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DELTA REPORT

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FUN - CEDAR FAIR L P

10-Q - SEPTEMBER 24, 2023 COMPARED TO 10-Q - JUNE 25, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 680

█ CHANGES 246

█ DELETIONS 216

█ ADDITIONS 218

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 **June 25, 2023** **September 24, 2023**

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

34-1560655

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

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)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Depository Units (Representing Limited Partner Interests)	FUN	New York Stock Exchange

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 every Interactive Data File required to be submitted 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 such files). Yes No

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Title of Class	Units Outstanding as of July 28, 2023 October 27, 2023
Depository Units (Representing Limited Partner Interests)	51,064,657 51,015,226

Page 1 of **25** **27** pages

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

[Part I - Financial Information](#)

Item 1.	Financial Statements	3
	Index for Notes to Unaudited Condensed Consolidated Financial Statements	7
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	15
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	22
Item 4.	Controls and Procedures	23
		24
Part II - Other Information		
Item 1A.	Risk Factors	23
Item 2.	Unregistered Sales of Equity Securities, and Use of Proceeds, and Issuer Purchases of Equity Securities	24
Item 5.	Other Information	23
Item 6.	Exhibits	24
		26
Signatures		
		25
		27

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CEDAR FAIR, L.P.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

ASSETS	ASSETS	December 31,			September 24,			December 31,		September 25,	
		June 25, 2023	2022	June 26, 2022	2023	2022	2022	2022	2022	2022	2022
Current Assets:	Current Assets:										
Cash and cash equivalents	Cash and cash equivalents	\$ 49,179	\$ 101,189	\$ 124,929	Cash and cash equivalents	\$ 134,394	\$ 101,189	\$ 288,380			
Receivables	Receivables	99,985	70,926	101,449	Receivables	88,256	70,926	77,851			
Inventories	Inventories	65,852	45,297	56,608	Inventories	54,932	45,297	49,669			
Prepaid insurance	Prepaid insurance	6,866	12,570	6,077	Prepaid insurance	2,272	12,570	2,272			
Prepaid advertising		14,053	1,842	9,665							
Land held for sale		—	—	150,595							
Other current assets	Other current assets	26,644	11,935	27,052	Other current assets	25,454	13,777	20,776			
		262,579	243,759	476,375		305,308	243,759	438,948			
Property and Equipment:	Property and Equipment:				Property and Equipment:						
Land	Land	289,736	287,968	291,166	Land	287,353	287,968	287,839			
Land improvements	Land improvements	515,695	492,324	490,191	Land improvements	518,365	492,324	488,533			
Buildings	Buildings	979,495	930,850	913,699	Buildings	985,545	930,850	933,053			

Rides and equipment	Rides and equipment	2,105,773	2,030,640	2,025,153	Rides and equipment	2,111,057	2,030,640	2,022,168
Construction in progress	Construction in progress	45,797	75,377	44,637	Construction in progress	53,759	75,377	45,938
		3,936,496	3,817,159	3,764,846		3,956,079	3,817,159	3,777,531
Less accumulated depreciation	Less accumulated depreciation	(2,287,750)	(2,234,800)	(2,164,908)	Less accumulated depreciation	(2,342,275)	(2,234,800)	(2,215,840)
		1,648,746	1,582,359	1,599,938		1,613,804	1,582,359	1,561,691
Goodwill	Goodwill	264,744	263,206	265,988	Goodwill	263,557	263,206	263,094
Other Intangibles, net	Other Intangibles, net	49,206	48,950	49,702	Other Intangibles, net	48,883	48,950	48,979
Right-of-Use Asset	Right-of-Use Asset	87,708	92,966	17,818	Right-of-Use Asset	84,799	92,966	96,809
Other Assets	Other Assets	3,435	4,657	7,176	Other Assets	2,252	4,657	4,935
		\$ 2,316,418	\$ 2,235,897	\$ 2,416,997		\$ 2,318,603	\$ 2,235,897	\$ 2,414,456
LIABILITIES AND PARTNERS' EQUITY	LIABILITIES AND PARTNERS' EQUITY				LIABILITIES AND PARTNERS' EQUITY			
Current Liabilities:	Current Liabilities:				Current Liabilities:			
Accounts payable	Accounts payable	\$ 79,339	\$ 54,983	\$ 80,948	Accounts payable	\$ 56,145	\$ 54,983	\$ 63,272
Deferred revenue	Deferred revenue	273,737	162,711	297,930	Deferred revenue	186,175	162,711	170,905
Accrued interest	Accrued interest	30,712	32,173	31,374	Accrued interest	49,268	32,173	49,316
Accrued taxes	Accrued taxes	16,581	35,329	17,734	Accrued taxes	44,867	35,329	58,710
Accrued salaries, wages and benefits	Accrued salaries, wages and benefits	24,290	53,332	30,358	Accrued salaries, wages and benefits	38,167	53,332	56,682
Self-insurance reserves	Self-insurance reserves	27,708	27,766	24,662	Self-insurance reserves	29,176	27,766	27,121
Other accrued liabilities	Other accrued liabilities	43,814	30,678	26,388	Other accrued liabilities	42,659	30,678	35,426
		496,181	396,972	509,394		446,457	396,972	461,432
Deferred Tax Liability	Deferred Tax Liability	66,842	69,412	62,956	Deferred Tax Liability	66,167	69,412	55,540
Lease Liability	Lease Liability	77,679	81,757	14,548	Lease Liability	74,957	81,757	84,749
Other Liabilities	Other Liabilities	10,788	11,203	9,847	Other Liabilities	23,830	11,203	18,032
Long-Term Debt:	Long-Term Debt:				Long-Term Debt:			
Revolving credit loans		157,000	—	90,000				
Term debt		—	—	190,920				
Notes	Notes	2,270,586	2,268,155	2,265,114	Notes	2,272,961	2,268,155	2,265,490
		2,427,586	2,268,155	2,546,034		2,272,961	2,268,155	2,265,490
Partners' Deficit	Partners' Deficit				Partners' Deficit			
Special L.P. interests	Special L.P. interests	5,290	5,290	5,290	Special L.P. interests	5,290	5,290	5,290
General partner	General partner	(8)	(4)	(7)	General partner	(6)	(4)	(4)
Limited partners, 51,330, 52,563 and 57,040 units outstanding as of June 25, 2023, December 31, 2022 and June 26, 2022, respectively		(782,377)	(612,497)	(745,680)	Limited partners, 51,017, 52,563 and 55,571 units outstanding as of September 24, 2023, December 31, 2022 and September 25, 2022, respectively	(586,074)	(612,497)	(492,526)
Limited partners, 51,017, 52,563 and 55,571 units outstanding as of September 24, 2023, December 31, 2022 and September 25, 2022, respectively								

Accumulated other comprehensive income	Accumulated other comprehensive income	14,437	15,609	14,615	Accumulated other comprehensive income	15,021	15,609	16,453
		(762,658)	(591,602)	(725,782)		(565,769)	(591,602)	(470,787)
		\$ 2,316,418	\$ 2,235,897	\$ 2,416,997		\$ 2,318,603	\$ 2,235,897	\$ 2,414,456

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

CEDAR FAIR, L.P.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(In thousands, except per unit amounts)											
		Three months ended		Six months ended		Three months ended		Nine months ended			
		June 25, 2023		June 26, 2022		June 25, 2023		June 26, 2022		September 24, 2023	
		Net revenues:	Net revenues:	Net revenues:	Net revenues:	Net revenues:	Net revenues:	Net revenues:	Net revenues:	Net revenues:	Net revenues:
Net revenues:	Admissions	Admissions	\$ 242,549	\$ 253,494	\$ 282,078	\$ 302,930	Admissions	\$ 417,923	\$ 425,616	\$ 700,001	\$ 728,546
Food, merchandise and games	Food, merchandise and games	179,664	177,153	211,728	213,868	Food, merchandise and games	281,546	272,940	493,274	486,808	
Accommodations, extra-charge products and other	Accommodations, extra-charge products and other	78,769	78,844	91,730	91,528	Accommodations, extra-charge products and other	142,540	144,507	234,270	236,035	
		500,982	509,491	585,536	608,326		842,009	843,063	1,427,545	1,451,389	
Costs and expenses:	Costs and expenses:	Costs and expenses:									
Cost of food, merchandise, and games revenues	Cost of food, merchandise, and games revenues	48,632	49,162	59,013	59,986	Cost of food, merchandise, and games revenues	70,072	73,072	129,085	133,058	
Operating expenses	Operating expenses	236,410	232,421	369,750	352,271	Operating expenses	301,473	323,441	671,223	675,712	
Selling, general and administrative	Selling, general and administrative	67,048	65,601	113,513	106,387	Selling, general and administrative	95,885	88,160	209,398	194,547	
Depreciation and amortization	Depreciation and amortization	48,094	49,037	61,775	58,636	Depreciation and amortization	65,936	67,805	127,711	126,441	
Loss on impairment / retirement of fixed assets, net	Loss on impairment / retirement of fixed assets, net	7,125	1,199	10,761	2,747	Loss on impairment / retirement of fixed assets, net	2,018	3,632	12,779	6,379	
Gain on sale of land		535,384	400,859	1,150,196	980,886	Gain on sale of land	—	(155,251)	—	(155,251)	
		407,309	397,420	614,812	580,027						
Operating income (loss)	Operating income (loss)	93,673	112,071	(29,276)	28,299	Operating income	306,625	442,204	277,349	470,503	
Operating income	Interest expense	37,366	40,214	69,495	78,337	Interest expense	36,125	37,049	105,620	115,386	
Net effect of swaps	Net effect of swaps	—	(7,739)	—	(21,941)	Net effect of swaps	—	(3,700)	—	(25,641)	
Loss on early debt extinguishment						Loss on early debt extinguishment	—	1,810	—	1,810	
Loss (gain) on foreign currency						Loss (gain) on foreign currency	5,071	14,376	(1,613)	24,236	
Other income						Other income	(738)	(1,532)	(1,416)	(1,975)	
Income before taxes						Income before taxes	266,167	394,201	174,758	356,687	

Provision for taxes		Provision for taxes	50,673	61,151	40,246	61,374
Net income		Net income	215,494	333,050	134,512	295,313
Net income allocated to general partner		Net income allocated to general partner	2	3	1	3
Net income allocated to limited partners		Net income allocated to limited partners	\$ 215,492	\$ 333,047	\$ 134,511	\$ 295,310
(Gain) loss on foreign currency	(10,683)	9,845	(6,684)	9,860		
Other income	(237)	(394)	(678)	(443)		
Income (loss) before taxes	67,227	70,145	(91,409)	(37,514)		
Provision (benefit) for taxes	13,663	19,373	(10,427)	223		
Net income (loss)	53,564	50,772	(80,982)	(37,737)		
Net income (loss) allocated to general partner	—	1	(1)	—		
Net income (loss) allocated to limited partners	\$ 53,564	\$ 50,771	\$ (80,981)	\$ (37,737)		
Net income (loss)	\$ 53,564	\$ 50,772	\$ (80,982)	\$ (37,737)		
Other comprehensive (loss) income, (net of tax):						
Net income		Net income	\$ 215,494	\$ 333,050	\$ 134,512	\$ 295,313
Other comprehensive income (loss), (net of tax):		Other comprehensive income (loss), (net of tax):				
Foreign currency translation	Foreign currency translation	Foreign currency translation	584	1,838	(588)	7,510
Other comprehensive (loss) income, (net of tax)	(2,295)	2,819	(1,172)	5,672		
Total comprehensive income (loss)	\$ 51,269	\$ 53,591	\$ (82,154)	\$ (32,065)		
Basic income (loss) per limited partner unit:						
Other comprehensive income (loss), (net of tax)		Other comprehensive income (loss), (net of tax)	584	1,838	(588)	7,510
Total comprehensive income		Total comprehensive income	\$ 216,078	\$ 334,888	\$ 133,924	\$ 302,823
Basic income per limited partner unit:		Basic income per limited partner unit:				
Weighted average limited partner units outstanding	Weighted average limited partner units outstanding	Weighted average limited partner units outstanding	50,668	56,384	51,064	56,606
Net income (loss) per limited partner unit	\$ 1.05	\$ 0.89	\$ (1.58)	\$ (0.67)		
Diluted income (loss) per limited partner unit:						
Net income per limited partner unit		Net income per limited partner unit	\$ 4.25	\$ 5.91	\$ 2.63	\$ 5.22
Diluted income per limited partner unit:		Diluted income per limited partner unit:				
Weighted average limited partner units outstanding	Weighted average limited partner units outstanding	Weighted average limited partner units outstanding	51,150	56,796	51,587	57,055
Net income (loss) per limited partner unit	\$ 1.04	\$ 0.89	\$ (1.58)	\$ (0.67)		
Net income per limited partner unit		Net income per limited partner unit	\$ 4.21	\$ 5.86	\$ 2.61	\$ 5.18

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

CEDAR FAIR, L.P.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PARTNERS' DEFICIT
(In thousands, except per unit amounts)

