	\$ 69,548	\$ 214,753	\$ (447,651)	\$ 208,602

F-59

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE
INCOME****For the Year Ended December 31, 2016**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Guarantor Subsidiaries	Eliminations	Total
Net revenues	\$ 144,042	\$ 320,945	\$ 117,962	\$ 1,234,075	\$ (528,303)	\$ 1,288,721
Costs and expenses:						
Cost of food, merchandise and games revenues			9,868	96,740		106,608
Operating expenses		303,974	42,820	720,390	(528,303)	538,881
Selling, general and administrative	3,029	68,422	10,151	100,228		181,830
Depreciation and amortization		35	14,816	117,025		131,876
Loss on impairment / retirement of fixed assets, net			159	12,428		12,587
	3,029	372,431	77,814	1,046,811	(528,303)	971,782
Operating income (loss)	141,013	(51,486)	40,148	187,264		316,939
Interest expense, net	32,643	24,114	25,403	1,526		83,686
Net effect of swaps	(473)	(724)				(1,197)
(Gain) loss on foreign currency			(14,660)	4		(14,656)
Other (income) expense	250	(83,657)	3,925	79,482		
Income from investment in affiliates	(80,295)	(73,132)	(20,545)	(27,628)	201,600	
Income before taxes	188,888	81,913	46,025	133,880	(201,600)	249,106
Provision for taxes	11,200	1,621	18,396	40,201		71,418
Net income	\$ 177,688	\$ 80,292	\$ 27,629	\$ 93,679	\$ (201,600)	\$ 177,688
Other comprehensive income (loss), (net of tax):						
Cumulative foreign currency translation adjustment	(3,700)		(3,700)		3,700	(3,700)
Unrealized gain on cash flow hedging derivatives	3,350	1,060			(1,060)	3,350

Other comprehensive income (loss), (net of tax)	(350)	1,060	(3,700)		2,640	(350)
Total comprehensive income	\$ 177,338	\$ 81,352	\$ 23,929	\$ 93,679	\$ (198,960)	\$ 177,338

F-60

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE
INCOME****For the Year Ended December 31, 2015**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Guarantor Subsidiaries	Eliminations	Total
Net revenues	\$ 145,571	\$ 240,817	\$ 112,217	\$ 1,118,384	\$ (381,211)	\$ 1,235,778
Costs and expenses:						
Cost of food, merchandise and games revenues		372	8,878	95,577		104,827
Operating expenses	1,063	179,139	42,814	675,821	(381,211)	517,626
Selling, general and administrative	3,081	55,551	10,358	102,500		171,490
Depreciation and amortization		37	14,326	111,268		125,631
Loss on impairment / retirement of fixed assets, net			417	20,456		20,873
	4,144	235,099	76,793	1,005,622	(381,211)	940,447
Operating income	141,427	5,718	35,424	112,762		295,331
Interest expense, net	34,204	28,210	25,381	(1,010)		86,785
Net effect of swaps	(3,820)	(3,064)				(6,884)
Loss on foreign currency			81,016			81,016
Other (income) expense	750	(18,649)	3,883	14,016		
(Income) loss from investment in affiliates	(13,523)	(15,141)	(20,100)	27,480	21,284	
Income (loss) before taxes	123,816	14,362	(54,756)	72,276	(21,284)	134,414
Provision (benefit) for taxes	11,594	840	(27,274)	37,032		22,192
Net income (loss)	\$ 112,222	\$ 13,522	\$ (27,482)	\$ 35,244	\$ (21,284)	\$ 112,222
Other comprehensive income (loss), (net of tax):						
Cumulative foreign currency translation adjustment	16,655		16,655		(16,655)	16,655
Unrealized loss on cash flow hedging derivatives	(2,734)	(1,021)			1,021	(2,734)

Other comprehensive income (loss), (net of tax)	13,921	(1,021)	16,655	(15,634)	13,921
Total comprehensive income (loss)	\$ 126,143	\$ 12,501	\$ (10,827)	\$ 35,244	\$ (36,918) \$ 126,143

F-61

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**

For the Year Ended December 31, 2017

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Guarantor Subsidiaries	Eliminations	Total
NET CASH FROM (FOR) OPERATING ACTIVITIES	\$ 93,378	\$ (10,710)	\$ 40,569	\$ 209,780	\$ (1,838)	\$ 331,179
CASH FLOWS FROM (FOR) INVESTING ACTIVITIES						
Intercompany receivables (payments) receipts				(278,051)	278,051	
Proceeds from returns on investments	338,000	15,500		146,500	(500,000)	
Purchase of identifiable intangible assets				(66)		(66)
Proceeds from sale of preferred equity investment		3,281				3,281
Capital expenditures		(25)	(10,160)	(177,899)		(188,084)
Net cash from (for) investing activities	338,000	18,756	(10,160)	(309,516)	(221,949)	(184,869)
CASH FLOWS FROM (FOR) FINANCING ACTIVITIES						
Intercompany payables (payments) receipts	69,160	208,891			(278,051)	
Payments for returns of capital				(500,000)	500,000	
Term debt borrowings		131,000		619,000		750,000
Note borrowings				500,000		500,000
Term debt payments		(126,619)	(13,854)	(477,377)		(617,850)
Note payments, including amounts paid for early termination	(304,014)	(211,444)				(515,458)
Distributions paid to partners	(196,524)				1,768	(194,756)
Payment of debt issuance costs		(1,326)		(18,483)		(19,809)
Exercise of limited partnership unit options		65				65
		(4,440)				(4,440)

Tax effect of units involved in treasury unit transactions						
Payments related to tax withholding for equity compensation		(4,173)				(4,173)
Net cash from (for) financing activities	(431,378)	(8,046)	(13,854)	123,140	223,717	(106,421)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS						
			3,640			3,640
CASH AND CASH EQUIVALENTS						
Net increase for the year		20,195	23,404	(70)	43,529	
Balance, beginning of year		65,563	58,178	(1,025)	122,716	
Balance, end of year	\$	\$	\$ 85,758	\$ 81,582	\$ (1,095)	\$ 166,245

F-62

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**

For the Year Ended December 31, 2016

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Guarantor Subsidiaries	Eliminations	Total
NET CASH FROM (FOR) OPERATING ACTIVITIES	\$ 118,833	\$ (28,315)	\$ 33,918	\$ 237,262	\$ (3,351)	\$ 358,347
CASH FLOWS FOR INVESTING ACTIVITIES						
Intercompany receivables (payments) receipts				(24,562)	24,562	
Purchase of identifiable intangible assets			(29)	(548)		(577)
Capital expenditures			(7,863)	(152,793)		(160,656)
Net cash for investing activities			(7,892)	(177,903)	24,562	(161,233)
CASH FLOWS FROM (FOR) FINANCING ACTIVITIES						
Term debt payments		(1,237)	(138)	(4,625)		(6,000)
Intercompany payables (payments) receipts	(6,332)	30,894			(24,562)	
Distributions paid to partners	(189,508)				2,326	(187,182)
Tax effect of units involved in treasury unit transactions		(422)				(422)
Payments related to tax withholding for equity compensation		(920)				(920)
Net cash from (for) financing activities	(195,840)	28,315	(138)	(4,625)	(22,236)	(194,524)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS			569			569
CASH AND CASH EQUIVALENTS	(77,007)		26,457	54,734	(1,025)	3,159

Net increase (decrease) for the
year

Balance, beginning of year	77,007	39,106	3,444	119,557
Balance, end of year	\$	\$	\$ 65,563	\$ 58,178
			\$ (1,025)	\$ 122,716

