

CEDAR FAIR L P
Form DFAN14A
January 10, 2011

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

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant / /
Filed by a Party other than the Registrant /X/

Check the appropriate box:

// Preliminary Proxy Statement
/ / **Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
/ / Definitive Proxy Statement
/X/ Definitive Additional Materials
/ / Soliciting Material Pursuant to Section 240.14a-12

CEDAR FAIR, L.P.

(Name of Registrant as Specified in Its Charter)

Q FUNDING III, L.P.
Q4 FUNDING, L.P.
PRUFROCK ONSHORE, L.P.
J ALFRED ONSHORE, LLC
STAR SPANGLED SPROCKETS, L.P.
EXCALIBUR DOMESTIC, LLC
GEOFFREY RAYNOR

(Name of Persons Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

/X/ No fee required.

/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:
 - // Fee paid previously with preliminary materials:
 - // Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

The following statements have been made to the press on behalf of Q Funding III, L.P. and Q4 Funding, L.P.:

"Fifty percent of all shares - it's a tremendous task."

"The funds' officers want sound corporate governance at Cedar Fair and believe the company needs an independent chairman who can hold the CEO accountable."

"The company has made a lot of mistakes, in our view. We think it's because there has been too much concentrated power at the top."

"We're not looking to run the company and we don't want to be accused of trying to run this company. By not being on the board, that argument is off the table."

An independent chairman "is especially important now because the company is in the midst of hiring a new CEO. We believe if Dick Kinzel remains Chairman, he will handpick a candidate to his personal liking and the board would just go along as it has done so many times in the past with many of his bad ideas. An independent chairman will examine the succession independently and not be biased. Additionally, this company may not attract the best candidate without an independent chairman given the current chairman's testy dispute with Jack Falfas, the previous No. 2 executive officer, over how his tenure came to an end."

"We have held numerous companies for a number of years. If we were truly short-term holders, we would have sold out when Dick tried to sell the company to Apollo for \$11.50. Instead, we chose to decline the 'take our money and run' approach and stick with this company because we knew what it could be worth in the long term. It appears to us that it is company management who wanted to sell out last fall, and they are the ones with the short-term focus."

"We believe the company can afford a \$1 distribution right now because the last time that the company had similar earnings in 2007, it was making a \$1.92 distribution. Even with a \$1 distribution, the company still would generate approximately \$50 million of free cash flow in a normalized environment that it could use to pay down debt."

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S 263 D \$ 697 1,798 I By Limited Partnership II Class A Common Stock (1)10/30/2007 S 895 D \$ 694.77 903 I By Limited Partnership II Class A Common Stock (1)10/30/2007 S 903 D \$ 695 0 I By Limited Partnership II Class A Common Stock (1) 66,062 I By Trust Class A Common Stock (1) 8,255 I By Limited Partnership I

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0					<u>(3)</u>	<u>(2)</u>	Class A Common Stock	6,081,288
Class B Common Stock	\$ 0					<u>(3)</u>	<u>(2)</u>	Class A Common Stock	1,926,162
Class B Common Stock	\$ 0					<u>(3)</u>	<u>(2)</u>	Class A Common Stock	274,092
Class B Common Stock	\$ 0					<u>(3)</u>	<u>(2)</u>	Class A Common Stock	1,194,309

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	CEO, Chairman of Exec. Comm.	

Signatures

/s/Rumit Kanakia as Attorney-in-Fact for Eric E.
Schmidt

10/31/2007

__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) Each share of Class A Common Stock issued upon conversion of one share of Class B Common Stock at election of reporting person.
- (2) There is no expiration date for the Issuer's Class B Common Stock.
- (3) All shares are exercisable as of the transaction date.

Remarks:

Related transactions effected by the Reporting Person on October 30, 2007 are reported on additional Forms 4 filed on October 30, 2007.

All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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