		Limited						Accumulated						Limited						Accumulated										
		Partnership	Limited	General	Special	Other	Total	Partners'	For the three	Partnership	Limited	General	Special	Other	Total	Partners'	For the three	Partners'	Partners'	General	Special	Other	Total	Partners'	months ended					
For the three	For the three	Units	Partners'	Partners'	L.P.	Comprehensive	Partners'	months ended	Units	Partners'	Partners'	L.P.	Comprehensive	Partners'	months ended	Outstanding	Deficit	Deficit	Interests	Income	Deficit	Deficit	Interests	Income	Deficit	Partners'	Deficit			
Balance as of March 27, 2022		57,042	\$ (804,659)	\$ (8)	\$ 5,290	\$ 11,796	\$ (787,581)																							
Net income		—	50,771	1	—	—	50,772																							
Limited partnership units related to equity-based compensation		(2)	8,218	—	—	—	8,218																							
Tax effect of units involved in treasury unit transactions		—	(10)	—	—	—	(10)																							
Foreign currency translation adjustment, net of tax \$982		—	—	—	—	2,819	2,819																							
Balance as of June 26, 2022	Balance as of June 26, 2022	57,040	\$ (745,680)	\$ (7)	\$ 5,290	\$ 14,615	\$ (725,782)	Balance as of June 26, 2022		57,040	\$ (745,680)	\$ (7)	\$ 5,290	\$ 14,615	\$ (725,782)															
Balance as of March 26, 2023		51,502	\$ (815,254)	\$ (8)	\$ 5,290	\$ 16,732	\$ (793,240)																							
Net income	Net income	—	53,564	—	—	—	53,564	Net income	—	333,047	3	—	—	—	333,050															
Repurchase of limited partnership units	Repurchase of limited partnership units	(174)	(7,850)	—	—	—	(7,850)	Repurchase of limited partnership units	(1,523)	(65,958)	—	—	—	—	(65,958)															
Partnership distribution declared (\$0.300 per unit)	Partnership distribution declared (\$0.300 per unit)	—	(15,402)	—	—	—	(15,402)	Partnership distribution declared (\$0.300 per unit)	—	(17,130)	—	—	—	—	(17,130)															
Limited partnership units related to equity-based compensation	Limited partnership units related to equity-based compensation	2	2,567	—	—	—	2,567	Limited partnership units related to equity-based compensation	54	3,196	—	—	—	—	3,196															
Tax effect of units involved in treasury unit transactions	Tax effect of units involved in treasury unit transactions	—	(2)	—	—	—	(2)	Tax effect of units involved in treasury unit transactions	—	(1)	—	—	—	—	(1)															
Foreign currency translation adjustment, net of tax \$(1,231)	Foreign currency translation adjustment, net of tax \$(1,231)	—	—	—	—	(2,295)	(2,295)	Foreign currency translation adjustment, net of tax \$1,609	—	—	—	—	—	—	1,838	1,838														
Foreign currency translation adjustment, net of tax \$1,609								Foreign currency translation adjustment, net of tax \$1,609																						
Balance as of September 25, 2022								Balance as of September 25, 2022		55,571	\$ (492,526)	\$ (4)	\$ 5,290	\$ 16,453	\$ (470,787)															
Balance as of June 25, 2023	Balance as of June 25, 2023	51,330	\$ (782,377)	\$ (8)	\$ 5,290	\$ 14,437	\$ (762,658)	Balance as of June 25, 2023		51,330	\$ (782,377)	\$ (8)	\$ 5,290	\$ 14,437	\$ (762,658)															
Net income								Net income	—	215,492	2	—	—	—	215,494															

Repurchase of limited partnership units		Repurchase of limited partnership units	(315)	(12,038)	—	—	—	(12,038)
Partnership distribution declared (\$0.300 per unit)		Partnership distribution declared (\$0.300 per unit)	—	(15,305)	—	—	—	(15,305)
Limited partnership units related to equity-based compensation		Limited partnership units related to equity-based compensation	2	8,154	—	—	—	8,154
	Limited							
	Partnership Units	Limited Partners'	General Partner's	Special L.P.	Other Comprehensive	Total Partners'		
For the six months ended	Outstanding	Deficit	Deficit	Interests	Income	Deficit		
Balance as of December 31,								
2021	56,854	\$ (712,714)	\$ (7)	\$ 5,290	\$ 8,943	\$ (698,488)		
Net loss	—	(37,737)	—	—	—	(37,737)		
Foreign currency translation adjustment, net of tax \$637					Foreign currency translation adjustment, net of tax \$637	—	—	584
Balance as of September 24, 2023								
	2023	51,017	\$ (586,074)	\$ (6)	\$ 5,290	\$ 15,021	\$ (565,769)	
	Limited							
	Partnership Units	Limited Partners'	General Partner's	Special L.P.	Other Comprehensive	Total Partners'		
For the nine months ended	Outstanding	Deficit	Deficit	Interests	Income	Deficit		
Balance as of December 31, 2021								
Net income	—	295,310	3	—	—	295,313		
Repurchase of limited partnership units								
Partnership distribution declared (\$0.300 per unit)		(1,523)	(65,958)	—	—	—	(65,958)	
Limited partnership units related to equity-based compensation	186	6,760	—	—	—	6,760	Limited partnership units related to equity-based compensation	240
Tax effect of units involved in treasury unit transactions	—	(1,989)	—	—	—	(1,989)	Tax effect of units involved in treasury unit transactions	9,956
Foreign currency translation adjustment, net of tax \$557	—	—	—	—	5,672	5,672	—	—
								(1,990)

Foreign currency translation adjustment, net of tax \$2,166		Foreign currency translation adjustment, net of tax \$2,166	—	—	—	—	7,510	7,510
Balance as of June 26, 2022	57,040	\$ (745,680)	\$ (7)	\$ 5,290	\$ 14,615	\$ (725,782)		
Balance as of September 25, 2022							Balance as of September 25, 2022	55,571 \$ (492,526) \$ (4) \$ 5,290 \$ 16,453 \$ (470,787)
Balance as of December 31, 2022	Balance as of December 31, 2022						Balance as of December 31, 2022	52,563 \$ (612,497) \$ (4) \$ 5,290 \$ 15,609 \$ (591,602)
Net loss	—	(80,981)	(1)	—	—	(80,982)	Net income	— 134,511 1 — — 134,512
Net income							Repurchase of limited partnership units	Repurchase of limited partnership units
Repurchase of limited partnership units	Repurchase of limited partnership units	(1,420)	(62,496)	(3)	—	(62,499)	(1,735)	(74,534) (3) — — (74,537)
Partnership distribution declared (\$0.600 per unit)	—	(30,970)	—	—	—	(30,970)	Partnership distribution declared (\$0.900 per unit)	— (46,275) — — — (46,275)
Partnership distribution declared (\$0.900 per unit)	Limited partnership units related to equity-based compensation	187	4,822	—	—	4,822	Limited partnership units related to equity-based compensation	189 12,976 — — — 12,976
Tax effect of units involved in treasury unit transactions	Tax effect of units involved in treasury unit transactions	—	(255)	—	—	(255)	Tax effect of units involved in treasury unit transactions	— (255) — — — (255)
Foreign currency translation adjustment, net of tax \$(575)	—	—	—	—	(1,172)	(1,172)	Foreign currency translation adjustment, net of tax \$62	— — — — — (588) (588)
Foreign currency translation adjustment, net of tax \$62								
Balance as of June 25, 2023	51,330	\$ (782,377)	\$ (8)	\$ 5,290	\$ 14,437	\$ (762,658)		
Balance as of September 24, 2023							Balance as of September 24, 2023	51,017 \$ (586,074) \$ (6) \$ 5,290 \$ 15,021 \$ (565,769)

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

CEDAR FAIR, L.P.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (In thousands)

CASH FLOWS FROM OPERATING ACTIVITIES	CASH FLOWS FROM OPERATING ACTIVITIES	Six months ended		Nine months ended	
		June 25, 2023		June 26, 2022	
Net loss		\$ (80,982)	\$ (37,737)		
Adjustments to reconcile net loss to net cash from operating activities:					

Net income		Net income	\$ 134,512	\$ 295,313
Adjustments to reconcile net income to net cash from operating activities:		Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	Depreciation and amortization	61,775	58,636	127,711 126,441
Loss on early debt extinguishment			Loss on early debt extinguishment	— 1,810
Non-cash foreign currency (gain) loss on USD notes	Non-cash foreign currency (gain) loss on USD notes	(6,822)	9,767	Non-cash foreign currency (gain) loss on USD notes (1,950) 23,870
Non-cash equity based compensation expense	Non-cash equity based compensation expense	7,620	11,883	Non-cash equity based compensation expense 15,841 15,087
Non-cash deferred income tax benefit	Non-cash deferred income tax benefit	(3,195)	(2,732)	Non-cash deferred income tax benefit (3,245) (7,984)
Net effect of swaps	Net effect of swaps	—	(21,941)	Net effect of swaps — (25,641)
Gain on sale of land before cash closing costs			Gain on sale of land before cash closing costs	— (159,405)
Other non-cash expenses	Other non-cash expenses	11,741	7,778	Other non-cash expenses 16,442 13,658
Changes in assets and liabilities:			Changes in assets and liabilities:	
(Increase) decrease in receivables	(Increase) decrease in receivables	(28,873)	(39,442)	(Increase) decrease in receivables (17,287) (16,137)
(Increase) decrease in inventories	(Increase) decrease in inventories	(20,455)	(24,573)	(Increase) decrease in inventories (9,615) (17,766)
(Increase) decrease in tax receivable/payable	(Increase) decrease in tax receivable/payable	(20,902)	90,123	(Increase) decrease in tax receivable/payable 8,682 133,503
(Increase) decrease in other assets	(Increase) decrease in other assets	(16,413)	(16,245)	(Increase) decrease in other assets 4,049 7,684
Increase (decrease) in accounts payable	Increase (decrease) in accounts payable	17,642	19,722	Increase (decrease) in accounts payable 4,559 2,616
Increase (decrease) in deferred revenue	Increase (decrease) in deferred revenue	109,482	109,627	Increase (decrease) in deferred revenue 35,359 (8,442)
Increase (decrease) in accrued interest	Increase (decrease) in accrued interest	(1,461)	(637)	Increase (decrease) in accrued interest 17,095 17,305
Increase (decrease) in accrued salaries, wages and benefits	Increase (decrease) in accrued salaries, wages and benefits	(29,114)	(23,428)	Increase (decrease) in accrued salaries, wages and benefits (15,184) 3,084
Increase (decrease) in other liabilities	Increase (decrease) in other liabilities	13,092	5,447	Increase (decrease) in other liabilities 13,049 7,437
Net cash from operating activities	Net cash from operating activities	13,135	146,248	Net cash from operating activities 330,018 412,433
CASH FLOWS FOR INVESTING ACTIVITIES				
CASH FLOWS (FOR) FROM INVESTING ACTIVITIES				
Capital expenditures	Capital expenditures	(124,494)	(95,790)	Capital expenditures (169,579) (138,046)
Proceeds from sale of land			Proceeds from sale of land —	310,000
Net cash (for) from investing activities			Net cash (for) from investing activities (169,579)	171,954
CASH FLOWS FOR FINANCING ACTIVITIES				
Net cash for investing activities		(124,494)	(95,790)	
CASH FLOWS FROM FINANCING ACTIVITIES				
Net borrowings on revolving credit loans		157,000	90,000	
Term debt payments	Term debt payments	—	(69,000)	Term debt payments — (264,250)

Repurchase of limited partnership units	Repurchase of limited partnership units	(62,499)	—	Repurchase of limited partnership units	(74,537)	(63,933)
Distributions paid to partners	Distributions paid to partners	(30,970)	—	Distributions paid to partners	(46,275)	(17,130)
Payment of debt issuance costs	Payment of debt issuance costs	(2,526)	—	Payment of debt issuance costs	(2,643)	—
Payments related to tax withholding for equity compensation	Payments related to tax withholding for equity compensation	(2,798)	(5,126)	Payments related to tax withholding for equity compensation	(2,865)	(5,131)
Other	Other	(255)	(1,987)	Other	(255)	(1,990)
Net cash from financing activities		57,952	13,887	Net cash for financing activities		
Net cash for financing activities				Net cash for financing activities	(126,575)	(352,434)
EFFECT OF EXCHANGE RATE	EFFECT OF EXCHANGE RATE			EFFECT OF EXCHANGE RATE		
CHANGES ON CASH AND CASH EQUIVALENTS	CHANGES ON CASH AND CASH EQUIVALENTS			CHANGES ON CASH AND CASH EQUIVALENTS		
CASH AND CASH EQUIVALENTS	CASH AND CASH EQUIVALENTS	1,397	(535)	CASH AND CASH EQUIVALENTS	(659)	(4,692)
Net (decrease) increase for the period		(52,010)	63,810	Net increase for the period	33,205	227,261
Net increase for the period				Balance, beginning of period	101,189	61,119
Balance, beginning of period	Balance, beginning of period	101,189	61,119	Balance, end of period	\$ 134,394	\$ 288,380
Balance, end of period	Balance, end of period	\$ 49,179	\$ 124,929	SUPPLEMENTAL INFORMATION		
SUPPLEMENTAL INFORMATION	SUPPLEMENTAL INFORMATION			SUPPLEMENTAL INFORMATION		
Cash payments for interest		\$ 69,345	\$ 74,345	Cash payments for interest	\$ 84,094	\$ 85,967
Net cash payments for interest				Interest capitalized	3,017	2,132
Interest capitalized	Interest capitalized	3,347	1,468	Net cash payments (refunds) for income taxes	16,763	(78,931)
Net cash payments (refunds) for income taxes	Net cash payments (refunds) for income taxes	16,763	(78,931)	Capital expenditures in accounts payable	21,041	14,715
Capital expenditures in accounts payable	Capital expenditures in accounts payable	21,041	14,715	Capital expenditures in accounts payable	11,545	12,016

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

CEDAR FAIR, L.P.
INDEX FOR NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1	Significant Accounting Policies	8
Note 2	Interim Reporting	8
Note 3	Revenue Recognition	8
Note 4	Long-Lived Assets	9
Note 5	Goodwill and Other Intangible Assets	10
Note 6	Long-Term Debt	11
Note 7	Derivative Financial Instruments	12
Note 8	Fair Value Measurements	13
Note 9	Income (Loss) per Unit	13
Note 10	Income and Partnership Taxes	14
Note 11	Partners' Equity	14
Note 11	Subsequent Event	14

CEDAR FAIR, L.P.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited condensed consolidated financial statements have been prepared from the financial records of Cedar Fair, L.P. (the "Partnership," "we," "us," or "our") without audit and reflect all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary to fairly present the results of the interim periods covered in this report. Due to the seasonal nature of our amusement and water park operations, the results for any interim period may not be indicative of the results expected for the full fiscal year.

(1) Significant Accounting Policies:

Significant Accounting Policies

Our unaudited condensed consolidated financial statements included in this Form 10-Q report have been prepared in accordance with the accounting policies described in the Notes to Consolidated Financial Statements for the year ended December 31, 2022, which were included in the Form 10-K filed on February 17, 2023. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (the "Commission"). These financial statements should be read in conjunction with the financial statements and the notes included in the Form 10-K referred to above.

(2) Interim Reporting:

We are one of the largest regional amusement park operators in the world with 13 properties in our portfolio consisting of amusement parks, water parks and complementary resort facilities. Our parks operate seasonally except for Knott's Berry Farm, which is open daily on a year-round basis. Our seasonal parks are generally open daily from Memorial Day until Labor Day. Outside of daily operations, our seasonal parks are open during select weekends, including at most properties in the fourth quarter for Halloween and winter events. As a result, a substantial portion of our revenues from these seasonal parks are generated from Memorial Day through Labor Day with the major portion concentrated during the peak vacation months of July and August.