F-63

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS****For the Year Ended December 31, 2015**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Guarantor Subsidiaries	Eliminations	Total
NET CASH FROM (FOR) OPERATING ACTIVITIES	\$ 89,637	\$ (1,120)	\$ 38,579	\$ 221,001	\$ (2,147)	\$ 345,950
CASH FLOWS FOR INVESTING ACTIVITIES						
Intercompany receivables (payments) receipts			(3,252)	(55,294)	58,546	
Purchase of preferred equity instrument		(2,000)				(2,000)
Capital expenditures			(7,663)	(168,202)		(175,865)
Net cash for investing activities		(2,000)	(10,915)	(223,496)	58,546	(177,865)
CASH FLOWS FROM (FOR) FINANCING ACTIVITIES						
Intercompany payables (payments) receipts	82,131	8,060	(31,645)		(58,546)	
Distributions paid to partners	(174,761)				2,147	(172,614)
Tax effect of units involved in treasury unit transactions		(1,589)				(1,589)
Payments related to tax withholding for equity compensation		(3,733)				(3,733)
Net cash from (for) financing activities	(92,630)	2,738	(31,645)		(56,399)	(177,936)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS			(2,432)			(2,432)
CASH AND CASH EQUIVALENTS						
Net decrease for the year	(2,993)	(382)	(6,413)	(2,495)		(12,283)
Balance, beginning of year	80,000	382	45,519	5,939		131,840

Balance, end of year	\$	77,007	\$	39,106	\$	3,444	\$	119,557
----------------------	----	--------	----	--------	----	-------	----	---------

(14) Consolidating Financial Information of Guarantors and Issuers of April 2017 Notes:

Cedar Fair, L.P., Canada's Wonderland Company (Cedar Canada), Magnum Management Corporation (Magnum), and Millennium Operations LLC (Millennium) are the co-issuers of the Partnership's April 2017 Notes (see Note 5 to the Consolidated Financial Statements). 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, Magnum and Millennium) 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, Magnum, and Millennium, the co-issuers, and each 100% owned subsidiary of Cedar Fair (other than Cedar Canada, Magnum and Millennium), the guarantors (on a combined basis), as of December 31, 2017 and December 31, 2016 and for the years ended December 31, 2017, December 31, 2016, and December 31, 2015 . In lieu of providing separate audited financial statements for the guarantor subsidiaries, the accompanying condensed consolidating financial statements have been included.

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING BALANCE SHEET****DECEMBER 31, 2017**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Co-Issuer Subsidiary (Millennium)	Guarantor Subsidiaries	Eliminations	Total
ASSETS							
Current Assets:							
Cash and cash equivalents	\$	\$	\$ 85,758	\$ 80,430	\$ 1,152	\$ (1,095)	\$ 166,245
Receivables		1,184	15,574	26,130	831,075	(836,241)	37,722
Inventories			1,891	22,528	5,300		29,719
Other current assets	164	28,297	3,454	9,341	1,642	(29,601)	13,297
	164	29,481	106,677	138,429	839,169	(866,937)	246,983
Property and Equipment, net		835	181,673		1,403,264		1,585,772
Investment in Park	588,684	1,045,640	238,132	1,392,761	234,237	(3,499,454)	
Goodwill	674		63,551	8,387	111,218		183,830
Other Intangibles, net			14,177		23,887		38,064
Deferred Tax Asset		20,956				(20,956)	
Other Assets			40	402	9,068		9,510
	\$ 589,522	\$ 1,096,912	\$ 604,250	\$ 1,539,979	\$ 2,620,843	\$ (4,387,347)	\$ 2,064,159

**LIABILITIES AND
PARTNERS
EQUITY**

Current Liabilities:							
Accounts payable	\$ 497,558	\$ 344,410	\$ 1,379	\$ 13,572	\$ 5,038	\$ (837,336)	\$ 24,621
Deferred revenue			6,237	59,307	20,587		86,131
Accrued interest	27	18	2,055	6,024			8,124
Accrued taxes	352			6,176	67,048	(29,601)	43,975
Accrued salaries, wages and benefits		17,498	1,242				18,740
Self-insurance reserves		10,947	1,618	10,156	2,386		25,107
Other accrued liabilities	3,406	5,094	157	5,649	4,490		18,796

	501,343	377,967	12,688	100,884	99,549	(866,937)	225,494
Deferred Tax Liability			13,809		81,945	(20,956)	74,798
Derivative Liability	5,233	3,489					8,722
Other Liabilities		873		120	10,691		11,684
Long-Term Debt:							
Term debt		127,437		596,351			723,788
Notes			445,156	491,571			936,727
		127,437	445,156	1,087,922			1,660,515
Equity	82,946	587,146	132,597	351,053	2,428,658	(3,499,454)	82,946
	\$ 589,522	\$ 1,096,912	\$ 604,250	\$ 1,539,979	\$ 2,620,843	\$ (4,387,347)	\$ 2,064,159

F-65

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING BALANCE SHEET****DECEMBER 31, 2016**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Co-Issuer Subsidiary (Millennium)	Guarantor Subsidiaries	Eliminations	Total
ASSETS							
Current Assets:							
Cash and cash equivalents	\$	\$	\$ 65,563	\$ 57,825	\$ 353	\$ (1,025)	\$ 122,716
Receivables		1,409	28,019	25,218	551,757	(570,989)	35,414
Inventories			1,371	20,891	4,014		26,276
Other current assets	173	796	2,229	8,369	1,464	(1,761)	11,270
	173	2,205	97,182	112,303	557,588	(573,775)	195,676
Property and Equipment, net		844	175,358		1,363,018		1,539,220
Investment in Park	798,076	937,626	200,075	1,145,326	324,282	(3,405,385)	
Goodwill	674		59,381	8,387	111,218		179,660
Other Intangibles, net			13,255		24,582		37,837
Deferred Tax Asset		33,303				(33,303)	
Other Assets		2,000	108	1,240	17,440		20,788
	\$ 798,923	\$ 975,978	\$ 545,359	\$ 1,267,256	\$ 2,398,128	\$ (4,012,463)	\$ 1,973,181

**LIABILITIES AND
PARTNERS
EQUITY**

Current Liabilities:							
Current maturities of long-term debt							
	\$	\$ 572	\$ 64	\$ 2,139	\$	\$	\$ 2,775
Accounts payable	428,396	145,258	740	15,845	2,626	(572,014)	20,851
Deferred revenue			5,601	55,497	21,667		82,765
Accrued interest	4,613	3,207	2,057	109			9,986
Accrued taxes	405	18,653		5,950	35,711	(1,761)	58,958
Accrued salaries, wages and benefits		29,227	1,131				30,358
Self-insurance reserves		12,490	1,321	11,162	2,090		27,063
Other accrued liabilities	2,282	3,018	193	2,464	1,970		9,927

	435,696	212,425	11,107	93,166	64,064	(573,775)	242,683
Deferred Tax Liability			12,838		125,350	(33,303)	104,885
Derivative Liability	10,633	7,088					17,721
Other Liabilities		1,236		337	11,589		13,162
Long-Term Debt:							
Term debt		123,672	13,598	456,958			594,228
Notes	292,075	203,140	444,768				939,983
	292,075	326,812	458,366	456,958			1,534,211
Equity	60,519	428,417	63,048	716,795	2,197,125	(3,405,385)	60,519
	\$ 798,923	\$ 975,978	\$ 545,359	\$ 1,267,256	\$ 2,398,128	\$ (4,012,463)	\$ 1,973,181

F-66

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE
INCOME****For the Year Ended December 31, 2017**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Co-Issuer Subsidiary (Millennium)	Co-Issuer Subsidiary Guarantor Subsidiaries	Eliminations	Total
Net revenues	\$ 104,080	\$ 317,496	\$ 127,929	\$ 960,108	\$ 395,745	\$ (583,391)	\$ 1,321,967
Costs and expenses:							
Cost of food, merchandise and games revenues			11,483	80,942	18,386		110,811
Operating expenses		313,654	44,990	738,719	44,130	(583,391)	558,102
Selling, general and administrative	3,007	67,872	10,497	92,527	19,867		193,770
Depreciation and amortization		33	15,654		137,535		153,222
Loss on impairment / retirement of fixed assets, net			656	3,102	8,970		12,728
Gain on sale of investment		(1,877)					(1,877)
	3,007	379,682	83,280	915,290	228,888	(583,391)	1,026,756
Operating income (loss)	101,073	(62,186)	44,649	44,818	166,857		295,211
Interest expense, net	23,739	18,837	24,839	39,768	(22,435)		84,748
Net effect of swaps	(150)	105					(45)
Loss on early debt extinguishment	11,773	8,188	205	2,955			23,121
Gain on foreign currency		(25)	(29,061)				(29,086)
Other (income) expense	250	(73,581)	3,460		69,756		(115)
Income from investment in affiliates	(160,925)	(176,698)	(38,057)		(84,398)	460,078	

