

CEDAR FAIR L P  
Form 10-Q  
November 07, 2013  
Table of Contents

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

FORM 10-Q  
(Mark One)

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

For the quarterly period ended September 29, 2013

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 1-9444

CEDAR FAIR, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of  
incorporation or organization)

One Cedar Point Drive, Sandusky, Ohio 44870-5259

(Address of principal executive offices) (Zip Code)

(419) 626-0830

(Registrant's telephone number, including area code)

34-1560655

(I.R.S. Employer

Identification No.)

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

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

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

Large accelerated filer  Accelerated filer

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

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

Title of Class

Units Representing

Limited Partner Interests

Units Outstanding As Of November 1, 2013

55,715,198

Table of Contents

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

Part I - Financial Information

Item 1.	<u>Financial Statements</u>	3-36
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	37-47
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	47-48
Item 4.	<u>Controls and Procedures</u>	48

Part II - Other Information

Item 1.	<u>Legal Proceedings</u>	48-49
Item 1A.	<u>Risk Factors</u>	49
Item 5.	<u>Other Information</u>	49
Item 6.	<u>Exhibits</u>	50
	<u>Signatures</u>	51
	<u>Index to Exhibits</u>	52

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Table of Contents

## PART I - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## CEDAR FAIR, L.P.

## UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

	9/29/2013	12/31/2012	9/30/2012 (As restated)
<b>ASSETS</b>			
Current Assets:			
Cash and cash equivalents	\$183,482	\$78,830	\$96,102
Receivables	42,534	18,192	29,357
Inventories	29,316	27,840	33,593
Current deferred tax asset	8,185	8,184	10,345
Income tax refundable	662	—	10,454
Other current assets	8,964	8,060	7,443
	273,143	141,106	187,294
Property and Equipment:			
Land	298,589	303,348	309,257
Land improvements	351,731	339,081	347,631
Buildings	584,066	584,854	581,513
Rides and equipment	1,506,895	1,450,231	1,490,289
Construction in progress	18,990	28,971	10,898
	2,760,271	2,706,485	2,739,588
Less accumulated depreciation	(1,245,597)	(1,162,213)	(1,183,589)
	1,514,674	1,544,272	1,555,999
Goodwill	241,936	246,221	247,663
Other Intangibles, net	40,025	40,652	40,865
Other Assets	31,269	47,614	50,171
	\$2,101,047	\$2,019,865	\$2,081,992
<b>LIABILITIES AND PARTNERS' EQUITY</b>			
Current Liabilities:			
Current maturities of long-term debt	\$6,300	\$—	\$—
Accounts payable	21,877	10,734	22,596
Deferred revenue	37,627	39,485	34,682
Accrued interest	10,253	15,512	7,012
Accrued taxes	39,393	17,813	52,404
Accrued salaries, wages and benefits	39,621	24,836	36,219
Self-insurance reserves	24,088	23,906	23,092
Other accrued liabilities	7,618	5,916	10,843
	186,777	138,202	186,848
Deferred Tax Liability	157,603	153,792	140,113
Derivative Liability	31,646	32,260	34,708
Other Liabilities	9,073	8,980	7,380
Long-Term Debt:			
Term debt	622,125	1,131,100	1,131,100
Notes	901,606	401,080	400,676
	1,523,731	1,532,180	1,531,776
Commitments and Contingencies (Note 10)			

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Partners' Equity:			
Special L.P. interests	5,290	5,290	5,290
General partner	2	1	1
Limited partners, 55,714, 55,618 and 55,519 units outstanding at September 29, 2013, December 31, 2012 and September 30, 2012, respectively	206,428	177,660	207,933
Accumulated other comprehensive loss	(19,503	) (28,500	) (32,057
	192,217	154,451	181,167
	\$2,101,047	\$2,019,865	\$2,081,992

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

Table of Contents

CEDAR FAIR, L.P.

## UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(In thousands, except per unit amounts)

	Three months ended		Nine months ended		Twelve months ended	
	9/29/2013	9/30/2012	9/29/2013	9/30/2012	9/29/2013	9/30/2012
Net revenues:		(As restated)		(As restated)		(As restated)
Admissions	\$339,655	\$319,607	\$562,214	\$533,143	\$641,140	\$624,030
Food, merchandise and games	180,408	171,336	316,940	305,203	353,951	347,374
Accommodations and other	72,013	62,502	116,341	100,903	129,609	112,690
	592,076	553,445	995,495	939,249	1,124,700	1,084,094
Costs and expenses:						
Cost of food, merchandise and games revenues	45,843	47,353	81,933	83,926	93,055	96,002
Operating expenses	170,394	163,311	388,335	380,832	458,906	460,125
Selling, general and administrative	58,727	52,993	125,533	115,488	148,356	145,788
Depreciation and amortization	57,495	60,223	108,313	112,211	122,408	127,191
Gain on sale of other assets	(8,743 )	—	(8,743 )	—	(15,368 )	—
Loss on impairment / retirement of fixed assets, net	1,637	25,000	2,266	24,230	8,372	34,509
	325,353	348,880	697,637	716,687	815,729	863,615
Operating income	266,723	204,565	297,858	222,562	308,971	220,479
Interest expense	25,529	26,863	77,153	83,902	103,870	116,437
Net effect of swaps	1,377	(175 )	8,315	(1,318 )	8,141	(10,930 )
Loss on early debt extinguishment	—	—	34,573	—	34,573	—
Unrealized/realized foreign currency (gain) loss	(8,615 )	(15,035 )	15,229	(13,926 )	20,157	(18,721 )
Other income	(17 )	(13 )	(126 )	(31 )	(163 )	(68 )
Income before taxes	248,449	192,925	162,714	153,935	142,393	133,761
Provision for taxes	58,025	51,912	34,026	41,754	24,030	27,858
Net income	190,424	141,013	128,688	112,181	118,363	105,903
Net income allocated to general partner	2	1	1	1	1	1
Net income allocated to limited partners	\$190,422	\$141,012	\$128,687			