To assure that these highly seasonal operations will not result in misleading comparisons of current and subsequent interim periods, we have adopted the following accounting procedures: (a) revenues from multi-use products are recognized over the estimated number of uses expected for each type of product; and the estimated number of uses is reviewed and may be updated periodically during the operating season prior to the ticket or product expiration, which generally occurs no later than the close of the operating season associated with each product; (b) depreciation, certain advertising and certain seasonal operating costs are expensed over each park's operating season, including some costs incurred prior to the season, which are deferred and amortized over the season; and (c) all other costs are expensed as incurred or ratably over the entire year. For those operating costs that are expensed over each park's operating season, we recognize expense over each park's planned operating days.

(3) Revenue Recognition:

As disclosed within the unaudited condensed consolidated statements of operations and comprehensive income, (loss), revenues are generated from sales of (1) admission to our amusement parks and water parks, (2) food, merchandise and games both inside and outside the parks, and (3) accommodations, extra-charge products, and other revenue sources. Admission revenues include amounts paid to gain admission into our parks, including parking fees. Revenues related to extra-charge products, including premium benefit offerings such as front-of-line products, and online transaction fees charged to customers are included in "Accommodations, extra-charge products and other".

The following table presents net revenues disaggregated by revenues generated within the parks and revenues generated from out-of-park operations less amounts remitted to outside parties under concessionaire arrangements for the periods presented.

(In thousands)	(In thousands)	Three months ended		Six months ended		(In thousands)	Three months ended		Nine months ended		
		June 25, 2023	June 26, 2022	June 25, 2023	June 26, 2022		September 24, 2023	September 25, 2022	September 24, 2023	September 25, 2022	
		In-park revenues	In-park revenues	\$ 454,551	\$ 466,987	\$ 522,854	\$ 552,523	In-park revenues	\$ 766,503	\$ 770,428	\$ 1,289,357
Out-of-park revenues	Out-of-park revenues	62,483	59,622	81,708	76,114	Out-of-park revenues	99,024	97,302	180,732	173,416	
Concessionaire remittance	Concessionaire remittance	(16,052)	(17,118)	(19,026)	(20,311)	Concessionaire remittance	(23,518)	(24,667)	(42,544)	(44,977)	
Net revenues	Net revenues	\$ 500,982	\$ 509,491	\$ 585,536	\$ 608,326	Net revenues	\$ 842,009	\$ 843,063	\$ 1,427,545	\$ 1,451,389	

Due to our highly seasonal operations, a substantial portion of our revenues are generated from Memorial Day through Labor Day. Most revenues are recognized on a daily basis based on actual guest spend at our properties. Revenues from multi-use products, including season-long products for admission, dining, beverage and other products, are recognized over the estimated number of uses expected for each type of product. The estimated number of uses is reviewed and may be updated periodically during the operating season prior to the ticket or product expiration, which generally occurs no later than the close of the operating season associated with that product. The number of uses is estimated based on historical usage adjusted for current period trends. For any bundled products that include multiple performance obligations, revenue is allocated using the retail price of each distinct performance obligation and any inherent discounts are allocated based on the gross margin and expected redemption of each performance obligation. We do not typically provide for refunds or returns.

Many products, including season-long products, are sold to customers in advance, resulting in a contract liability ("deferred revenue"). Deferred revenue is typically at its highest immediately prior to the peak summer season, and at its lowest at the beginning of the calendar year following the close of our parks' operating seasons. Season-long products represent most of the deferred revenue balance in any given period.

Due to the effects of the COVID-19 pandemic and to ensure our passholders received a full season of access, Knott's Berry Farm offered a day-for-day extension of the validity of its 2020 and 2021 season-long products into calendar year 2022 for every day the park was closed in 2021. The extension for the 2020 and 2021 season-long products at Knott's Berry Farm concluded and all related revenue was recognized by the end of the second quarter of 2022. Canada's Wonderland also extended the validity of its 2020 and 2021 season-long products into calendar year 2022, specifically through Labour Day, or September 5, 2022. All Canada's Wonderland 2020 and 2021 season-long product revenue was recognized by the end of the third quarter of 2022. In order to calculate revenue recognized on these extended season-long products, management made significant estimates regarding the estimated number of uses expected for these season-long products for admission, dining, beverage and other products, including during interim periods.

Of the \$162.7 million of current deferred revenue recorded as of January 1, 2023, 89% was related to season-long products. The remainder was related to deferred online transaction fees charged to customers, advanced resort reservations, advanced ticket sales, prepaid games cards, marina deposits and other deferred revenue. Approximately \$64 million \$131 million of the current deferred revenue balance as of January 1, 2023 was recognized during the **six nine** months ended **June 25, 2023 September 24, 2023**.

Most deferred revenue is classified as current within the balance sheet. However, a portion of deferred revenue is typically classified as non-current during the third quarter related to season-long products sold in the current season for use in the subsequent season. Season-long products are typically sold beginning in August of the year preceding the operating season. Season-long products may subsequently be recognized 12 to 16 months after purchase depending on the date of sale. We estimate the number of uses expected outside of the next twelve months for each type of product and classify the related deferred revenue as non-current within "Other Liabilities" in the unaudited condensed consolidated balance sheets. As of **June 25, 2023 September 24, 2023** and **June 26, 2022 September 25, 2022**, we had recorded **\$9.0 million \$22.0 million** and **\$8.7 million \$16.8 million** of non-current deferred revenue, respectively. Of the non-current deferred revenue balances, \$13.6 million and \$8.5 million as of September 24, 2023 and September 25, 2022, respectively, which largely related to the non-current portion of season-long products purchased for the subsequent operating season. The remaining non-current deferred revenue balances in both periods represented prepaid lease payments for a portion of the California's Great America parking lot. The prepaid lease payments are being recognized through 2027 following the sale of the land under California's Great America; see [Note 4](#). Prior to the sale, the prepaid lease payments were being recognized through 2039.

Payment is due immediately on the transaction date for most products. Our receivable balance includes outstanding amounts on installment purchase plans which are offered for season-long products, and includes sales to retailers, group sales and catering activities which are billed. Installment purchase plans vary in length from three monthly installments to 12 monthly installments. Payment terms for billings are typically net 30 days. Receivables in a typical operating year are highest in the peak summer months and lowest in the winter months. We are not exposed to a significant concentration of customer credit risk. As of **June 25, 2023 September 24, 2023**, December 31, 2022 and **June 26, 2022 September 25, 2022**, we recorded a **\$12.5 million \$18.3 million**, **\$5.8 million \$13.6 million** **\$19.7 million** allowance for doubtful accounts, respectively, representing estimated defaults on installment purchase plans. The default estimate is calculated using historical default rates adjusted for current period trends. The allowance for doubtful accounts is recorded as a reduction of deferred revenue to the extent revenue has not been recognized on the corresponding season-long products.

(4) Long-Lived Assets:

Long-lived assets are reviewed for impairment upon the occurrence of events or changes in circumstances that would indicate that the carrying value of the assets may not be recoverable. In order to determine if an asset has been impaired, assets are grouped and tested at the lowest level for which identifiable, independent cash flows are available. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include, among others: a significant decrease in the market price of a long-lived asset; a significant adverse change in the extent or manner in which a long-lived asset is being used or in its physical condition; a significant adverse change in legal factors or in the business climate; an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset; past, current or future operating or cash flow losses that demonstrate continuing losses associated with the use of a long-lived asset; and a current expectation that a long-lived asset will be sold or disposed significantly before the end of its previously estimated useful life. Any adverse change in these factors could have a significant impact on the recoverability of these assets and could have a material impact on the unaudited condensed consolidated financial statements. We concluded no indicators of impairment existed during the first **six nine** months of 2023. We based our conclusions on our financial performance projections, as well as an updated analysis of macroeconomic and industry-specific conditions.

Following the second quarter of 2022 and on **On** June 27, 2022, the Partnership sold the land at California's Great America for a cash purchase price of \$310 million, subject to customary prorations, which resulted in a \$155.3 million gain recorded, net of transaction costs, within "Gain on sale of assets" **Land** in the unaudited condensed consolidated statement of operations and comprehensive income during the third quarter of 2022. Concurrently with the sale, we entered into a lease contract that allows us to operate the park during a six-year term, see below. As a result, we changed the estimated useful lives of the remaining property and equipment at California's Great America to an approximate 5.5-year period, or through December 31, 2027. We expect this to result in an approximate \$8 million increase in annual depreciation expense over the 5.5-year period. We may dispose of the remaining property and equipment at California's Great America significantly before the end of their previously estimated useful lives if the assets are not sold to a third party or transferred for an alternate use. As a result, we tested the long-lived assets at California's Great America for impairment during the second quarter of 2022, which resulted in no impairment. The fair value of the long-lived assets was determined using a replacement cost approach. There were no other indicators of impairment during the first **six nine** months of 2022. As of **June 26, 2022**, we classified the land at California's Great America totaling \$150.6 million as held for sale within the unaudited condensed consolidated balance sheet.

Under the lease contract entered into in connection with selling the land at California's Great America, we can continue to operate the park during a six-year term, and we have an option to extend the term for an additional five years. The lease is subject to early termination by the buyer with at least two years' prior notice. Upon termination of the lease, we will close existing park operations and remove the rides and attractions from the land. The annual base rent under the lease initially was \$12.2 million and will increase by 2.5% per year. Upon commencement of the lease, we recognized a right-of-use asset and lease liability equal to the annual base rent for the initial six-year term and estimated lease payments totaling \$12.8 million to dismantle and remove rides and attractions upon termination of the lease. The discount rate used to determine the present value of the future lease payments was our incremental borrowing rate.

(5) Goodwill and Other Intangible Assets:

Goodwill and other indefinite-lived intangible assets, including trade names, are reviewed for impairment annually, or more frequently if indicators of impairment exist. We concluded no indicators of impairment existed during the first **six nine** months of 2023. We based our conclusions on our financial performance projections, as well as an updated analysis of macroeconomic and industry-specific conditions.

During the second quarter of 2022, we concluded the useful life of the trade name, California's Great America, was no longer indefinite due to the then-anticipated sale of the land and the eventual disposal of the remaining assets; see [Note 4](#). As a result, we tested the California's Great America trade name totaling \$0.7 million for impairment during the second quarter of 2022 resulting in no impairment. The fair value of the trade name was calculated using a relief-from-royalty model. We are amortizing the trade name over an approximate 5.5-year period, or through December 31, 2027. There were no other indicators of impairment during the first **six nine** months of 2022.

Changes in the carrying value of goodwill for the **six nine** months ended **June 25, 2023 September 24, 2023** and **June 26, 2022 September 25, 2022** were:

(In thousands)	Goodwill
Balance as of December 31, 2022	\$ 263,206
Foreign currency translation	1,538 351
Balance as of June 25, 2023 September 24, 2023	<u><u>\$ 264,744 263,557</u></u>
Balance as of December 31, 2021	\$ 267,232
Foreign currency translation	(1,244) (4,138)
Balance as of June 26, 2022 September 25, 2022	<u><u>\$ 265,988 263,094</u></u>

As of June 25, 2023 September 24, 2023, December 31, 2022, and June 26, 2022 September 25, 2022, other intangible assets consisted of the following:

(In thousands)	(In thousands)	Gross		Net		(In thousands)	Gross		Net			
		Carrying	Accumulated	Carrying	Accumulated		Carrying	Accumulated	Carrying	Value		
June 25, 2023												
September 24, 2023												
Other intangible assets:	Other intangible assets:					Other intangible assets:						
Trade names	Trade names					Trade names						
(1)	(1)	\$ 48,961	\$ (119)	\$ 48,842		(1)	\$ 48,697	\$ (162)	\$ 48,535			
License / franchise agreements	License / franchise agreements	1,196	(832)	364		agreements	1,248	(900)	348			
Total other intangible assets	Total other intangible assets	\$ 50,157	\$ (951)	\$ 49,206		Total other intangible assets	\$ 49,945	\$ (1,062)	\$ 48,883			
December 31, 2022												
Other intangible assets:	Other intangible assets:					Other intangible assets:						
Trade names	Trade names					Trade names						
(1)	(1)	\$ 48,619	\$ (63)	\$ 48,556		(1)	\$ 48,619	\$ (63)	\$ 48,556			
License / franchise agreements	License / franchise agreements	4,293	(3,899)	394		agreements	4,293	(3,899)	394			
Total other intangible assets	Total other intangible assets	\$ 52,912	\$ (3,962)	\$ 48,950		Total other intangible assets	\$ 52,912	\$ (3,962)	\$ 48,950			
June 26, 2022												
September 25, 2022												
Other intangible assets:	Other intangible assets:					Other intangible assets:						
Trade names	Trade names	\$ 49,238	\$ —	\$ 49,238		Trade names						
(1)	(1)	\$ 49,238	\$ —	\$ 49,238		(1)	\$ 48,594	\$ (38)	\$ 48,556			
License / franchise agreements	License / franchise agreements	4,295	(3,831)	464		agreements	4,293	(3,870)	423			
Total other intangible assets	Total other intangible assets	\$ 53,533	\$ (3,831)	\$ 49,702		Total other intangible assets	\$ 52,887	\$ (3,908)	\$ 48,979			

(1) Trade name amortization represents amortization of the California's Great America trade name totaling \$0.7 million. Our other trade names are indefinite-lived.

(6) Long-Term Debt:

Long-term debt as of June 25, 2023 September 24, 2023, December 31, 2022, and June 26, 2022 September 25, 2022 consisted of the following:

(In thousands)	June 25, 2023	December 31, 2022	June 26, 2022
Revolving credit facility	\$ 157,000	\$ —	\$ 90,000
U.S. term loan averaging 2.56% in 2022; 2.19% YTD 2022 (1)	—	—	195,250
Notes			
2025 U.S. fixed rate senior secured notes at 5.500%	1,000,000	1,000,000	1,000,000
2027 U.S. fixed rate senior unsecured notes at 5.375%	500,000	500,000	500,000
2028 U.S. fixed rate senior unsecured notes at 6.500%	300,000	300,000	300,000
2029 U.S. fixed rate senior unsecured notes at 5.250%	500,000	500,000	500,000
	2,457,000	2,300,000	2,585,250
Less current portion	—	—	—
	2,457,000	2,300,000	2,585,250
Less debt issuance costs and original issue discount	(29,414)	(31,845)	(39,216)
	\$ 2,427,586	\$ 2,268,155	\$ 2,546,034

(1) The average interest rates do not reflect the effect of interest rate swap agreements; see [Note 7](#). The full year 2022 interest rate reflects borrowings prior to full repayment of the term loan facility during the third quarter of 2022.