Income before taxes	226,386	160,988	83,263	2,095	203,934	(460,078)	216,588
Provision (benefit) for taxes	10,910	60	(1,134)	2,095	(10,819)		1,112
Net income	\$ 215,476	\$ 160,928	\$ 84,397	\$	\$ 214,753	\$ (460,078)	\$ 215,476
Other comprehensive income (loss), (net of tax):							
Cumulative foreign currency translation adjustment	(14,849)		(14,849)			14,849	(14,849)
Unrealized gain on cash flow hedging derivatives	7,975	2,422				(2,422)	7,975
Other comprehensive income (loss), (net of tax)	(6,874)	2,422	(14,849)			12,427	(6,874)
Total comprehensive income	\$ 208,602	\$ 163,350	\$ 69,548	\$	\$ 214,753	\$ (447,651)	\$ 208,602

F-67

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE****INCOME****For the Year Ended December 31, 2016**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Co-Issuer Subsidiary (Millennium)	Co-Issuer Subsidiary Guarantor Subsidiaries	Eliminations	Total
Net revenues	\$ 144,042	\$ 320,945	\$ 117,962	\$ 962,363	\$ 378,556	\$ (635,147)	\$ 1,288,721
Costs and expenses:							
Cost of food, merchandise and games revenues			9,868	78,984	17,756		106,608
Operating expenses		303,974	42,820	777,841	49,393	(635,147)	538,881
Selling, general and administrative	3,029	68,422	10,151	85,170	15,058		181,830
Depreciation and amortization		35	14,816		117,025		131,876
Loss on impairment / retirement of fixed assets, net			159	2,686	9,742		12,587
	3,029	372,431	77,814	944,681	208,974	(635,147)	971,782
Operating income (loss)	141,013	(51,486)	40,148	17,682	169,582		316,939
Interest expense, net	32,643	24,114	25,403	15,695	(14,169)		83,686
Net effect of swaps	(473)	(724)					(1,197)
(Gain) loss on foreign currency			(14,660)	4			(14,656)
Other (income) expense	250	(83,657)	3,925		79,482		
Income from investment in affiliates	(80,295)	(73,132)	(20,545)		(27,628)	201,600	
Income before taxes	188,888	81,913	46,025	1,983	131,897	(201,600)	249,106
Provision for taxes	11,200	1,621	18,396	1,983	38,218		71,418
Net income	\$ 177,688	\$ 80,292	\$ 27,629	\$	\$ 93,679	\$ (201,600)	\$ 177,688

Other comprehensive income (loss), (net of tax):							
Cumulative foreign currency translation adjustment	(3,700)		(3,700)		3,700		(3,700)
Unrealized gain on cash flow hedging derivatives	3,350	1,060			(1,060)		3,350
Other comprehensive income (loss), (net of tax)	(350)	1,060	(3,700)		2,640		(350)
Total comprehensive income	\$ 177,338	\$ 81,352	\$ 23,929	\$	\$ 93,679	\$ (198,960)	\$ 177,338

F-68

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE
INCOME****For the Year Ended December 31, 2015**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Co-Issuer Subsidiary (Millennium)	Co-Issuer Subsidiary Guarantor Subsidiaries	Eliminations	Total
Net revenues	\$ 145,571	\$ 240,817	\$ 112,217	\$ 904,376	\$ 418,394	\$ (585,597)	\$ 1,235,778
Costs and expenses:							
Cost of food, merchandise and games revenues		372	8,878	77,093	18,484		104,827
Operating expenses	1,063	179,139	42,814	733,446	146,761	(585,597)	517,626
Selling, general and administrative	3,081	55,551	10,358	77,795	24,705		171,490
Depreciation and amortization		37	14,326		111,268		125,631
Loss on impairment / retirement of fixed assets, net			417	3,389	17,067		20,873
	4,144	235,099	76,793	891,723	318,285	(585,597)	940,447
Operating income	141,427	5,718	35,424	12,653	100,109		295,331
Interest expense, net	34,204	28,210	25,381	10,721	(11,731)		86,785
Net effect of swaps	(3,820)	(3,064)					(6,884)
Loss on foreign currency			81,016				81,016
Other (income) expense	750	(18,649)	3,883		14,016		
(Income) loss from investment in affiliates	(13,523)	(15,141)	(20,100)		27,480	21,284	
Income (loss) before taxes	123,816	14,362	(54,756)	1,932	70,344	(21,284)	134,414
Provision (benefit) for taxes	11,594	840	(27,274)	1,932	35,100		22,192

Net income (loss)	\$ 112,222	\$ 13,522	\$ (27,482)	\$	\$ 35,244	\$ (21,284)	\$ 112,222
Other comprehensive income (loss), (net of tax):							
Cumulative foreign currency translation adjustment	16,655		16,655			(16,655)	16,655
Unrealized loss on cash flow hedging derivatives	(2,734)	(1,021)				1,021	(2,734)
Other comprehensive income (loss), (net of tax)	13,921	(1,021)	16,655			(15,634)	13,921
Total comprehensive income (loss)	\$ 126,143	\$ 12,501	\$ (10,827)	\$	\$ 35,244	\$ (36,918)	\$ 126,143

F-69

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS****For the Year Ended December 31, 2017**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Co-Issuer Subsidiary (Millennium)	Guarantor Subsidiaries	Eliminations	Total
NET CASH FROM (FOR) OPERATING ACTIVITIES	\$ 93,378	\$ (10,710)	\$ 40,569	\$ 48,979	\$ 160,801	\$ (1,838)	\$ 331,179
CASH FLOWS FROM (FOR) INVESTING ACTIVITIES							
Intercompany receivables (payments) receipts					(278,051)	278,051	
Proceeds from returns on investments	338,000	15,500			146,500	(500,000)	
Purchase of identifiable intangible assets				(66)			(66)
Proceeds from sale of preferred equity investment		3,281					3,281
Capital expenditures		(25)	(10,160)	(149,448)	(28,451)		(188,084)
Net cash from (for) investing activities	338,000	18,756	(10,160)	(149,514)	(160,002)	(221,949)	(184,869)
CASH FLOWS FROM (FOR) FINANCING ACTIVITIES							
Intercompany payables (payments) receipts	69,160	208,891				(278,051)	
Payments for returns of capital				(500,000)		500,000	
Term debt borrowings		131,000		619,000			750,000
Note borrowings				500,000			500,000
Term debt payments		(126,619)	(13,854)	(477,377)			(617,850)

Note payments, including amounts paid for early termination	(304,014)	(211,444)					(515,458)
Distributions paid to partners	(196,524)				1,768		(194,756)
Payment of debt issuance costs		(1,326)		(18,483)			(19,809)
Exercise of limited partnership unit options		65					65
Tax effect of units involved in treasury unit transactions		(4,440)					(4,440)
Payments related to tax withholding for equity compensation		(4,173)					(4,173)
Net cash from (for) financing activities	(431,378)	(8,046)	(13,854)	123,140		223,717	(106,421)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS							
			3,640				3,640
CASH AND CASH EQUIVALENTS							
Net increase for the year			20,195	22,605	799	(70)	43,529
Balance, beginning of year			65,563	57,825	353	(1,025)	122,716
Balance, end of year	\$	\$	\$ 85,758	\$ 80,430	\$ 1,152	\$ (1,095)	\$ 166,245

F-70

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS****For the Year Ended December 31, 2016**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Co-Issuer Subsidiary (Millennium)	Guarantor Subsidiaries	Eliminations	Total
NET CASH FROM (FOR) OPERATING ACTIVITIES	\$ 118,833	\$ (28,315)	\$ 33,918	\$ 189,534	\$ 47,728	\$ (3,351)	\$ 358,347
CASH FLOWS FOR INVESTING ACTIVITIES							
Intercompany receivables (payments) receipts					(24,562)	24,562	
Purchase of identifiable intangible assets			(29)	(74)	(474)		(577)
Capital expenditures			(7,863)	(129,815)	(22,978)		(160,656)
Net cash for investing activities			(7,892)	(129,889)	(48,014)	24,562	(161,233)
CASH FLOWS FROM (FOR) FINANCING ACTIVITIES							
Term debt payments		(1,237)	(138)	(4,625)			(6,000)
Intercompany payables (payments) receipts	(6,332)	30,894				(24,562)	
Distributions paid to partners	(189,508)					2,326	(187,182)
Tax effect of units involved in treasury unit transactions		(422)					(422)
Payments related to tax withholding for equity compensation		(920)					(920)
Net cash from (for) financing activities	(195,840)	28,315	(138)	(4,625)		(22,236)	(194,524)

**EFFECT OF
EXCHANGE RATE
CHANGES ON CASH
AND CASH
EQUIVALENTS**

569

569

**CASH AND CASH
EQUIVALENTS**

Net increase (decrease) for the year	(77,007)	26,457	55,020	(286)	(1,025)	3,159
Balance, beginning of year	77,007	39,106	2,805	639		119,557
Balance, end of year	\$	\$	\$ 65,563	\$ 57,825	\$ 353	\$ (1,025) \$ 122,716

F-71

Table of Contents**CEDAR FAIR, L.P.****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS****For the Year Ended December 31, 2015**

(In thousands)

	Cedar Fair L.P. (Parent)	Co-Issuer Subsidiary (Magnum)	Co-Issuer Subsidiary (Cedar Canada)	Co-Issuer Subsidiary (Millennium)	Guarantor Subsidiaries	Eliminations	Total
NET CASH FROM (FOR) OPERATING ACTIVITIES	\$ 89,637	\$ (1,120)	\$ 38,579	\$ 91,714	\$ 129,287	\$ (2,147)	\$ 345,950
CASH FLOWS FOR INVESTING ACTIVITIES							
Intercompany receivables (payments) receipts			(3,252)		(55,294)	58,546	
Purchase of preferred equity investment		(2,000)					(2,000)
Capital expenditures			(7,663)	(94,443)	(73,759)		(175,865)
Net cash for investing activities		(2,000)	(10,915)	(94,443)	(129,053)	58,546	(177,865)
CASH FLOWS FROM (FOR) FINANCING ACTIVITIES							
Intercompany payables (payments) receipts	82,131	8,060	(31,645)			(58,546)	
Distributions paid to partners	(174,761)					2,147	(172,614)
Tax effect of units involved in treasury unit transactions		(1,589)					(1,589)
Payments related to tax withholding for equity compensation		(3,733)					(3,733)
Net cash from (for) financing activities	(92,630)	2,738	(31,645)			(56,399)	(177,936)
			(2,432)				(2,432)

**EFFECT OF
EXCHANGE RATE
CHANGES ON CASH
AND CASH
EQUIVALENTS**

**CASH AND CASH
EQUIVALENTS**

Net increase (decrease) for the year	(2,993)	(382)	(6,413)	(2,729)	234	(12,283)
Balance, beginning of year	80,000	382	45,519	5,534	405	131,840
Balance, end of year	\$ 77,007	\$	\$ 39,106	\$ 2,805	\$ 639	\$ 119,557

F-72

Table of Contents

PROSPECTUS

Offer to exchange

\$500,000,000 principal amount of our 5.375% Senior Notes due 2027, which have been registered under the Securities Act of 1933, for any and all of our outstanding 5.375% Senior Notes due 2027.

Until the date that is 90 days from the date of this prospectus, all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers obligation to deliver a prospectus when acting as underwriters with respect to their unsold allotments or subscriptions or otherwise.

Table of Contents

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Directors and Officers

The following is a summary of the statutes, charter and bylaw provisions or other arrangements under which the Registrants' directors and officers are insured or indemnified against liability in their capacities as such. All of the directors and officers of the Registrants are covered by insurance policies maintained and held in effect by the Company against certain liabilities for actions taken in their capacities as such, including liabilities under the Securities Act.

Nova Scotia Registrant

Canada's Wonderland Company

Under applicable Nova Scotia law, a director owes a duty of care and a duty of loyalty and good faith (also referred to as a fiduciary duty).

Article 147 of the articles of association of Canada's Wonderland Company provide that every director, manager, President, Secretary, Treasurer, and other officer or servant of Canada's Wonderland Company shall be indemnified by Canada's Wonderland Company against, and it shall be the duty of the directors out of the funds of Canada's Wonderland Company to pay, all costs, losses and expenses which any director, manager, Secretary, Treasurer or other officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant, or in any way in the discharge of his duties, including travelling expenses, and the amount for which such indemnity is proved shall immediately attach as a lien on the property of Canada's Wonderland Company and have priority as against the members over all other claims.

Delaware Registrants

Carowinds LLC, Cedar Point Park LLC, Dorney Park LLC, Geauga Lake LLC, Kings Dominion LLC, Kings Island Park LLC, Knott's Berry Farm LLC, Michigan's Adventure Park LLC, Millennium Operations LLC, Valleyfair LLC and Worlds of Fun LLC are formed under the laws of Delaware.

Cedar Fair, L.P. is a limited partnership formed under the laws of Delaware.

Cedar Fair Southwest Inc., Kings Island Company and Wonderland Company Inc. are incorporated under the laws of Delaware.

Section 145 of the Delaware General Corporation Law (the "DGCL") grants each corporation organized thereunder the power to indemnify any person who is or was a director, officer, employee or agent of a corporation or enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of being or having been in any such capacity, if he acted in good faith in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Section 102(b)(7) of the DGCL enables a corporation in its certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director to the corporation or its

stockholders of monetary damages for violations of the directors' fiduciary duty of care, except (i) for any breach of the directors' duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which a director derived an improper personal benefit.

II-1

Table of Contents

The Restated Certificate of Incorporation of Kings Island Company (f.k.a. Kings Entertainment Company) and the By-Laws of Cedar Fair Southwest Inc. and Wonderland Company Inc. (collectively, By-Laws) give to the corporations to the fullest extent permitted by Section 145 of the DGCL the right to indemnify any and all persons whom they shall have the power to indemnify under said Section from and against any and all of expenses, liabilities or other matters referenced in or covered by said Section, and the indemnification provided for in the By-Laws shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person s official capacities and as to action in other capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The By-Laws also eliminate the liability of the directors of the corporations for monetary damages to the fullest extent permissible under Delaware law for breach of their fiduciary duties as directors.

Section 17-108 of the Delaware Revised Uniform Limited Partnership Act empowers a Delaware limited partnership to indemnify and hold harmless any partner or other person from and against any and all claims and demands whatsoever. The partnership agreement of Cedar Fair, L.P. provides that the partnership will, to the fullest extent permitted by law, indemnify and hold harmless the general partner and its affiliates and any partner, director, officer, employee, member or agent thereof, any officer, employee or agent of the partnership or its affiliates, and the trustee from and against any and all losses, claims, damages, liabilities, expenses (including legal fees and expenses), judgments, fines, settlements and other amounts arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative, in which the indemnitee may be involved, or threatened to be involved, as a party or otherwise. Such indemnification is also provided to such persons by reason of his or its management of the affairs of the partnership, any subsidiary of the partnership or the general partner or his or its status as the general partner, an affiliate thereof, a partner, director, officer, employee, member or agent thereof or a person serving at the request of the partnership, a general partner or any affiliate thereof in another entity in a similar capacity, which relates to or arises out of the partnership, its property, business or affairs or the general partner, their properties, businesses or affairs or any document filed with or submitted to the SEC or any indemnification of underwriters given in connection therewith, regardless of whether the indemnitee continues to be the general partner, an affiliate thereof or a partner, director, officer, employee, member or agent thereof or a director, officer, employee or agent of the partnership at the time of such liability or expense is paid or incurred, and regardless of whether the liability or expense accrued at or relates to, in whole or in part, any time before, on or after the date hereof, if the indemnitee acted in good faith and in a manner it believed to be in, or not opposed to, the best interests of the partnership, and, with respect to any criminal proceeding, had no reasonable cause to believe his or its conduct was unlawful.