(In thousands)	September 24, 2023	December 31, 2022	September 25, 2022
2025 U.S. fixed rate senior secured notes at 5.500%	\$ 1,000,000	\$ 1,000,000	\$ 1,000,000
2027 U.S. fixed rate senior unsecured notes at 5.375%	500,000	500,000	500,000
2028 U.S. fixed rate senior unsecured notes at 6.500%	300,000	300,000	300,000
2029 U.S. fixed rate senior unsecured notes at 5.250%	500,000	500,000	500,000
	2,300,000	2,300,000	2,300,000
Less current portion	—	—	—
	2,300,000	2,300,000	2,300,000
Less debt issuance costs and original issue discount	(27,039)	(31,845)	(34,510)
	\$ 2,272,961	\$ 2,268,155	\$ 2,265,490

Term Debt and Revolving Credit Facilities

In April 2017, we amended and restated our credit agreement (the "2017 Credit Agreement") which includes our senior secured revolving credit facility and which included a senior secured term loan facility. During 2022, we made the remaining \$264.3 million of principal payments on the senior secured term loan facility, fully repaying the term loan facility. Prior to repayment, the term loan facility was scheduled to mature on April 15, 2024 and bore interest at London InterBank Offered Rate ("LIBOR") plus 175 bps.

As of **June 25, 2023** **September 24, 2023**, our total senior secured revolving credit facility capacity under the 2017 Credit Agreement, as amended, was \$300 million with a Canadian sub-limit of \$15 million. The senior secured revolving credit facility bears interest at Secured Overnight Financing Rate ("SOFR") plus 350 basis points ("bps") with a SOFR adjustment of 10 bps per annum and a floor of zero, requires the payment of a 62.5 bps commitment fee per annum on the unused portion of the revolving credit facility, in each case without any step-downs, and is collateralized by substantially all of the assets of the Partnership. The senior secured revolving credit facility matures on February 10, 2028, provided that the maturity date will be (x) January 30, 2025 if at least \$200 million of the 2025 senior notes remain outstanding as of that date, or (y) January 14, 2027 if at least \$200 million of the 2027 senior notes remain outstanding as of that date. Prior to an amendment entered into on February 10, 2023, borrowings under the senior secured revolving credit facility bore interest at **London InterBank Offered Rate ("LIBOR")** **LIBOR** plus 350 bps or Canadian Dollar Offered Rate ("CDOR") plus 250 bps and matured in December 2023. The maximum outstanding revolving credit facility balance during the first **six** **nine** months of 2023 was \$246.0 million, and there **was \$157.0 million** **were no outstanding borrowings** under the revolving credit facility as of **June 25, 2023** **September 24, 2023**. The 2017 Credit Agreement, as amended, also provides for the issuance of documentary and standby letters of credit. After letters of credit of \$19.9 million, we had **\$123.1 million** **\$280.1 million** of availability under our revolving credit facility as of **June 25, 2023** **September 24, 2023**.

In April 2022, \$75 million of the senior secured revolving credit facility capacity under the 2017 Credit Agreement matured, and the outstanding borrowings were repaid. While such \$75 million of senior secured revolving credit facility capacity was available, borrowings under this portion of the revolver capacity bore interest at LIBOR plus 300 bps or CDOR plus 200 bps, and the unused portion of this revolving credit facility required the payment of a 37.5 bps commitment fee per annum.

During 2022, we made the remaining \$264.3 million of principal payments on the senior secured term loan facility, fully repaying the term loan facility. Prior to repayment, the term loan facility was scheduled to mature on April 15, 2024 and bore interest at LIBOR plus 175 bps.

Notes

In April 2020, as a result of the anticipated effects of the COVID-19 pandemic, we issued \$1.0 billion of 5.500% senior secured notes due 2025 ("2025 senior notes") in a private placement. The 2025 senior notes and the related guarantees are secured by first-priority liens on the issuers' and the guarantors' assets that secure all the obligations under our credit facilities. The net proceeds from the offering of the 2025 senior notes were used to repay \$463.3 million of our then-outstanding senior secured term loan facility. The remaining amount was for general corporate and working capital purposes, including fees and expenses related to the transaction. The 2025 senior notes pay interest semi-annually in May and November, with the principal due in full on May 1, 2025. The 2025 senior notes may be redeemed, in whole or in part, at various prices depending on the date redeemed.

In April 2017, we issued \$500 million of 5.375% senior unsecured notes due 2027 ("2027 senior notes"). The 2027 senior notes pay interest semi-annually in April and October, with the principal due in full on April 15, 2027. The 2027 senior notes may be redeemed, in whole or in part, at various prices depending on the date redeemed.

In June 2019, we issued \$500 million of 5.250% senior unsecured notes due 2029 ("2029 senior notes"). The 2029 senior notes pay interest semi-annually in January and July, with the principal due in full on July 15, 2029. The 2029 senior notes may be redeemed, in whole or in part, at any time prior to July 15, 2024 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 2029 senior notes may be redeemed, in whole or in part, at various prices depending on the date redeemed.

In October 2020, in response to the continuing effects of the COVID-19 pandemic, we issued \$300 million of 6.500% senior unsecured notes due 2028 ("2028 senior notes"). The net proceeds from the offering of the 2028 senior notes were for general corporate and working capital purposes, including fees and expenses related to the transaction. The 2028 senior notes pay interest semi-annually in April and October with the principal due in full on October 1, 2028. Prior to October 1, 2023, up to 35% of the 2028 senior notes may be redeemed with the net cash proceeds of certain equity offerings at a price equal to 106.500% of the principal amount thereof, together with accrued and unpaid interest, if any. The 2028 senior notes may be redeemed, in whole or in part, at any time prior to October 1, 2023 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 2028 senior notes may be redeemed, in whole or in part, at various prices depending on the date redeemed.

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

Covenants

The 2017 Credit Agreement, as amended, includes a Senior Secured Leverage Ratio calculated as of 3.75x Total First Lien Senior Secured Debt-to-Consolidated EBITDA. The ratio was set at 4.00x for the second quarter of 2023 and will step down to 3.75x for the third quarter of 2023 and future quarters. This financial covenant is only required to be tested at the end of any fiscal quarter in which revolving credit facility borrowings are outstanding. We were in compliance with the applicable financial covenants under our credit agreement during the six nine months ended June 25, 2023 September 24, 2023.

Our credit agreement and fixed rate note agreements include Restricted Payment provisions, which could limit our ability to pay partnership distributions. Pursuant to the terms of the indenture governing the 2027 senior notes, which includes the most restrictive of these Restricted Payments provisions, if our pro forma Total-Indebtedness-to-Consolidated-Cash-Flow Ratio is greater than 5.25x, we can still make Restricted Payments of \$100 million annually so long as no default or event of default has occurred and is continuing. If our pro forma Total-Indebtedness-to-Consolidated-Cash-Flow Ratio is less than or equal to 5.25x, we can make Restricted Payments up to our Restricted Payment pool. Our pro forma Total-Indebtedness-to-Consolidated-Cash-Flow Ratio was less than 5.25x as of June 25, 2023.

(7) Derivative Financial Instruments:

Derivative financial instruments have been used within our overall risk management program to manage certain interest rate and foreign currency risks. When we use a derivative instrument to hedge exposure to variable interest rate changes, we are 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 we believe poses minimal credit risk. We do not use derivative financial instruments for trading purposes.

As of June 26, 2022, we had four interest rate swap agreements with a notional value of \$500 million that converted one-month variable rate LIBOR to a fixed rate of 2.88% through December 31, 2023. This resulted in a 4.63% fixed interest rate for borrowings under our then-outstanding senior secured term loan facility after the impact of interest rate swap agreements. None of the interest rate swap agreements were designated as hedging instruments. We terminated our interest rate swap agreements during the third quarter of 2022 following the full repayment of our senior secured term loan facility, resulting in a \$5.3 million cash receipt, net of fees. The fair value of our swap portfolio, including the location within the unaudited condensed consolidated balance sheets, for the periods presented were as follows:

(In thousands)	Balance Sheet Location	June 25, 2023	December 31, 2022	June 26, 2022
Derivatives not designated as hedging instruments:				
Interest Rate Swaps	Other Assets	\$	— \$	— \$ 1,855

Instruments that do not qualify for hedge accounting are adjusted to fair value each reporting period through "Net effect of swaps" within the unaudited condensed consolidated statements of operations and comprehensive income (loss) September 24, 2023.

(8) (7) Fair Value Measurements:

The table below presents the balances of assets and liabilities measured at fair value as of June 25, 2023 September 24, 2023, December 31, 2022, and June 26, 2022 September 25, 2022 on a recurring basis as well as the fair values of other financial instruments, including their locations within the unaudited condensed consolidated balance sheets:

(In thousands)	(In thousands)	Fair Balance		June 25, 2023		December 31, 2022		June 26, 2022		(In thousands)	Fair Balance		September 24, 2023		December 31, 2022		September 25, 2022
		Sheet	Hierarchy	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value		Sheet	Hierarchy	Carrying Value	Fair Value	Carrying Value	Fair Value	
Financial assets (liabilities) measured on a recurring basis:																	
Short-term investments	Short-term investments	Other								Short-term investments	Other						
Interest rate swaps	Assets	Level 1	\$ 441	\$ 441	\$ 432	\$ 432	\$ 333	\$ 333	Assets	Level 1	\$ 338	\$ 338	\$ 432	\$ 432	\$ 2	\$ 2	
Other financial assets (liabilities):																	

			Long-term								
Term debt		Debt (1)	Level 2	—	—	—	—	\$ (195,250)	\$ (187,928)		
2025 senior notes	2025 senior notes	Long-term								2025 senior notes	Long-term
2027 senior notes	2027 senior notes	Debt (1)	Level 2	\$ (1,000,000)	\$ (990,000)	\$ (1,000,000)	\$ (985,000)	\$ (1,000,000)	\$ (975,000)	Debt (1)	Level 2
2028 senior notes	2028 senior notes	Long-term								2027 senior notes	Long-term
2029 senior notes	2029 senior notes	Debt (1)	Level 1	\$ (500,000)	\$ (471,250)	\$ (500,000)	\$ (476,250)	\$ (500,000)	\$ (467,500)	Debt (1)	Level 1
										2028 senior notes	Long-term
										2029 senior notes	Long-term
										Debt (1)	Level 1
										\$ (500,000)	\$ (448,750)
										\$ (500,000)	\$ (446,250)
										\$ (500,000)	\$ (446,250)

(1) Carrying values of long-term debt balances are before reductions for debt issuance costs and original issue discount of **\$29.4 million** \$27.0 million, \$31.8 million and **\$39.2 million** \$34.5 million as of **June 25, 2023** **September 24, 2023**, December 31, 2022 and **June 26, 2022** **September 25, 2022**, respectively.

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

The carrying value of cash and cash equivalents, revolving credit loans, accounts receivable, 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 **June 25, 2023** **September 24, 2023**, December 31, 2022 or **June 26, 2022** **September 25, 2022**.

(9) (8) Income (Loss) per Unit:

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

(In thousands, except per unit amounts)	(In thousands, except per unit amounts)	Three months ended		Six months ended		(In thousands, except per unit amounts)	Three months ended		Nine months ended	
		June 25, 2023	June 26, 2022	June 25, 2023	June 26, 2022		September 24, 2023	September 25, 2022	September 24, 2023	September 25, 2022
Basic weighted average units outstanding	Basic weighted average units outstanding	50,916	56,760	51,268	56,720	Basic weighted average units outstanding	50,668	56,384	51,064	56,606
Effect of dilutive units:	Effect of dilutive units:					Effect of dilutive units:				
Deferred units	Deferred units	50	56	—	—	Deferred units	51	57	50	57
Performance units						Performance units	—	—	—	29
Restricted units	Restricted units	435	288	—	—	Restricted units	431	343	473	340
Unit options	Unit options	—	23	—	—	Unit options	—	12	—	23
Diluted weighted average units outstanding	Diluted weighted average units outstanding	51,401	57,127	51,268	56,720	Diluted weighted average units outstanding	51,150	56,796	51,587	57,055
Net income (loss) per unit - basic	\$ 1.05	\$ 0.89	\$ (1.58)	\$ (0.67)						
Net income (loss) per unit - diluted	\$ 1.04	\$ 0.89	\$ (1.58)	\$ (0.67)						
Net income per unit - basic					Net income per unit - basic	\$ 4.25	\$ 5.91	\$ 2.63	\$ 5.22	
Net income per unit - diluted					Net income per unit - diluted	\$ 4.21	\$ 5.86	\$ 2.61	\$ 5.18	

There were approximately 0.5 million potentially dilutive units excluded from the computation of diluted loss per limited partner unit for both six month periods ended June 25, 2023 and June 26, 2022 as their effect would have been anti-dilutive due to the net loss in the periods.

(10) (9) Income and Partnership Taxes:

We are subject to publicly traded partnership tax ("PTP tax") on certain partnership level gross income (net revenues less cost of food, merchandise, and games revenues), state and local income taxes on partnership income, U.S. federal, state and local income taxes on income from our corporate subsidiaries and foreign income taxes on our foreign subsidiary. As such, the total provision (benefit) for taxes includes amounts for the PTP gross income tax and federal, state, local and foreign income taxes. Under applicable accounting rules, the total provision (benefit) for income taxes includes the amount of taxes payable for the current year and the impact of deferred tax assets and liabilities, which represents future tax consequences of events that are recognized in different periods in the financial statements than for tax purposes.

The total tax provision (benefit) for interim periods is determined by applying an estimated annual effective tax rate to the applicable quarterly income (loss). Our consolidated estimated annual effective tax rate differs from the statutory federal income tax rate primarily due to state, local and foreign income taxes, and certain partnership level income not being subject to federal tax.

During the second quarter of 2022, we received \$77.1 million in tax refunds attributable to the net operating loss in tax year 2020 being carried back to prior years in the United States. We received \$11.1 million in tax refunds attributable to the net operating loss of our Canadian corporate subsidiary being carried back to prior years in Canada during the first quarter of 2022.

Additional benefits from the Coronavirus Aid, Relief, and Economic Security Act included an \$8.2 million deferral of the employer's share of Social Security taxes due in 50% increments in the fourth quarter of 2021 and the fourth quarter of 2022. As of **June 26, 2022** **September 25, 2022**, the current portion of the deferral was recorded in "Accrued salaries, wages and benefits" within the unaudited condensed consolidated balance sheet.

Unrecognized tax benefits, including accrued interest and penalties, were not material in any period presented. We recognize interest and penalties related to unrecognized tax benefits as income tax expense.

The Inflation Reduction Act was signed into law on August 16, 2022 and created a new 15% corporate alternative minimum tax ("CAMT") based on adjusted financial statement income. The effective date of the provision was January 1, 2023. We will not be subject to CAMT as our reported earnings for each of the past three years did not exceed \$1 billion.