The Limited Liability Company Operating Agreements of Carowinds LLC, Cedar Point Park LLC, Dorney Park LLC, Geauga Lake LLC, Kings Dominion LLC, Kings Island Park LLC, Knott s Berry Farm LLC, Michigan s Adventure Park LLC, Millennium Operations LLC, Valleyfair LLC and Worlds of Fun LLC (collectively, the LLC Agreements) give to the limited liability companies to the fullest extent permitted by Section 18-108 of the Delaware Limited Liability Company Act the right to indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever and the indemnification provided for in each of the LLC Agreements states that to the fullest extent permitted by applicable law, the company shall indemnify a member, manager, an officer, a person to whom the managers delegate management responsibilities, any affiliate, officer, director or shareholder of a member, or manager, or any employee or agent of the company or of the indemnified party from any loss, damage or claim incurred by the indemnified party by reason of any act performed or omitted to be performed by the indemnified party in good faith in connection with the business of the company including expenses (including legal fees) incurred by such indemnified person in defending any claim, demand, action, suit or proceeding; *provided however*, that an indemnified party shall not be indemnified for any loss, damage or claim incurred by such party by reason of gross negligence or willful misconduct with such acts or omissions.

II-2

Table of Contents

Ohio Registrant

Magnum Management Corporation is incorporated under the laws of Ohio.

Section 1701.13(E) of the Ohio General Corporation Law (OGCL) provides that an Ohio corporation may indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of that corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, member, manager, or agent of another entity or other enterprise against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful. However, no indemnification shall be made in respect of a claim against such person by or in the right of the corporation if the person is adjudged to be liable for negligence or misconduct in the performance of the person's duty to the corporation, except to the extent the court determines such indemnification to be fair and reasonable. Indemnification may be made only if ordered by a court or authorized in each specific case by the directors of the indemnifying corporation acting at a meeting at which, for the purpose, any director who is a party to or threatened with any such action, suit or proceeding may not be counted in determining the existence of a quorum and may not vote. If, because of the foregoing limitations, the directors are unable to act in this regard, such determination may be made by written opinion of independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the corporation or any person to be indemnified during the five years preceding the date of determination. Alternatively, such determination may be made by the corporation's shareholders.

Section 1701.13(E) of the OGCL provides that the indemnification thereby permitted shall not be exclusive of any other rights that directors, officers or employees may have, including rights provided by contract, under the corporation's articles or regulations, or by a vote of shareholders or disinterested directors, or under insurance purchased by the corporation.

Michigan Registrant

Michigan's Adventure, Inc. is incorporated under the laws of Michigan.

Sections 561 through 571 of the Michigan Business Corporation Act (MBCA) contain provisions governing the indemnification of directors, officers, employees, and agents by Michigan corporations. That statute provides that a corporation has the power to indemnify a person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorneys fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a

manner that he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

II-3

Table of Contents

Indemnification of expenses (including attorneys' fees) and amounts paid in settlement is permitted in derivative actions, except that indemnification is not allowed for any claim, issue, or matter in which such person has been found liable to the corporation unless and to the extent that a court decides indemnification is proper. To the extent that a director or officer has been successful on the merits or otherwise in defense of an action, suit, or proceeding, or in defense of a claim, issue or matter in the action, suit, or proceeding, the corporation shall indemnify him or her against actual and reasonable expenses (including attorneys' fees) incurred by him or her in connection with the action, suit, or proceeding, and any action, suit, or proceeding brought to enforce the mandatory indemnification provided under the MBCA. The MBCA permits partial indemnification for a portion of expenses (including reasonable attorneys' fees), judgments, penalties, fines, and amounts paid in settlement to the extent the person is entitled to indemnification for less than the total amount.

A determination that the person to be indemnified meets the applicable standard of conduct and an evaluation of the reasonableness of the expenses incurred and amounts paid in settlement shall be made: (i) by a majority vote of a quorum of the board of directors who were not parties or threatened to be made parties to the action, suit, or proceeding, (ii) if a quorum cannot be so obtained, by a majority vote of a committee of not less than two disinterested directors, (iii) by independent legal counsel, (iv) by all independent directors not parties or threatened to be made parties to the action, suit, or proceeding, or (v) by the shareholders (excluding shares held by interested directors, officers, employees, or agents). An authorization for payment of indemnification may be made by: (i) the board of directors by (a) a majority vote of all directors who are not parties or threatened to be made parties to the action, suit, or proceeding, provided that there are more than two such directors (b) a majority vote of a committee of two or more directors who are not parties or threatened to be made parties to the action, suit, or proceeding, (c) a majority vote of all independent directors who are not parties or threatened to be made parties to the action, suit, or proceeding, provided that there is at least one such director, or (d) if the corporation lacks the appropriate persons for alternatives (a) through (c), by a majority vote of the entire board of directors, or (ii) the shareholders (excluding shares held by interested directors, officers, employees, or agents).

In certain circumstances, the MBCA further permits advances to cover such expenses before a final disposition of the proceeding, upon receipt of an undertaking, which need not be secured and which may be accepted without reference to the financial ability of the person to make repayment, by or on behalf of the director, officer, employee, or agent to repay such amounts if it shall ultimately be determined that he or she has not met the applicable standard of conduct. If a provision in the articles of incorporation or bylaws, a resolution of the board or shareholders, or an agreement makes indemnification mandatory, then the advancement of expenses is also mandatory, unless the provision, resolution, or agreement specifically provides otherwise.

A director, officer, employee, or agent of the corporation who is a party or threatened to be made a party to an action, suit, or proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice it considers necessary may order indemnification if it determines that the person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the applicable standard of conduct set forth above or was found liable, but if he or she was found liable, his or her indemnification is limited to reasonable expenses incurred.

The indemnification provisions of the MBCA are not exclusive of the rights to indemnification under a corporation's articles of incorporation or bylaws or by agreement. However, the total amount of expenses advanced or indemnified from all sources combined may not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for under the MBCA continues as to a person that ceases to be a director, officer, employee, or agent and inures to the benefit of the heirs, personal representatives, and administrators of the person if the person is an individual.

Michigan's Adventure, Inc. is obligated under its bylaws to indemnify its current and former directors and officers, and persons who serve or have served at the request of Michigan's Adventure, Inc. as directors or officers of another corporation in which Michigan's Adventure, Inc. owns shares of capital stock or of which

II-4

Table of Contents

Michigan's Adventure, Inc. is a creditor, against reasonable expenses (including attorneys' fees) actually and necessarily incurred by such person in connection with the defense of any civil, criminal, or administrative action, suit or proceeding in which he is made a party to which he is threatened by reason of being or having been or because of any act as a director or officer within the course of his duties. However, the bylaws of Michigan's Adventure, Inc. exclude from such obligation matters as to which such person is found liable for negligence or misconduct in the performance of his or her duties. Further, Michigan's Adventure, Inc.'s bylaws permit Michigan's Adventure, Inc. to reimburse an officer or director for reasonable costs of settlement of any such action, suit, or proceeding if the majority of a committee composed of disinterested directors finds that it was in the best interests of Michigan's Adventure, Inc. that such settlement be made and that the director or officer was not guilty of negligence or misconduct.

The MBCA permits Michigan's Adventure, Inc. to purchase insurance on behalf of its current and former directors, officers, employees, and agents, or persons serving at the request of Michigan's Adventure, Inc. as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liabilities arising out of such positions or service, whether or not such liabilities would be within the above indemnification provisions.

Item 21. Exhibits and Financial Statements Schedules.

Exhibit Number	Exhibit Description
3.1	<u>Cedar Fair, L.P. Certificate of Limited Partnership (incorporated herein by reference to Exhibit 3.6 to the Registration Statement on Form S-4 (File No. 333-172773) filed on March 11, 2011).</u>
3.2	<u>Sixth Amended and Restated Agreement of Limited Partnership of Cedar Fair, L.P. as amended by that First Amendment to Sixth Amended and Restated Agreement of Limited Partnership, dated June 1, 2017 (incorporated herein by reference to Exhibit 3.1 to the Registrant's Form 10-Q (File No. 001-09444) filed on May 2, 2018).</u>
3.3	<u>Regulations of Cedar Fair Management Inc. (incorporated herein by reference to Exhibit 3.2 to the Registrant's Form 10-Q (File No. 001-09444) filed November 4, 2011).</u>
3.4	<u>Canada's Wonderland Company Articles of Incorporation (incorporated herein by reference to Exhibit 3.4 to the Registration Statement on Form S-4 (File No. 333-172773) filed by Cedar Fair, L.P., Canada's Wonderland Company and Magnum Management Corporation on March 11, 2011).</u>
3.5	<u>Canada's Wonderland Company By-Laws (incorporated herein by reference to Exhibit 3.5 to the Registration Statement on Form S-4 (File No. 333-172773) filed by Cedar Fair, L.P., Canada's Wonderland Company and Magnum Management Corporation on March 11, 2011).</u>
3.6	<u>Cedar Fair Southwest Inc. Articles of Incorporation (incorporated herein by reference to Exhibit 3.12 to the Registration Statement on Form S-4 (File No. 333-172773) filed by Cedar Fair, L.P., Canada's Wonderland Company and Magnum Management Corporation on March 11, 2011).</u>
3.7	<u>Cedar Fair Southwest Inc. By-Laws (incorporated herein by reference to Exhibit 3.13 to the Registration Statement on Form S-4 (File No. 333-172773) filed by Cedar Fair, L.P., Canada's Wonderland Company and Magnum Management Corporation on March 11, 2011).</u>
3.8	

Kings Island Company Articles of Incorporation (incorporated herein by reference to Exhibit 3.14 to the Registration Statement on Form S-4 (File No. 333-172773) filed by Cedar Fair, L.P., Canada's Wonderland Company and Magnum Management Corporation on March 11, 2011).

- 3.9 Kings Island Company By-Laws (incorporated herein by reference to Exhibit 3.15 to the Registration Statement on Form S-4 (File No. 333-172773) filed by Cedar Fair, L.P., Canada's Wonderland Company and Magnum Management Corporation on March 11, 2011).

Table of Contents

Exhibit Number	Exhibit Description
3.10	<u>Magnum Management Corporation Articles of Incorporation (incorporated herein by reference to Exhibit 3.17 to the Registration Statement on Form S-4 (File No. 333-172773) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on March 11, 2011).</u>
3.11	<u>Magnum Management Corporation By-Laws (incorporated herein by reference to Exhibit 3.18 to the Registration Statement on Form S-4 (File No. 333-172773) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on March 11, 2011).</u>
3.12	<u>Michigan s Adventure, Inc. Articles of Incorporation (incorporated herein by reference to Exhibit 3.19 to the Registration Statement on Form S-4 (File No. 333-172773) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on March 11, 2011).</u>
3.13	<u>Michigan s Adventure, Inc. By-Laws (incorporated herein by reference to Exhibit 3.20 to the Registration Statement on Form S-4 (File No. 333-172773) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on March 11, 2011).</u>
3.14	<u>Wonderland Company Inc. Articles of Incorporation (incorporated herein by reference to Exhibit 3.23 to the Registration Statement on Form S-4 (File No. 333-172773) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on March 11, 2011).</u>
3.15	<u>Wonderland Company Inc. By-Laws (incorporated herein by reference to Exhibit 3.24 to the Registration Statement on Form S-4 (File No. 333-172773) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on March 11, 2011).</u>
3.16	<u>Carowinds LLC Certificate of Formation (incorporated herein by reference to Exhibit 3.16 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.17	<u>Carowinds LLC Limited Liability Company Agreement (incorporated herein by reference to Exhibit 3.17 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.18	<u>Cedar Point Park LLC Certificate of Formation (incorporated herein by reference to Exhibit 3.18 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.19	<u>Cedar Point Park LLC Amended and Restated Limited Liability Company Agreement (incorporated herein by reference to Exhibit 3.19 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.20	<u>Dorney Park LLC Certificate of Formation (incorporated herein by reference to Exhibit 3.20 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.21	<u>Dorney Park LLC Amended and Restated Limited Liability Company Agreement (incorporated herein by reference to Exhibit 3.21 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.22	<u>Geauga Lake LLC Certificate of Formation (incorporated herein by reference to Exhibit 3.22 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s</u>

Wonderland Company and Magnum Management Corporation on April 24, 2015).

3.23

Geauga Lake LLC Limited Liability Company Agreement (incorporated herein by reference to Exhibit 3.23 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).

II-6

Table of Contents

Exhibit Number	Exhibit Description
3.24	<u>Kings Dominion LLC Certificate of Formation (incorporated herein by reference to Exhibit 3.24 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.25	<u>Kings Dominion LLC Limited Liability Company Agreement (incorporated herein by reference to Exhibit 3.25 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.26	<u>Kings Island Park LLC Certificate of Formation (incorporated herein by reference to Exhibit 3.26 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.27	<u>Kings Island Park LLC Limited Liability Company Agreement (incorporated herein by reference to Exhibit 3.27 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.28	<u>Knott s Berry Farm LLC Certificate of Formation (incorporated herein by reference to Exhibit 3.28 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.29	<u>Knott s Berry Farm LLC Amended and Restated Limited Liability Company Agreement (incorporated herein by reference to Exhibit 3.29 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.30	<u>Michigan s Adventure Park LLC Certificate of Formation (incorporated herein by reference to Exhibit 3.30 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.31	<u>Michigan s Adventure Park LLC Certificate of Amendment of Certificate of Formation (incorporated herein by reference to Exhibit 3.31 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.32	<u>Michigan s Adventure Park LLC Amended and Restated Limited Liability Company Agreement (incorporated herein by reference to Exhibit 3.32 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.33	<u>Millennium Operations LLC Certificate of Formation (incorporated herein by reference to Exhibit 3.33 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.34	<u>Millennium Operations LLC Operating Agreement (incorporated herein by reference to Exhibit 3.34 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.35	<u>Valleyfair LLC Certificate of Formation (incorporated herein by reference to Exhibit 3.35 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada s Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
3.36	

Valleyfair LLC Amended and Restated Limited Liability Company Agreement (incorporated herein by reference to Exhibit 3.36 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada's Wonderland Company and Magnum Management Corporation on April 24, 2015).

3.37 Worlds of Fun LLC Certificate of Formation (incorporated herein by reference to Exhibit 3.37 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada's Wonderland Company and Magnum Management Corporation on April 24, 2015).