(11) (10) Partners' Equity:

On August 3, 2022, we announced that our Board of Directors approved a unit repurchase program authorizing the Partnership to repurchase units for an aggregate amount of not more than \$250 million. There were 0.2 million and 1.4 million 1.5 million limited partnership units repurchased under the August 2022 repurchase program during the three and **six** nine months ended **June 25, 2023**, respectively, **September 25, 2022** at an average price of \$45.17 and \$43.30 per limited partner unit for an aggregate amount of \$66.0 million. There were 1.4 million limited partnership units repurchased under the August 2022 repurchase program during the nine months ended September 24, 2023 at an average price of \$44.00 per limited partner unit for an aggregate amount of \$7.8 million and \$62.5 million, respectively, million. There was no remaining availability under the August 2022 repurchase program following the repurchase as of the 0.2 million **September 24, 2023**. Accordingly, there were no limited partnership units in April 2023. There were no unit repurchases repurchased under the August 2022 repurchase program during the three and **six** months ended **June 26, 2022** **September 24, 2023**.

On May 4, 2023, we announced that our Board of Directors authorized the Partnership to repurchase additional units for an aggregate amount of not more than \$250 million. No unit repurchases There were made 0.3 million units repurchased under the May 2023 repurchase program during the three and nine months ended **June 25, 2023**. Therefore, **September 24, 2023** at an average price of \$38.27 per limited partner unit for an aggregate amount of \$12.0 million. Accordingly, there was \$250 a total of 1.7 million units repurchased under the August 2022 and May 2023 repurchase programs during the nine months ended September 24, 2023 at an average price of \$42.97 per limited partner unit for an aggregate amount of \$74.5 million. There was \$238.0 million of remaining availability under the May 2023 repurchase program as of **June 25, 2023** **September 24, 2023**.

Subject to applicable rules and regulations, we can repurchase units from time-to-time in the open market or by negotiated transactions. The amount and timing of repurchases are based on a variety of factors, including liquidity, capital needs of the business, market conditions, regulatory requirements, and other business considerations. No limit was placed on the duration of either repurchase program. The Partnership is not obligated to repurchase any minimum dollar amount or specific number of units, and can modify, suspend, or discontinue the program at any time.

(11) Subsequent Event:

On November 2, 2023, we announced that we entered into a definitive merger agreement to combine with Six Flags Entertainment Corporation ("Six Flags") (NYSE: SIX). Subject to the terms and conditions set forth in the merger agreement, each issued and outstanding unit of limited partnership interest in Cedar Fair will be converted into the right to receive one (1) share of common stock of the new combined entity (subject to certain exceptions and as the same may be adjusted). Following the close of the transaction, the holders of units of Cedar Fair limited partnership interest will own approximately 51.2% of the outstanding shares of the combined company and the holders of Six Flags common stock will own approximately 48.8% of the outstanding shares of the combined company. The merger is expected to close in the first half of 2024, following receipt of Six Flags' stockholder approval, regulatory approvals, and satisfaction of other customary closing conditions.

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

The following discussion and analysis is intended to facilitate an understanding of our business and results of operations and should be read in conjunction with our unaudited condensed consolidated financial statements and the related notes thereto included elsewhere in this Form 10-Q. This discussion should also be read in conjunction with our consolidated financial statements and related notes thereto, and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of our Annual Report on Form 10-K for the year ended December 31, 2022.

Business Overview:

We generate our revenues from sales of (1) admission to our amusement parks and water parks, (2) food, merchandise and games both inside and outside our parks, and (3) accommodations, extra-charge products, and other revenue sources. Our principal costs and expenses, which include salaries and wages, operating supplies, maintenance and advertising, are relatively fixed for a typical operating season and do not vary significantly with attendance.

Each of our properties is overseen by a general manager and operates autonomously. Management reviews operating results, evaluates performance and makes operating decisions, including allocating resources, on a property-by-property basis. Discrete financial information and operating results are prepared at the individual park level for use by the CEO, who is the Chief Operating Decision Maker (CODM), as well as by the Chief Financial Officer, the Chief Operating Officer, Senior Vice Presidents and the general managers of the parks. We operate within a single reportable segment of amusement/water parks with accompanying resort facilities.

Merger Agreement with Six Flags:

On November 2, 2023, we announced that we entered into a definitive merger agreement to combine with Six Flags Entertainment Corporation ("Six Flags") (NYSE: SIX). Subject to the terms and conditions set forth in the merger agreement, each issued and outstanding unit of limited partnership interest in Cedar Fair will be converted into the right to receive one (1) share of common stock of the new combined entity (subject to certain exceptions and as the same may be adjusted). Following the close of the transaction, the holders of units of Cedar Fair limited partnership interest will own approximately 51.2% of the outstanding shares of the combined company and the holders of Six Flags common stock will own approximately 48.8% of the outstanding shares of the combined company. The merger is expected to close in the first half of 2024, following receipt of Six Flags' stockholder approval, regulatory approvals, and satisfaction of other customary closing conditions.

Critical Accounting Policies:

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our unaudited condensed consolidated financial statements, which were prepared in accordance with accounting principles generally accepted in the United States of America. These principles require us to make judgments, estimates and assumptions during the normal course of business that affect the amounts reported in the unaudited condensed consolidated financial statements. Actual results could differ significantly from those estimates under different assumptions and conditions.

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

- Impairment of Long-Lived Assets
- Goodwill and Other Intangible Assets
- Self-Insurance Reserves
- Revenue Recognition
- Income Taxes

In the **second** **third** quarter of 2023, there were no changes in the above critical accounting policies from those previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022.

Results of Operations:

We believe the **The** following operational measures are key performance metrics in our managerial and operational reporting. They are used as major factors in significant operational decisions as they are primary drivers of our financial and operational performance, measuring demand, pricing and consumer behavior. In-park revenues, in-park per capita spending and out-of-park revenues are non-GAAP measures.

Attendance is defined as the number of guest visits to our amusement parks and separately gated outdoor water parks.

In-park per capita spending is calculated as revenues generated within our amusement parks and separately gated outdoor water parks along with related parking revenues (*in-park revenues*), divided by total attendance.

Out-of-park revenues are defined as revenues from resorts, out-of-park food and retail locations, online transaction fees charged to customers, sponsorships and all other out-of-park operations.

Net revenues consist of *in-park revenues* and *out-of-park revenues* less amounts remitted to outside parties under concessionaire arrangements; see [Note 3](#) for a reconciliation of *in-park revenues* and *out-of-park revenues* to net revenues.

Six Nine months ended June 25, 2023 September 24, 2023 vs. Six Nine months ended June 26, 2022 September 25, 2022

The current six-month **nine-month** period included **897** **1,988** operating days compared with **838** **1,926** operating days for the **six-month** **nine-month** period ended **June 26, 2022 September 25, 2022**. The **59** **62** operating day increase was attributable to additional operating days in January and February at Carowinds, Kings Dominion and California's Great America, and additional operating days during early season weekdays at some of our mid-sized properties during the second quarter of 2023. These additional days were offset by **16** **17** operating day closures due to inclement weather. Of these **16** **17** closed operating days, ten occurred at our parks in California, Knott's Berry Farm and California's Great America, during the first quarter of 2023. Both parks experienced unusually inclement weather during that quarter.

The following table presents key financial information for the **six** **nine** months ended **June 25, 2023 September 24, 2023** and **June 26, 2022 September 25, 2022**:

	Six months ended		Increase (Decrease)		Nine months ended		Increase (Decrease)			
			June 25, 2023	June 26, 2022	\$	%	September 24, 2023	September 25, 2022	\$	%
	(Amounts in thousands, except per capita and operating days)									
Net revenues	Net revenues	\$ 585,536	\$ 608,326	\$ (22,790)	(3.7) %	Net revenues	\$ 1,427,545	\$ 1,451,389	\$ (23,844)	(1.6) %
Operating costs and expenses	Operating costs and expenses	542,276	518,644	23,632	4.6 %	Operating costs and expenses	1,009,706	1,003,317	6,389	0.6 %
Depreciation and amortization	Depreciation and amortization	61,775	58,636	3,139	5.4 %	Depreciation and amortization	127,711	126,441	1,270	1.0 %

Loss on impairment / retirement of fixed assets, net	Loss on impairment / retirement of fixed assets, net	10,761	2,747	8,014	N/M	Loss on impairment / retirement of fixed assets, net	12,779	6,379	6,400	N/M
Operating (loss) income		\$ (29,276)	\$ 28,299	\$ (57,575)	(203.5) %					
Gain on sale of land						Gain on sale of land	—	(155,251)	155,251	N/M
Operating income						Operating income	\$ 277,349	\$ 470,503	\$ (193,154)	(41.1) %
Other Data:	Other Data:					Other Data:				
Attendance	Attendance	8,456	9,299	(843)	(9.1) %	Attendance	20,889	21,603	(714)	(3.3) %
In-park per capita spending	In-park per capita spending	\$ 61.84	\$ 59.42	\$ 2.42	4.1 %	In-park per capita spending	\$ 61.73	\$ 61.24	\$ 0.49	0.8 %
Out-of-park revenues	Out-of-park revenues	\$ 81,708	\$ 76,114	\$ 5,594	7.3 %	Out-of-park revenues	\$ 180,732	\$ 173,416	\$ 7,316	4.2 %
Operating days	Operating days	897	838	59	7.0 %	Operating days	1,988	1,926	62	3.2 %
Net income margin (1)						Net income margin (1)	9.4 %	20.3 %		(10.9) %

N/M Not meaningful due to the nature of the expense line-item.

(1) Net income margin is calculated as net income divided by net revenues.

For the **six nine** months ended **June 25, 2023** **September 24, 2023**, net revenues decreased **\$22.8 million** **\$23.8 million**, or **3.7% 1.6%**, compared with the **six nine** months ended **June 26, 2022** **September 25, 2022**. The decrease in net revenues reflected the impact of an **0.8 million** a **0.7 million**-visit, or **9.1% 3.3%**, decrease in attendance partially offset by the impact of a **4.1% an 0.8% increase** in in-park per capita spending to **\$61.84**, **\$61.73**, and a **7.3% 4.2%**, or **\$5.6 million** **\$7.3 million**, increase in out-of-park revenues. The decrease in attendance was driven by less season pass attendance as a result of fewer season pass units outstanding. There were fewer season pass units outstanding due to less sales, particularly at our parks in California, as well as due to the impact of the prior period extension of 2020 and 2021 season-long products at Knott's Berry Farm through May 2022 and Canada's Wonderland through Labour Day 2022. Attendance was also negatively impacted by inclement weather, significantly impacting approximately 30% of operating days particularly during the first quarter of 2023 and more particularly impacting our waterpark properties during the second quarter of 2023, as well as the negative impact of smoke from wildfires. 2023. These negative impacts were somewhat offset by the continuing recovery of group sales attendance and the impact of additional operating days during the current period and favorable weather in the Midwest during the current quarter. period. The increase in in-park per capita spending was attributable to higher levels of guest spending on food and beverage and admissions. beverage. The increase in food and beverage spending was driven by increases in both the number of transactions per guest and average transaction value. The increase in food and beverage spending was somewhat offset by a decline in admissions spending was driven by an increase in revenue recognized per season pass visit, largely due to an increase in season pass a reassessment of our pricing strategy at several parks and the impact recovery of a lower season pass mix, priced attendance channels. The increase in out-of-park revenues was largely attributable to the reopening of Castaway Bay Resort and Sawmill Creek Resort at Cedar Point following temporary closures for renovations in the prior period, offset somewhat by a decrease in out-of-park revenues at Knott's Berry Farm due to inclement weather during the first quarter of 2023 and ongoing renovations at the Knott's Hotel. The decrease in net revenues included a **\$1.9 million** **\$5.2 million** unfavorable impact of foreign currency exchange rates at our Canadian park.

Operating costs and expenses for the **six nine** months ended **June 25, 2023** **September 24, 2023** increased **\$23.6 million** **\$6.4 million**, or **4.6% 0.6%**, compared with the **six nine** months ended **June 26, 2022** **September 25, 2022**. The increase in operating costs and expenses was the result of a **\$17.5 million** increase in operating expenses and a **\$7.1 million** **\$14.9 million** increase in selling, general and administrative ("SG&A") expenses partially offset by a **\$1.0 million** **\$4.0 million** decrease in cost of goods sold, sold and a **\$4.5 million** decrease in operating expenses. The increase in SG&A expenses was primarily attributable to higher advertising costs and higher transaction processing costs. Initial costs associated with the proposed merger with Six Flags were largely offset by prior period consulting costs. The decrease in operating expenses was primarily due to cost savings initiatives resulting in a reduction in seasonal labor hours, and to a lesser extent, less in-park entertainment costs. The decreases were somewhat offset by incremental land lease and property tax costs associated with the sale-leaseback of the land at California's

Great America, early season maintenance supply costs, in preparation for the 2023 operating season, and increased health benefit costs attributable to a planned increase in associate head count. The increase in SG&A expenses was primarily attributable to higher advertising costs and higher technology-related costs. Cost of goods sold decreased as a result of less sales volume. Cost of goods sold as a percentage of food, merchandise and games revenue was flat to the prior period, decreased approximately 1%. The increase in operating costs and expenses included a **\$1.9 million** **\$3.1 million** favorable impact of foreign currency exchange rates at our Canadian park.

Depreciation and amortization expense for the **six nine** months ended **June 25, 2023** **September 24, 2023** increased **\$3.1 million** **\$1.3 million** compared with the **six nine** months ended **June 26, 2022** **September 25, 2022** due to the reduction of the estimated useful lives of the long-lived assets at California's Great America following the sale-leaseback of the land at California's Great America offset by the full depreciation of certain assets from our 2006 acquisition of Paramount Parks, Inc. assets. The loss on impairment / retirement of fixed assets in the current period included the retirement of **two** a specific assets, asset.

After a **\$155.3 million** gain on the sale of the land at California's Great America during the prior third quarter and the items above, operating loss income for the **six nine** months ended **June 25, 2023** **September 24, 2023** totaled **\$29.3 million** **\$277.3 million** compared with operating income of **\$28.3 million** **\$470.5 million** for the **six nine** months ended **June 26, 2022** **September 25, 2022**.

Interest expense for the **six nine** months ended **June 25, 2023** **September 24, 2023** decreased **\$8.8 million** **\$9.8 million** as a result of the repayment of our senior secured term loan facility and the related termination of our interest rate swap agreements during the third quarter of 2022. The reduction in interest expense was partially offset by interest on additional borrowings on our revolving credit facility in the current period. Prior to the termination of our interest rate swaps, the net effect of our swaps resulted in a benefit to earnings of **\$21.9 million** **\$25.6 million** for the

the **six** nine months ended **June 26, 2022** September 25, 2022 representing the change in fair value of our swap portfolio. We realized a \$5.3 million cash receipt, net of fees, upon termination of our interest rate swap agreements during the third quarter of 2022. In addition, we recognized a \$1.8 million loss on early debt extinguishment during the third quarter of 2022 upon the full repayment of our senior secured term debt facility. During the current period, we recognized a **\$6.7 million** \$1.6 million net benefit to earnings for foreign currency gains and losses compared with a **\$9.9 million** \$24.2 million net charge to earnings in the prior period. Both amounts primarily represented the remeasurement of U.S. dollar denominated notes to the Canadian entity's functional currency.

During the **six** nine months ended **June 25, 2023** September 24, 2023, a benefit provision for taxes of **\$10.4 million** \$40.2 million was recorded to account for PTP taxes and federal, state, local and foreign income taxes compared with a provision for taxes of \$0.2 million \$61.4 million for the **six** nine months ended **June 26, 2022** September 25, 2022. The variance decrease in provision (benefit) for taxes was primarily attributable to a higher lower pretax loss income from our taxable subsidiaries in the current period. The prior period included a provision for taxes recorded for the sale of the land at California's Great America.

After the items above, net loss income for the **six** nine months ended **June 25, 2023** September 24, 2023 increased \$43.2 million to \$81.0 million September 24, 2023 totaled \$134.5 million, or **\$1.58** \$2.61 per diluted limited partner unit, compared with **\$37.7 million** \$295.3 million, or **\$0.67** \$5.18 per diluted limited partner unit, for the **six** nine months ended **June 26, 2022** September 25, 2022. Net income margin decreased 10.9% primarily due to the \$155.3 million gain on the sale of the land at California's Great America during the prior period.

Three months ended **June 25, 2023** September 24, 2023 vs. Three months ended **June 26, 2022** September 25, 2022

The current three-month period included 7361,091 operating days compared with 7081,088 operating days for the three-month period ended **June 26, 2022** September 25, 2022. The 28 operating day increase was attributable to additional operating days during early season weekdays at some of our mid-sized properties.

The following table presents key financial information for the three months ended **June 25, 2023** September 24, 2023 and **June 26, 2022** September 25, 2022:

		Three months ended				Increase (Decrease)		Three months ended				Increase (Decrease)	
						\$				\$		\$	
		June 25, 2023	June 26, 2022	%		September 24, 2023	September 25, 2022	%	September 24, 2023	September 25, 2022	%	September 24, 2023	September 25, 2022
(Amounts in thousands, except per capita and operating days)													
Net revenues	Net revenues	\$ 500,982	\$ 509,491	\$ (8,509)	(1.7)	% Net revenues	\$ 842,009	\$ 843,063	\$ (1,054)	(0.1)	%		
Operating costs and expenses	Operating costs and expenses	352,090	347,184	4,906	1.4	% expenses	467,430	484,673	(17,243)	(3.6)	%		
Depreciation and amortization	Depreciation and amortization	48,094	49,037	(943)	(1.9)	% amortization	65,936	67,805	(1,869)	(2.8)	%		
Loss on impairment / retirement of fixed assets, net	Loss on impairment / retirement of fixed assets, net	7,125	1,199	5,926	N/M	net	2,018	3,632	(1,614)	N/M			
Gain on sale of land						Gain on sale of land							
Operating income	Operating income	\$ 93,673	\$ 112,071	\$ (18,398)	(16.4)	% income	\$ 306,625	\$ 442,204	\$ (135,579)	(30.7)	%		
Other Data:	Other Data:					Other Data:							
Attendance	Attendance	7,397	7,846	(449)	(5.7)	% Attendance	12,433	12,304	129	1.0	%		
In-park per capita spending	In-park per capita spending	\$ 61.46	\$ 59.52	\$ 1.94	3.3	% spending	\$ 61.65	\$ 62.62	\$ (0.97)	(1.5)	%		
Out-of-park revenues	Out-of-park revenues	\$ 62,483	\$ 59,622	\$ 2,861	4.8	% revenues	\$ 99,024	\$ 97,302	\$ 1,722	1.8	%		
Operating days	Operating days	736	708	28	4.0	% days	1,091	1,088	3	0.3	%		
Net income margin (1)						Net income margin (1)							
							25.6	39.5		(13.9)	%		

N/M Not meaningful due to the nature of the expense line-item.

(1) Net income margin is calculated as net income divided by net revenues.

For the three months ended **June 25, 2023** September 24, 2023, net revenues decreased **\$8.5 million** \$1.1 million, or **1.7%** 0.1%, compared with the three months ended **June 26, 2022** September 25, 2022. The decrease variance in net revenues reflected the impact of a 0.4 million-visit, or 5.7%, 1.5% decrease in attendance partially in-park per capita spending to \$61.65 offset by the impact of a 3.3% 0.1 million-visit, or 1.0%, increase in in-park per capita spending to \$61.46, attendance and a **4.8%** 1.8%, or **\$2.9 million** \$1.7 million, increase in out-of-park revenues. The decrease in attendance was driven by less season pass attendance as a result of fewer season pass units outstanding due to less sales, particularly at our parks in California, as

well as the impact of the prior period extension of 2020 and 2021 season-long products at Knott's Berry Farm through May 2022 and Canada's Wonderland through Labour Day 2022. The current quarter was also negatively impacted by unfavorable weather, particularly at our water park properties, as well as smoke from wildfires. The negative impacts were somewhat offset by the impact of additional operating days and favorable weather in the Midwest during the current quarter. The increase in in-park per capita spending was primarily attributable to higher lower levels of guest spending on food admissions. The decrease in admissions spending was driven by a reassessment of our pricing strategy at several parks and beverage the recovery of lower priced attendance channels and admissions. The was somewhat offset by an increase in food and beverage spending was driven by increases an increase in both the number of transactions per guest and average transaction value. The increase in admissions spending attendance was driven by an increase in revenue recognized per season pass visit, largely due to an increase in season pass pricing and the impact continuing recovery of a lower season pass mix group sales attendance. The increase in out-of-park revenues was attributable to the reopening of Castaway Bay Resort and Sawmill Creek Resort driven by higher revenue per occupied room, particularly at Cedar Point following temporary closures for renovations in the prior period, offset somewhat by a decrease in out-of-park revenues from the hotel at Knott's Berry Farm, which is currently undergoing renovations. Point. The decrease variance in net revenues included a \$1.9 million \$3.3 million unfavorable impact of foreign currency exchange rates at our Canadian park.

Operating costs and expenses for the three months ended June 25, 2023 increased \$4.9 million September 24, 2023 decreased \$17.2 million, or 1.4% 3.6%, compared with the three months ended June 26, 2022 September 25, 2022. The increase decrease in operating costs and expenses was the result of a \$4.0 million increase \$22.0 million decrease in operating expenses and a \$1.4 million increase in SG&A expenses partially offset by a \$0.5 million \$3.0 million decrease in cost of goods sold, sold partially offset by a \$7.7 million increase in SG&A expenses. The increase decrease in operating expenses was primarily due to incremental land lease cost savings initiatives resulting in a reduction in seasonal labor hours, and property tax costs associated with the sale-leaseback of the land at California's Great America, to a lesser extent, less in-park entertainment costs. The increase in SG&A expenses was attributable to higher advertising costs and technology-related initial costs offset by a decline in associated with the anticipated payout of outstanding equity-based compensation. Cost of goods sold largely decreased as a result of less sales volume, proposed merger with Six Flags. Cost of goods sold as a percentage of food, merchandise and games revenue decreased less than 1% approximately 2%. The increase in operating costs and expenses included a \$1.3 million favorable impact of foreign currency exchange rates at our Canadian park.

Depreciation and amortization expense for the three months ended June 25, 2023 September 24, 2023 decreased \$0.9 million \$1.9 million compared with the three months ended June 26, 2022. The September 25, 2022 due to the full depreciation of certain assets more than offset additional depreciation recorded due to the reduction of the estimated useful lives of the long-lived assets at California's Great America following the sale-leaseback of the land at California's Great America assets. The loss on impairment / retirement of fixed assets in the current prior period included the retirement of a specific asset.

After a \$155.3 million gain on the sale of the land at California's Great America during the prior third quarter and the items above, operating income for the three months ended June 25, 2023 decreased \$18.4 million to \$93.7 million September 24, 2023 totaled \$306.6 million compared with \$112.1 million \$442.2 million for the three months ended June 26, 2022 September 25, 2022.

Interest expense for the three months ended June 25, 2023 September 24, 2023 decreased \$2.8 million \$0.9 million as a result of the repayment of our senior secured term loan facility and the related termination of our interest rate swap agreements during the third quarter of 2022. The reduction in interest expense was partially offset by interest on additional borrowings on our revolving credit facility in the current period. Prior to the termination of our interest rate swaps, the net effect of our swaps resulted in a benefit to earnings of \$7.7 million \$3.7 million for the three months ended June 26, 2022 September 25, 2022 representing the change in fair value of our swap portfolio. We realized a \$5.3 million cash receipt, net of fees, upon termination of our interest rate swap agreements during the third quarter of 2022. In addition, we recognized a \$1.8 million loss on early debt extinguishment during the third quarter of 2022 upon the full repayment of our senior secured term debt facility. During the current period, we recognized a \$10.7 million \$5.1 million net benefit charge to earnings for foreign currency gains and losses compared with a \$9.8 million \$14.4 million net charge to earnings in the prior period. Both amounts primarily represented the remeasurement of U.S. dollar denominated notes to the Canadian entity's functional currency.

During the three months ended June 25, 2023 September 24, 2023, a provision for taxes of \$13.7 million \$50.7 million was recorded to account for PTP taxes and federal, state, local and foreign income taxes compared with \$19.4 million \$61.2 million for the three months ended June 26, 2022 September 25, 2022. The decrease in provision for taxes was primarily attributable to lower pretax income from our taxable subsidiaries in the current period prior period including a provision for taxes recorded for the sale of the land at California's Great America.

After the items above, net income for the three months ended June 25, 2023 increased \$2.8 million to \$53.6 million September 24, 2023 totaled \$215.5 million, or \$1.04 \$4.21 per diluted limited partner unit, compared with \$50.8 million \$333.1 million, or \$0.89 \$5.86 per diluted limited partner unit, for the three months ended June 26, 2022 September 25, 2022. Net income margin decreased 13.9% due to the \$155.3 million gain on the sale of the land at California's Great America during the prior period.

July October Update

For the seven ten months ended July 30, 2023 October 29, 2023, preliminary net revenues totaled approximately \$1.0 billion \$1.65 billion and decreased 3% 1%, or \$29 million \$25 million, compared with the seventeen months ended July 31, 2022 October 30, 2022. Based on preliminary results for the seven ten months ended July 30, 2023 October 29, 2023, attendance totaled 14.4 million 24.2 million visits, down 7% 3%, in-park per capita spending was \$62.65, \$61.92, up 3% less than 1%, and out-of-park revenues totaled \$130 million \$202 million, up 4%. Operating days for the seven ten month periods in 2023 and 2022 totaled 1,422,2171 operating days and 1,362,2,103 operating days, respectively, due to additional planned operating days in the first two quarters of 2023.

For the five week period ended July 30, 2023 October 29, 2023, preliminary net revenues totaled approximately \$414 million \$226 million and decreased 2% less than 1%, or \$7 million \$1 million, compared with the five week period ended July 31, 2022 October 30, 2022. Based on preliminary results for the five week period ended July 30, 2023 October 29, 2023, attendance totaled 5.9 million 3.3 million visits, down 4% up 2%, in-park per capita spending was \$63.82, up 2% \$63.15, down 3%, and out-of-park revenues totaled \$48 million \$21 million, flat to the prior period.

For the seven ten month periods ended July 30, 2023 October 29, 2023 and July 31, 2022 October 30, 2022, preliminary concessionaire remittance totaled approximately \$30 million \$47 million and \$33 million \$50 million, respectively. For the five week periods ended July 30, 2023 October 29, 2023 and July 31, 2022 October 30, 2022, preliminary concessionaire remittance totaled approximately \$11 million and \$12 million, respectively, \$5 million in each period.

Adjusted EBITDA

Adjusted EBITDA represents earnings before interest, taxes, depreciation, amortization, other non-cash items, and adjustments as defined in our current and prior credit agreements. Adjusted EBITDA is not a measurement of operating performance computed in accordance with generally accepted accounting principles ("GAAP") and should not be considered as a substitute for operating income, net income or cash flows from operating activities computed in accordance with GAAP. Management believes Adjusted EBITDA is a meaningful measure of park-level operating profitability and we use it for measuring returns on capital investments, evaluating potential acquisitions, determining awards under incentive compensation plans, and calculating compliance with certain loan covenants. Adjusted EBITDA is widely used by analysts, investors and comparable companies in our industry to evaluate our operating performance on a consistent basis, as well as more easily compare our results with those of other companies in our industry. This measure is provided as a supplemental measure of our operating results and may not be comparable to similarly titled measures of other companies.

The table below sets forth a reconciliation of Adjusted EBITDA to net income (loss) for the three and **six-month** **nine-month** periods ended **June 25, 2023** **September 24, 2023** and **June 26, 2022** **September 25, 2022**.