II-7

Table of Contents

Exhibit Number	Exhibit Description
3.38	<u>Worlds of Fun LLC Amended and Restated Limited Liability Company Agreement (incorporated herein by reference to Exhibit 3.38 to the Registration Statement on Form S-4 (File No. 333-202695) filed by Cedar Fair, L.P., Canada's Wonderland Company and Magnum Management Corporation on April 24, 2015).</u>
4.1	<u>Rights Agreement between Cedar Fair, L.P. and American Stock Transfer and Trust Co., LLC, dated April 5, 2010 (incorporated herein by reference to Exhibit 4.1 to the Registrant's Form 8-K filed on April 6, 2010).</u>
4.2	<u>Indenture, dated as of April 13, 2017, by and among Cedar Fair, L.P., Canada's Wonderland Company, Magnum Management Corporation and Millennium Operations LLC, as issuers, the guarantors named therein, and The Bank of New York Mellon, as trustee (incorporated herein by reference to Exhibit 4.1 to the Registrant's Form 8-K filed on April 13, 2017).</u>
4.3	<u>Form of 5.375% Senior Note due 2027 (included in Exhibit 4.2).</u>
4.4	<u>Registration Rights Agreement, dated April 13, 2017, by and among Cedar Fair, L.P., Canada's Wonderland Company, Magnum Management Corporation and Millennium Operations LLC, as issuers, the guarantors named therein, and J.P. Morgan Securities LLC, on behalf of itself and as representative of the initial purchasers named therein (incorporated herein by reference to Exhibit 4.3 to the Registrant's Form 8-K filed on April 13, 2017).</u>
5.1*	<u>Opinion of Simpson Thacher & Bartlett LLP.</u>
5.2*	<u>Opinion of Squire Patton Boggs (US) LLP.</u>
5.3*	<u>Opinion of Warner Norcross & Judd LLP.</u>
5.4*	<u>Opinion of McInnes Cooper.</u>
10.1	<u>Restatement Agreement, dated April 13, 2017, among Cedar Fair, L.P., Magnum Management Corporation, Canada's Wonderland Company and Millennium Operations LLC, as borrowers, the several lenders from time to time party thereto, JPMorgan Chase Bank, N.A. as administrative agent and collateral agent, and the other parties party thereto (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on April 13, 2017).</u>
10.2	<u>Amendment No. 1, dated March 14, 2018, to Restatement Agreement, dated April 13, 2017, among Cedar Fair, L.P., Magnum Management Corporation, Canada's Wonderland Company and Millennium Operations LLC, as borrowers, the several lenders from time to time party thereto, JPMorgan Chase Bank, N.A. as administrative agent and collateral agent and the other parties thereto (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on March 14, 2018).</u>
10.3	<u>Indenture, dated as of June 3, 2014, by and among Cedar Fair, L.P., Canada's Wonderland Company and Magnum Management Corporation, as issuers, the guarantors named therein and The Bank of New York Mellon, as Trustee (incorporated herein by reference to Exhibit 4.1 to the Registrant's Form 8-K filed on June 3, 2014).</u>
10.4	<u>Form of 5.375% Senior Notes due 2024 (included in Exhibit 10.2)</u>
10.5	<u>Cedar Fair, L.P. Amended and Restated Executive Severance Plan dated July 18, 2007 (incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-09444) filed on August 3, 2007).</u>

- 10.6 Cedar Fair, L.P. Amended and Restated Supplemental Retirement Program dated July 18, 2007 (incorporated herein by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-09444) filed on August 3, 2007).
- 10.7 Cedar Fair, L.P. 2008 Supplemental Retirement Program dated February 4, 2008 (incorporated herein by reference to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K (File No. 001-09444) filed on February 29, 2008).

Table of Contents

Exhibit Number	Exhibit Description
10.8	<u>Cedar Fair, L.P. 2008 Omnibus Incentive Plan dated as of May 15, 2008 (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K (File No. 001-09444) filed on May 20, 2008).</u>
10.9	<u>Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K (File No. 001-09444) filed on November 1, 2011).</u>
10.10	<u>2008 Omnibus Incentive Plan Form of Option Award Agreement (incorporated herein by reference to Exhibit 10.2 to the Registrant's Form 8-K (File No. 001-09444) filed on March 28, 2012).</u>
10.11	<u>Cedar Fair, L.P. 2008 Omnibus Incentive Plan Performance Award Agreement, dated March 31, 2014, by and between Magnum Management Corporation and Matthew A. Ouimet (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on April 4, 2014).</u>
10.12	<u>2008 Omnibus Incentive Plan Form of Restricted Unit Award Agreement (incorporated herein by reference to Exhibit 10.2 to the Registrant's Form 10-Q filed on May 9, 2014).</u>
10.13	<u>Cedar Fair, L.P. 2008 Omnibus Incentive Plan Form of Deferred Unit Award Agreement (incorporated herein by reference to Exhibit 10.3 to the Registrant's Form 10-Q filed on May 9, 2014).</u>
10.14	<u>Cedar Fair, L.P. 2008 Omnibus Incentive Plan Form of Deferred Unit Award Agreement (incorporated herein by reference to Exhibit 10.3 to the Registrant's Form 10-Q filed on May 9, 2014).</u>
10.15	<u>Section 16 Officer Standard Form of Employment Contract (non-CEO) (December 2014) (incorporated herein by reference to Exhibit 10.31 to the Registrant's Form 10-K filed on February 26, 2015).</u>
10.16	<u>Cedar, L.P. 2008 Omnibus Incentive Plan Form of Performance Unit Award Agreement (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed on May 1, 2015).</u>
10.17	<u>Cedar Fair, L.P. 2008 Omnibus Incentive Plan Form of Deferred Unit Award Agreement (2016 Version) (incorporated herein by reference to Exhibit 10.21 to the Registrant's Form 10-K filed on February 26, 2016).</u>
10.18	<u>Amended and Restated Employment Agreement, dated June 8, 2016, by and among Cedar Fair, L.P., Cedar Fair Management, Inc., Magnum Management Corporation and Matthew A. Ouimet (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on June 9, 2016).</u>
10.19	<u>Cedar Fair L.P., 2016 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on June 14, 2016).</u>
10.20	<u>2016 Omnibus Incentive Plan Form of Restricted Unit Award Agreement (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on October 26, 2016).</u>
10.21	<u>2016 Omnibus Incentive Plan Form of Performance Award Agreement (incorporated herein by reference to Exhibit 10.2 to the Registrant's Form 8-K filed on October 26, 2016).</u>
10.22	<u>Employment Agreement, dated October 4, 2017, by and among Cedar Fair, L.P., Cedar Fair Management, Inc., Magnum Management Corporation and Richard A. Zimmerman (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on October 5, 2017).</u>
10.23	<u>Employment Agreement, dated October 4, 2017, by and among Cedar Fair, L.P., Cedar Fair Management, Inc., Magnum Management Corporation and Matthew A. Ouimet (incorporated herein by reference to Exhibit 10.2 to the Registrant's Form 8-K filed on October 5, 2017).</u>

10.24 2016 Omnibus Incentive Plan (Fall 2017 Version) Form of Restricted Unit Award Declaration (incorporated herein by reference to Exhibit 10.3 to the Registrant's Form 10-Q filed November 2, 2017).

II-9

Table of Contents

Exhibit Number	Exhibit Description
10.25	<u>Employment Agreement, dated December 18, 2017, by and among Cedar Fair, L.P., Cedar Fair Management, Inc., Magnum Management Corporation, and Tim Fisher (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on December 19, 2017).</u>
10.26	<u>2016 Omnibus Incentive Plan (Fall 2017 version) Form of Performance Unit Award Declaration (incorporated herein by reference to Exhibit 10.22 to the Registrant's Form 10-K filed on February 23, 2018).</u>
12.1	<u>Computation of Ratio of Earnings to Fixed Charges. (incorporated herein by reference to Exhibit 12.1 to the Registrant's Form 10-K filed on February 23, 2018).</u>
21.1	<u>Subsidiaries of Cedar Fair, L.P. (incorporated by reference to Exhibit 21 to the Registrant's Annual Report on Form 10-K filed on February 23, 2018).</u>
23.1*	<u>Consent of Simpson Thacher & Bartlett LLP (included as part of the Opinion filed as Exhibit 5.1).</u>
23.2*	<u>Consent of Squire Patton Boggs (US) LLP (included as part of the Opinion filed as Exhibit 5.2).</u>
23.3*	<u>Consent of Warner Norcross & Judd LLP (included as part of the Opinion filed as Exhibit 5.3).</u>
23.4*	<u>Consent of McInnes Cooper (included as part of the Opinion filed as Exhibit 5.4).</u>
23.5**	<u>Consent of Independent Registered Public Accounting Firm.</u>
24.1*	<u>Power of Attorney (included in signature page of this registration statement).</u>
25.1*	<u>Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of The Bank of New York Mellon as trustee under the Indenture, dated as of April 13, 2017, by and among Cedar Fair, L.P., Canada's Wonderland Company, Magnum Management Corporation and Millennium Operations LLC, as issuers, the guarantors named therein and The Bank of New York Mellon as Trustee.</u>
99.1*	<u>Form of Letter of Transmittal.</u>
99.2*	<u>Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.</u>
99.3*	<u>Form of Letter to Clients.</u>
99.4*	<u>Form of Notice of Guaranteed Delivery.</u>
101.1**	The following materials from the Company's and its subsidiaries' unaudited interim condensed consolidated financial statements and audited consolidated financial statements formatted in Extensible Business Reporting Language (XBRL): (i) the Unaudited Condensed Consolidated Statements of Income for the Quarters Ended March 25, 2018 and March 26, 2017, (ii) the Unaudited Condensed Consolidated Balance Sheets for the Quarters Ended as of March 25, 2018 and March 26, 2017, (iii) the Unaudited Condensed Consolidated Statements of Cash Flow for the Quarters Ended March 25, 2018 and March 26, 2017, (iv) the Unaudited Condensed Consolidated Statement of Equity for the Quarters Ended March 25, 2018 and March 26, 2017, and (v) the related Notes to the Unaudited Condensed Consolidated Interim Financial Statements, (vi) the Consolidated Balance Sheets as of December 31, 2017 and 2016, (vii) the Consolidated Statements of Operations and Comprehensive Income for the Years Ended December 31, 2017, 2016 and 2015, (viii) the Consolidated Statements of Cash Flows for the Years Ended December 31, 2017, 2016 and 2015, (ix) the Consolidated Statements of Partners' Equity for the Years Ended December 31, 2017, 2016 and