(In thousands)	(In thousands)	Three months ended		Six months ended		(In thousands)	Three months ended		Nine months ended	
		June 25, 2023	June 26, 2022	June 25, 2023	June 26, 2022		September 24, 2023	September 25, 2022	September 24, 2023	September 25, 2022
		Net income (loss)	\$ 53,564	\$ 50,772	\$ (80,982)		\$ (37,737)			
Net income						Net income	\$ 215,494	\$ 333,050	\$ 134,512	\$ 295,313
Interest expense	Interest expense	37,366	40,214	69,495	78,337	Interest expense	36,125	37,049	105,620	115,386
Interest income	Interest income	(178)	(509)	(692)	(551)	Interest income	(829)	(1,562)	(1,521)	(2,113)
Provision (benefit) for taxes		13,663	19,373	(10,427)	223					
Provision for taxes						Provision for taxes	50,673	61,151	40,246	61,374
Depreciation and amortization	Depreciation and amortization	48,094	49,037	61,775	58,636	Depreciation and amortization	65,936	67,805	127,711	126,441
EBITDA	EBITDA	152,509	158,887	39,169	98,908	EBITDA	367,399	497,493	406,568	596,401
Loss on early debt extinguishment						Loss on early debt extinguishment	—	1,810	—	1,810
Net effect of swaps	Net effect of swaps	—	(7,739)	—	(21,941)	Net effect of swaps	—	(3,700)	—	(25,641)
Non-cash foreign currency (gain) loss		(10,837)	9,834	(7,134)	9,848					
Non-cash foreign currency loss (gain)						Non-cash foreign currency loss (gain)	5,460	14,369	(1,674)	24,217
Non-cash equity compensation expense	Non-cash equity compensation expense	2,567	8,225	7,620	11,883	Non-cash equity compensation expense	8,221	3,204	15,841	15,087
Loss on impairment / retirement of fixed assets, net	Loss on impairment / retirement of fixed assets, net	7,125	1,199	10,761	2,747	Loss on impairment / retirement of fixed assets, net	2,018	3,632	12,779	6,379
Gain on sale of land						Gain on sale of land	—	(155,251)	—	(155,251)
Costs related to proposed merger (1)						Costs related to proposed merger (1)	5,012	—	5,012	—
Other (1)(2)	Other (1)(2)	15	147	(101)	692	Other (1)(2)	385	428	284	1,120
Adjusted EBITDA	Adjusted EBITDA	\$ 151,379	\$ 170,553	\$ 50,315	\$ 102,137	Adjusted EBITDA	\$ 388,495	\$ 361,985	\$ 438,810	\$ 464,122
Adjusted EBITDA margin (b)						Adjusted EBITDA margin (b)	46.1 %	42.9 %	30.7 %	32.0 %

(1) Consists of third-party consulting costs related to the proposed merger with Six Flags. See [Note 11](#) for additional information. These costs are excluded from the calculation of Adjusted EBITDA as defined in our current and prior credit agreements and were recorded within "Selling, general and administrative" in the unaudited condensed consolidated statement of operations and comprehensive income.

(2) Consists of certain costs as defined in our current and prior credit agreements. These items are excluded from the calculation of Adjusted EBITDA and have included certain legal expenses, and severance and related benefits, benefits and contract termination costs. This balance also includes unrealized gains and losses on short-term investments.

(3) Adjusted EBITDA margin (Adjusted EBITDA divided by net revenues) is not a measurement computed in accordance with GAAP and may not be comparable to similarly titled measures of other companies. We provide Adjusted EBITDA margin because we believe the measure provides a meaningful metric of operating profitability.

For the **six** **nine** months ended **June 25, 2023** **September 24, 2023**, Adjusted EBITDA decreased **\$51.8 million** **\$25.3 million** and Adjusted EBITDA margin decreased **1.3%** compared with the **six** **nine** months ended **June 26, 2022** **September 25, 2022**. The decrease **decreases** in Adjusted EBITDA was and Adjusted EBITDA margin were due to a decrease in net revenues driven by a decline in attendance and an increase in costs in during the current period, particularly for incremental land lease and property tax costs associated with the sale-leaseback first six months of the land at California's Great America, advertising costs and maintenance supplies, **2023**.

For the three months ended **June 25, 2023** **September 24, 2023**, Adjusted EBITDA **decreased** **\$19.2 million** **increased** **\$26.5 million** and Adjusted EBITDA margin increased 3.2% compared with the three months ended **June 26, 2022** **September 25, 2022**. The **decrease** **increases** in Adjusted EBITDA was and Adjusted EBITDA margin were due to a decrease in net revenues driven by a decline in attendance, and an increase in costs in the current period as a result of cost savings initiatives, particularly for higher advertising costs seasonal wages, cost of goods sold and incremental land lease and property tax costs associated with the sale-leaseback of the land at California's Great America, other in-park operating costs.

Liquidity and Capital Resources:

Our principal sources of liquidity include cash from operating activities, funding from our long-term debt obligations and existing cash on hand. Due to the seasonality of our business, we fund pre-opening operations with revolving credit borrowings. Revolving credit borrowings are reduced with our positive cash flow during the seasonal operating period. Our primary uses of liquidity include operating expenses, capital expenditures, interest payments, partnership distributions, income tax obligations, and recently, limited partnership unit repurchases. As of **June 25, 2023** **September 24, 2023**, we had cash on hand of **\$49.2 million** **\$134.4 million** and availability under our revolving credit facility of **\$123.1 million** **\$280.1 million**. Based on this level of liquidity, we concluded that we will have sufficient liquidity to satisfy our obligations at least through the **third** **fourth** quarter of 2024.

Management is focused on driving profitable and sustainable growth in the business, while maintaining a strong balance sheet and returning capital to our unitholders. We expect to invest between **\$200 million** **\$210 million** and **\$225 million** **\$220 million** in capital expenditures during 2023, which includes large-scale updates to major sections of our parks, new roller coasters and other rides and attractions, upgraded and expanded food and beverage facilities, the renovation of the Knott's Berry Farm Hotel and major events to celebrate two 50-year park anniversaries.

We paid a partnership distribution of \$0.30 per limited partner unit on **June 21, 2023** **September 20, 2023**. On **August 3, 2023** **November 2, 2023**, we announced that our Board declared an additional partnership distribution of \$0.30 per limited partner unit, which will be payable on **September 20, 2023** **December 20, 2023** to unitholders of record on **September 6, 2023** **December 6, 2023**.

In August 2022, the Board of Directors approved a unit repurchase program authorizing the Partnership to repurchase units for an aggregate amount of not more than \$250 million. As of April 12, 2023, we repurchased all remaining availability under the August 2022 repurchase program resulting in a total of 6.0 million units repurchased at an average price of \$41.93 per limited partner unit. On May 4, 2023, we announced that our Board of Directors authorized the Partnership to repurchase more units for an additional aggregate amount of not more than \$250 million. **No unit repurchases were made under the May 2023 repurchase program during the six months ended June 25, 2023.** From June 26, 2023 through **July 31, 2023** **October 31, 2023**, we repurchased 0.3 million units under the May 2023 repurchase program at an average price of **\$38.26** **\$38.27** per limited partner unit. See [Note 11](#) [10](#) for additional information.

We anticipate cash interest payments **between** **of approximately** **\$135 million** and **\$140 million** during 2023 of which approximately 75% of the payments will **occur** **have occurred** in the second and fourth quarters. We anticipate cash payments for income taxes to range from **\$50 million** **\$45 million** to **\$55 million** **\$50 million** in 2023.

As of **June 25, 2023** **September 24, 2023**, deferred revenue totaled **\$282.7 million** **\$208.1 million**, including non-current deferred revenue. This represented a **decrease** **an increase** of **\$23.9 million** **\$20.4 million** compared with total deferred revenue as of **June 26, 2022** **September 25, 2022**. The **decrease** **increase** in total deferred revenue was largely primarily attributable to less season pass sales, particularly on the west coast, and to a lesser extent, a change in the timing of sponsorship revenue billing. The prior period deferred revenue balance included \$9.0 million of deferred revenue related to 2020 and 2021 higher season-long product extensions at Canada's Wonderland into sales for the 2022 subsequent operating season.

Operating Activities

Net cash from operating activities for the first **six** **nine** months of 2023 totaled **\$13.1 million** **\$330.0 million**, a decrease of **\$133.1 million** **\$82.4 million** compared with the same period in the prior year. The decrease in net cash from operating activities was primarily attributable to tax refunds received in the prior period attributable to the net operating loss in tax year 2020 being carried back to prior years, and less earnings due to lower **attendance** **attendance** during the first six months of 2023.

Investing Activities

Net cash for investing activities for the first **six** **nine** months of 2023 totaled **\$124.5 million**, an increase of **\$28.7 million** **\$169.6 million** compared with net cash from investing activities totaling **\$172.0 million** for the same period in the prior year. The **increase** **variance** in net cash for (for) from investing activities was due to the prior period sale of the land at California's Great America, as well as a planned increase in capital expenditures for 2023.

Financing Activities

Net cash **from** **for** financing activities for the first **six** **nine** months of 2023 totaled **\$58.0 million** **\$126.6 million**, an increase **a decrease** of **\$44.1 million** **\$225.9 million** compared with the same period in the prior year. The **increase** **decrease** was primarily attributable to additional borrowings under our revolving credit facility and a \$264.3 million of term debt payments in the prior period to fully repay the remaining outstanding balance on our term debt facility payment facility. This decrease was somewhat offset by an increase in repurchases of limited partnership units and partnership distributions in the current period.

Contractual Obligations

As of **June 25, 2023** **September 24, 2023**, our primary contractual obligations consisted of outstanding long-term debt agreements. Before reduction for debt issuance costs, our long-term debt agreements consisted of the following:

- \$1.0 billion of 5.500% senior secured notes, maturing in May 2025, issued at par. The 2025 senior notes and the related guarantees are secured by first-priority liens on the issuers' and the guarantors' assets that secure all the obligations under our credit facilities. The 2025 senior notes may be redeemed, in whole or in part, at various prices depending on the date redeemed. The 2025 senior notes pay interest semi-annually in May and November.
- \$500 million of 5.375% senior unsecured notes, maturing in April 2027, issued at par. The 2027 senior notes may be redeemed, in whole or in part, at various prices depending on the date redeemed. The 2027 senior notes pay interest semi-annually in April and October.

- \$300 million of 6.500% senior unsecured notes, maturing in October 2028, issued at par. Prior to October 1, 2023, up to 35% of the 2028 senior notes may be redeemed with the net cash proceeds of certain equity offerings at a price equal to 106.500% of the principal amount thereof, together with accrued and unpaid interest and additional interest, if any. The 2028 senior notes may be redeemed, in whole or in part, at any time prior to October 1, 2023 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 2028 senior notes may be redeemed, in whole or in part, at various prices depending on the date redeemed. The 2028 senior notes pay interest semi-annually in April and October.
- \$500 million of 5.250% senior unsecured notes, maturing in July 2029, issued at par. The 2029 senior notes may be redeemed, in whole or in part, at any time prior to July 15, 2024 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 2029 senior notes may be redeemed, in whole or in part, at various prices depending on the date redeemed. The 2029 senior notes pay interest semi-annually in January and July.
- \$157 million of No borrowings under the \$300 million senior secured revolving credit facility under our current credit agreement with a Canadian sub-limit of \$15 million. The revolving credit facility bears interest at SOFR plus 350 bps with a SOFR adjustment of 10 bps per annum and a floor of zero, and requires the payment of a 62.5 bps commitment fee per annum on the unused portion of the credit facilities. The senior secured revolving credit facility matures on February 10, 2028, provided that the maturity date will be (x) January 30, 2025 if at least \$200 million of the 2025 senior notes remain outstanding as of that date, or (y) January 14, 2027 if at least \$200 million of the 2027 senior notes remain outstanding as of that date. The credit agreement provides for the issuance of documentary and standby letters of credit. After letters of credit, which totaled \$19.9 million as of June 25, 2023 September 24, 2023, we had \$123.1 million \$280.1 million of availability under the revolving credit facility. Our letters of credit are primarily in place to backstop insurance arrangements.

The 2017 Credit Agreement, as amended, includes a Senior Secured Leverage Ratio calculated as of 3.75x Total First Lien Senior Secured Debt-to-Consolidated EBITDA. The ratio was set at 4.00x for the second quarter of 2023 and will step down to 3.75x for the third quarter of 2023 and future quarters. This financial covenant is only required to be tested at the end of any fiscal quarter in which revolving credit facility borrowings are outstanding. We were in compliance with the applicable financial covenants under our credit agreement during the six nine months ended June 25, 2023 September 24, 2023.

Our credit agreement and fixed rate note agreements include Restricted Payment provisions, which could limit our ability to pay partnership distributions. Pursuant to the terms of the indenture governing the 2027 senior notes, which includes the most restrictive of these Restricted Payments provisions, if our pro forma Total-Indebtedness-to-Consolidated-Cash-Flow Ratio is greater than 5.25x, we can still make Restricted Payments of \$100 million annually so long as no default or event of default has occurred and is continuing. If our pro forma Total-Indebtedness-to-Consolidated-Cash-Flow Ratio is less than or equal to 5.25x, we can make Restricted Payments up to our Restricted Payment pool. Our pro forma Total-Indebtedness-to-Consolidated-Cash-Flow Ratio was less than 5.25x as of June 25, 2023 September 24, 2023.

Financial and Non-Financial Disclosure About Issuers and Guarantors of our Registered Senior Notes

As discussed within the Long-Term Debt footnote at [Note 6](#), we had four tranches of fixed rate senior notes outstanding at June 25, 2023 September 24, 2023: the 2025, 2027, 2028 and 2029 senior notes. The 2027, 2028 and 2029 senior notes were registered under the Securities Act of 1933. The 2025 senior notes were sold in a private placement in reliance on exemptions from registration under the Securities Act of 1933. 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 2027, 2028 and 2029 senior notes. Our senior notes have been irrevocably and unconditionally guaranteed, on a joint and several basis, by each wholly owned subsidiary of Cedar Fair (other than the co-issuers) that guarantees our credit facilities under our credit agreement. A full listing of the issuers and guarantors of our registered senior notes can be found within Exhibit 22, and additional information with respect to our registered senior notes and the related guarantees follows.

The 2027, 2028 and 2029 senior notes each rank equally in right of payment with all of each issuer's existing and future senior unsecured debt, including the other registered senior notes. However, the 2027, 2028 and 2029 senior notes rank effectively junior to any secured debt under the 2017 Credit Agreement, as amended, and the 2025 senior notes to the extent of the value of the assets securing such debt.

In the event that the co-issuers (except for Cedar Fair, L.P.) or any subsidiary guarantor is released from its obligations under our senior secured credit facilities (or the 2017 Credit Agreement, as amended), such entity will also be released from its obligations under the registered senior notes. In addition, the co-issuers (except for Cedar Fair, L.P.) or any subsidiary guarantor can be released from its obligations under the 2027, 2028 and 2029 senior notes under the following circumstances, assuming the associated transactions are in compliance with the applicable provisions of the indentures governing the 2027, 2028 and 2029 senior notes: i) any direct or indirect sale, conveyance or other disposition of the capital stock of such entity following which the entity ceases to be a direct or indirect subsidiary of Cedar Fair or a sale or disposition of all or substantially all of the assets of such entity; ii) if such entity is dissolved or liquidated; iii) if we designate such entity as an Unrestricted Subsidiary; iv) upon transfer of such entity in a qualifying transaction if following such transfer the entity ceases to be a direct or indirect Restricted Subsidiary of Cedar Fair or is a Restricted Subsidiary that is not a guarantor under any credit facility; or v) in the case of the subsidiary guarantors, upon a discharge of the indenture or upon any legal defeasance or covenant defeasance of the indenture.