2015, and (x) the related Notes to the Consolidated Financial Statements.

* Previously filed.

** Filed herewith.

II-10

Table of Contents

Item 22. Undertakings.

(a) Each of the undersigned registrants hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
- (2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
- (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;
- (4) that, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, if the registrants are subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use; and

(b) that, for the purpose of determining liability of the registrants under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, each of the undersigned registrants undertakes that in a primary offering of securities of the undersigned registrants pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrants will be sellers to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (1) any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (2) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (3) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

II-11

Table of Contents

(4) any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(d) Each of the undersigned registrants hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this S-4, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(e) Each of the undersigned registrants hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Cedar Fair, L.P.

/s/ Brian C. Witherow

Name: Brian C. Witherow

Title: Executive Vice President and Chief
Financial Officer**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President and Chief Executive Officer	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Executive Vice President and Chief Financial Officer	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	
*	Executive Chairman and Director	May 15, 2018
Matthew A. Ouimet		
*		May 15, 2018
Eric L. Affeldt	Director	
*		May 15, 2018
Gina D. France	Director	

*		May 15, 2018
Daniel J. Hanrahan	Director	
*		May 15, 2018
Scott Olivet	Director	
*		May 15, 2018
Tom Klein	Director	
*		May 15, 2018
Debra Smithart-Oglesby	Director	

Table of Contents

Signature

Title

Date

*

May 15, 2018

John M. Scott III

Director

*

May 15, 2018

Lauri M. Shanahan

Director

*By: /s/ Brian C. Witherow
Name: Brian C. Witherow
Title: Attorney-in-Fact

II-14

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Canada s Wonderland Company

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Secretary and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Director	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Secretary and Chief Financial Officer	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	
*	Authorized U.S. Representative	May 15, 2018
Cedar Fair, L.P.		
By Richard A. Zimmerman		
President, Chief Executive Officer		

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

II-15

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Magnum Management Corporation

/s/ Brian C. Witherow

Name: Brian C. Witherow

Title: Treasurer, Chief Financial Officer and
Director, MMC**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no.1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Director, MMC	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Treasurer, Chief Financial Officer and Director, MMC	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	
*		May 15, 2018
Richard A. Zimmerman	Director, MMC	
/s/ Brian C. Witherow		May 15, 2018
Brian C. Witherow	Director, MMC	
*	Director, MMC	May 15, 2018

Tim V. Fisher

*

May 15, 2018

Duffield E. Milkie

Director, MMC

*By: /s/ Brian C. Witherow

Name: Brian C. Witherow

Title: Attorney-in-Fact

II-16

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Millennium Operations LLC

By: Magnum Management Corporation, its
Managing Member

/s/ Brian C. Witherow
Name: Brian C. Witherow
Title: Treasurer, Chief Financial Officer and
Director, MMC

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no.1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Director, MMC	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Executive Vice President and Chief Financial Officer	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
Name: Brian C. Witherow
Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Carowinds LLC

By: Millennium Operations LLC, its Sole Member

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President and Chief Executive Officer	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Executive Vice President and Chief Financial Officer	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Cedar Fair Southwest Inc.

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Treasurer, Chief Financial Officer and
 Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Director	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Treasurer, Chief Financial Officer and Director	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Cedar Point Park LLC

By: Millennium Operations LLC, its Sole Member

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President and Chief Executive Officer	May 15, 2018
Richard A. Zimmerman	Officer (Principal Executive Officer)	
/s/ Brian C. Witherow		May 15, 2018
Brian C. Witherow	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	
*		May 15, 2018
David R. Hoffman	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Dorney Park LLC

By: Millennium Operations LLC, its Sole Member

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President and Chief Executive Officer	May 15, 2018
Richard A. Zimmerman	Officer (Principal Executive Officer)	
/s/ Brian C. Witherow	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 15, 2018
Brian C. Witherow		
*	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 15, 2018
David R. Hoffman		

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Geauga Lake LLC

By: Millennium Operations LLC, its Sole Member

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President and Chief Executive Officer	May 15, 2018
Richard A. Zimmerman	Officer (Principal Executive Officer)	
/s/ Brian C. Witherow	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 15, 2018
Brian C. Witherow		
*	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 15, 2018
David R. Hoffman		

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Kings Dominion LLC

By: Millennium Operations LLC, its Sole Member

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President and Chief Executive Officer	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Executive Vice President and Chief Financial Officer	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Kings Island Company

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Treasurer, Chief Financial Officer and
 Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Director	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Treasurer, Chief Financial Officer and Director	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Kings Island Park LLC

By: Kings Island Company, its Sole Member

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Treasurer, Chief Financial Officer and Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President and Chief Executive	May 15, 2018
Richard A. Zimmerman	Officer (Principal Executive Officer)	
/s/ Brian C. Witherow		May 15, 2018
Brian C. Witherow	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	
*		May 15, 2018
David R. Hoffman	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Knott s Berry Farm LLC

By: Millennium Operations LLC, its Sole Member

/s/ Brian C. Witherow

Name: Brian C. Witherow

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President and Chief Executive Officer	May 15, 2018
Richard A. Zimmerman	Officer (Principal Executive Officer)	
/s/ Brian C. Witherow		May 15, 2018
Brian C. Witherow	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	
*		May 15, 2018
David R. Hoffman	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Michigan s Adventure, Inc.

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Treasurer, Chief Financial Officer and
 Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Director	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Treasurer, Chief Financial Officer and Director	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Michigan s Adventure Park LLC

By: Millennium Operations LLC, its Sole Member

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President and Chief Executive Officer	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Executive Vice President and Chief Financial Officer	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Valleyfair LLC

By: Millennium Operations LLC, its Sole Member

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President and Chief Executive Officer	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Executive Vice President and Chief Financial Officer	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Wonderland Company Inc.

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Treasurer, Chief Financial Officer and
 Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Director	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Treasurer, Chief Financial Officer and Director	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this amendment no. 1 to the registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Sandusky, State of Ohio, on this 15th day of May, 2018.

Worlds of Fun LLC

By: Millennium Operations LLC, its Sole Member

/s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President and Chief Executive Officer	May 15, 2018
Richard A. Zimmerman	(Principal Executive Officer)	
/s/ Brian C. Witherow	Executive Vice President and Chief Financial Officer	May 15, 2018
Brian C. Witherow	(Principal Financial Officer)	
*	Senior Vice President and Chief Accounting Officer	May 15, 2018
David R. Hoffman	(Principal Accounting Officer)	

*By: /s/ Brian C. Witherow
 Name: Brian C. Witherow
 Title: Attorney-in-Fact