The obligations of each guarantor are limited to the extent necessary to prevent such guarantee from constituting a fraudulent conveyance or fraudulent transfer under applicable law. This provision may not, however, protect a guarantee from being voided under fraudulent transfer law, or may reduce the applicable guarantor's obligation to an amount that effectively makes its guarantee worthless. If a guarantee were rendered voidable, it could be subordinated by a court to all other indebtedness of the guarantor, and depending on the amount of such indebtedness, could reduce the guarantee to zero. Each guarantor that makes a payment or distribution under a guarantee is entitled to a pro rata contribution from each other guarantor based on the respective net assets of the guarantors.

The following tables provide summarized financial information for each of our co-issuers and guarantors of the 2027, 2028 and 2029 senior notes (the "Obligor Group"). We presented each entity that is a co-issuer of the registered senior notes separately. The subsidiaries that guarantee the registered senior notes are presented on a combined basis with intercompany balances and transactions between entities in such guarantor subsidiary group eliminated. Intercompany balances and transactions between the co-issuers and guarantor subsidiaries have not been eliminated. Certain subsidiaries of Cedar Fair did not guarantee our credit facilities or senior notes as the assets and results of operations of these subsidiaries were immaterial (the "non-guarantor" subsidiaries). The summarized financial information excludes results of the non-guarantor subsidiaries and does not reflect investments of the Obligor Group in the non-guarantor subsidiaries. The Obligor Group's amounts due from, amounts due to, and transactions with the non-guarantor subsidiaries have not been eliminated and included intercompany receivables from non-guarantors of \$14.0 \$14.1 million and \$14.3 million as of June 25, 2023 September 24, 2023 and December 31, 2022, respectively.

Summarized Financial Information

(In thousands)	Cedar Fair, L.P. (Parent)	Magnum (Co-Issuer Subsidiary)	Cedar Canada (Co-Issuer Subsidiary)	Millennium (Co-Issuer Subsidiary)	Guarantor Subsidiaries
Balance as of September 24, 2023					
Current Assets	\$ 707	\$ 45,420	\$ 62,210	\$ 414,806	\$ 1,611,953
Non-Current Assets	(243,043)	1,857,967	614,721	2,346,263	1,938,623
Current Liabilities	170,314	1,495,903	204,913	260,548	130,020
Non-Current Liabilities	148,625	1,863	16,233	2,147,967	154,326
Balance as of December 31, 2022					
Current Assets	\$ 507	\$ 32,194	\$ 82,860	\$ 409,869	\$ 1,400,403
Non-Current Assets	(202,160)	1,583,510	563,637	2,214,189	1,870,827
Current Liabilities	237,793	1,247,618	261,744	213,669	103,436
Non-Current Liabilities	147,937	1,238	14,142	2,135,550	159,493
Nine Months Ended September 24, 2023					
Net revenues	\$ 74,438	\$ 382,482	\$ 143,456	\$ 1,536,131	\$ 363,199
Operating income (loss)	71,234	(102,373)	59,795	94,496	154,271
Net income	134,788	84,959	85,762	—	223,050
Twelve Months Ended December 31, 2022					
Net revenues	\$ 210,192	\$ 522,915	\$ 179,180	\$ 2,174,828	\$ 320,682
Operating income (loss)	207,251	(116,440)	80,880	124,469	224,675
Net income	308,808	141,776	65,665	—	216,578

Summarized Financial Information

(In thousands)	Cedar Fair, L.P. (Parent)	Magnum (Co-Issuer Subsidiary)	Cedar Canada (Co-Issuer Subsidiary)	Millennium (Co-Issuer Subsidiary)	Guarantor Subsidiaries
Balance as of June 25, 2023					
Current Assets	\$ 970	\$ 52,692	\$ 47,580	\$ 380,279	\$ 1,522,558
Non-Current Assets	(438,628)	1,552,072	591,213	2,317,558	1,884,636
Current Liabilities	172,317	1,358,092	238,624	317,069	137,065
Non-Current Liabilities	148,396	1,780	15,384	2,294,661	153,752
Balance as of December 31, 2022					
Current Assets	\$ 507	\$ 32,194	\$ 82,860	\$ 409,869	\$ 1,400,403
Non-Current Assets	(202,160)	1,583,510	563,637	2,214,189	1,870,827
Current Liabilities	237,793	1,247,618	261,744	213,669	103,436
Non-Current Liabilities	147,937	1,238	14,142	2,135,550	159,493
Six Months Ended June 25, 2023					
Net revenues	\$ 21	\$ 136,071	\$ 40,923	\$ 579,067	\$ 147,579
Operating (loss) income	(3,658)	(126,273)	2,821	62,254	35,515
Net (loss) income	(80,913)	(65,591)	15,347	—	55,558
Twelve Months Ended December 31, 2022					
Net revenues	\$ 210,192	\$ 522,915	\$ 179,180	\$ 2,174,828	\$ 320,682
Operating income (loss)	207,251	(116,440)	80,880	124,469	224,675
Net income	308,808	141,776	65,665	—	216,578

Forward Looking Statements

Some of the statements contained in this report (including the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section) that are not historical in nature are forward-looking statements within the meaning of the **federal securities laws**, including Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements as to our expectations, beliefs, goals and strategies regarding the future. These forward-looking statements may involve **current plans, estimates, expectations and ambitions** that are subject to risks, **uncertainties and uncertainties** assumptions that are difficult to predict, may be beyond our control and could cause actual results to differ materially from those described in such statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct, or that our growth strategies will achieve the targeted results, results, that the proposed transaction will close or that the Company will realize the anticipated benefits thereof. Important risk factors including that may cause such a difference and could adversely affect attendance at our parks, our future financial performance, our growth strategies and/or the proposed transaction, and could cause actual results to differ materially from our expectations or otherwise to fluctuate or decrease, include, but are not limited to: general economic conditions, the impacts of public health **concerns, concerns**; adverse weather **conditions, conditions**; competition for consumer leisure time and **spending, spending**; unanticipated construction **delays, delays**; changes in our capital investment plans and **projects projects**; the expected timing and likelihood of completion of the proposed transaction, including the timing, receipt and terms and conditions of any required governmental and regulatory approvals of the proposed transaction and Six Flags stockholder approval; anticipated tax treatment, unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition, losses, future prospects, business and management strategies for the management, expansion and growth of the combined company's operations and other conditions to the completion of the proposed transaction, including the possibility that any of the anticipated benefits of the proposed transaction will not be realized or will not be realized within the expected time period; the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; the outcome of any legal proceedings that may be instituted against Cedar Fair, Six Flags or their respective directors and others following announcement of the merger agreement and proposed transaction; the inability to consummate the transaction due to the failure to satisfy other conditions to complete the transaction; risks that the proposed transaction disrupts and/or harms current plans and operations of Cedar Fair or Six Flags, including that management's time and attention will be diverted on transaction-related issues; the amount of the costs, fees, expenses and charges related to the transaction, including the possibility that the transaction may be more expensive to complete than anticipated; the ability of Cedar Fair and Six Flags to successfully integrate their businesses and to achieve anticipated synergies and value creation; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the proposed transaction; legislative, regulatory and economic developments and changes in laws, regulations, and policies affecting Cedar Fair and Six Flags; potential business uncertainty, including the outcome of commercial negotiations and changes to existing business relationships during the pendency of the proposed transaction that could affect Cedar Fair's and/or Six Flags' financial performance and operating results; acts of terrorism or outbreak of war, hostilities, civil unrest, and other political or security disturbances; the impacts of pandemics or other public health crises, including the effects of government responses on people and economies; risks related to the potential impact of general economic, political and market factors on the companies or the proposed transaction; other factors we discuss from time to time in our reports filed with the Securities and Exchange Commission (the "SEC") could adversely affect our future financial performance; and our growth strategies those risks that will be described in the registration statement on Form S-4 and could cause actual results to differ materially from our expectations or otherwise to fluctuate or decrease, the accompanying proxy statement/prospectus. Additional information on risk factors that may affect our business and financial results can be found in our Annual Report on Form 10-K and in the filings we make from time to time with the SEC, including this Form 10-Q. We do not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the filing date of this document.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks from fluctuations in interest rates and currency exchange rates on our operations in Canada, and from time to time, on imported rides and equipment. The objective of our financial risk management is to reduce the potential negative impact of interest rate and foreign currency exchange rate fluctuations to acceptable levels. We do not acquire market risk sensitive instruments for trading purposes.

We typically manage interest rate risk using a combination of fixed-rate long-term debt, interest rate swaps that fix variable-rate long-term debt, and variable-rate borrowings under a revolving credit facility. Translation exposures with regard to our Canadian operations are not hedged.

We repaid all of our outstanding variable-rate long-term debt during the third quarter of 2022 and subsequently terminated our interest rate swap agreements. Therefore, as of **June 25, 2023** **September 24, 2023**, all of our outstanding long-term debt represented fixed-rate debt except for revolving credit borrowings. Assuming the daily average balance over the past twelve months on revolving credit borrowings of approximately **\$66.0 million** **\$73.1 million**, a hypothetical 100 bps increase in 30-day SOFR on our variable-rate debt would lead to an increase of approximately \$0.7 million in cash interest costs over the next twelve months.

A uniform 10% strengthening of the U.S. dollar relative to the Canadian dollar would result in a **\$7.4 million** **\$6.9 million** decrease in annual operating income for the trailing twelve months ended **June 25, 2023** **September 24, 2023**.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures -

We maintain a system of controls and procedures designed to ensure that information required to be disclosed by us in our reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified by the Commission and that such information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. As of **June 25, 2023** **September 24, 2023**, management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of **June 25, 2023** **September 24, 2023**.

(b) Changes in Internal Control Over Financial Reporting -

There were no changes in our internal control over financial reporting that occurred during the fiscal quarter ended **June 25, 2023** **September 24, 2023** that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1A. RISK FACTORS

There have been no material changes In addition to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022, the following risk factors have been identified as a result of Cedar Fair, L.P. entering into a merger agreement with Six Flags Entertainment Corporation ("Six Flags").

Risks Related to the Proposed Merger

The proposed merger and integration of both companies may be more difficult, costly or time-consuming than expected, and we may fail to realize the anticipated benefits of the merger.

The success of the proposed merger will depend in part on our ability to realize anticipated revenue and cost synergies and on our ability to successfully integrate the businesses. If we are not able to successfully achieve these objectives, the anticipated benefits of the merger may not be realized fully, or at all, or may take longer to realize than expected. In addition, our ability to achieve the goals for the proposed merger may be affected by future prospects, execution of business strategies, and our ability to manage the various factors discussed within this report, including within the forward-looking statements. The actual benefits of the proposed merger also could be less than anticipated if, for example, completion of the merger and/or integration of the businesses are more difficult, costly or time-consuming than we expect.

We have incurred and expect to incur substantial costs, fees, expenses, and charges related to the merger and integration, and may incur additional costs we do not currently anticipate.

We have incurred and expect to incur additional costs, fees, expenses, and charges related to the merger and integration. We may incur additional costs that we do not currently anticipate. These costs include and may include legal, financial advisory, accounting, consulting and other advisory fees, retention, severance and employee benefit-related costs, public company filing fees and other regulatory fees, as well as closing, integration and other related costs. Some of the costs are payable regardless of whether or not the merger is completed.

We may be unable to retain personnel successfully while the merger is pending or after the merger is completed.

The success of the merger will depend in part on our ability to retain key employees while the merger is pending or after the merger is consummated. If we are unable to retain key employees, including management, who are critical to the successful completion, integration and future operation of the combined company, we could face disruption in our operations, loss of key information, expertise or know-how, or unanticipated recruiting costs, which may impact our ability to achieve our goals related to the transaction.

The announcement or completion of the proposed merger may disrupt and/or harm our current plans and operations or those of Six Flags, may divert management's time and attention and may affect existing business relationships, any of which may impact financial performance, operating results and/or our ability to achieve the benefits of the merger.

The announcement or completion of the proposed merger may disrupt and/or harm our current plans and operations and/or those of Six Flags. Management's time and attention also may be diverted on transaction-related issues. There also may be adverse reactions to or changes in business relationships as a result of the announcement or completion of the merger. Any of these factors could affect our and/or Six Flags' financial performance or operating results, and/or could impact our ability to achieve the benefits of the merger.

Regulatory approvals may not be received, may take longer than expected, or may impose conditions that are not presently anticipated or that affect the anticipated benefits of the merger.

Before the merger may be completed, various approvals, consents and non-objections must be obtained from regulatory authorities in the United States and Mexico. These approvals could be delayed or not obtained at all, which could disrupt operations, or could delay or adversely affect completion of the merger. The approvals that are granted may impose terms and conditions, including requiring the parties to seek divestitures of substantial assets, limitations, obligations or costs, or place restrictions on the conduct of the combined company's business or require changes to the terms of the transactions contemplated by the merger agreement, which could affect the anticipated benefits of the merger.

The merger agreement may be terminated in accordance with its terms, and the merger may not be completed, which could negatively impact our business, financial results, and/or unit price.

The merger agreement is subject to a number of conditions which must be fulfilled in order to complete the merger, including approval of Six Flags' stockholders. If the merger is not completed for any reason, there may be adverse consequences and we may experience negative reactions from the financial markets, our customers, our vendors and/or our employees.

Litigation relating to the proposed merger may be filed against Six Flags, us and/or each company's board of directors that could prevent or delay the closing and/or result in the payment of damages.

In connection with the proposed merger, it is possible that the stockholders of Six Flags and/or our unitholders may file lawsuits against Six Flags, us and/or each company's board of directors. Among other remedies, these stockholders and/or unitholders could seek damages and/or to enjoin the merger. Any such potential lawsuits could prevent or delay the closing and/or result in substantial costs to us. The outcome of any such actions would be uncertain and may create uncertainty relating to the merger and may be costly and distracting to management. Further, the defense or settlement of any lawsuit or claim that remains unresolved at the time of the merger may adversely affect our business, financial condition, results of operations and cash flows or those of the combined entity.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES, AND USE OF PROCEEDS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Issuer Purchases of Equity Securities:

The following table summarizes repurchases of Cedar Fair, L.P. Depositary Units representing limited partner interests by the Partnership during the three months ended **June 25, 2023** September 24, 2023:

Period	(a) Total Number of Units Purchased (1)	(b) Average Price Paid per Unit	(c) Total Number of Units Purchased as Part of Publicly Announced Plans or Programs (2)	(d) Maximum Number (or Approximate Dollar Value) of Units that May Yet Be Purchased Under the Plans or Programs (2)
March 27 - April 30	173,795	\$ 45.17	173,795	\$ —
May 1 - May 31	—	—	—	\$ 250,000,000
June 1 - June 25	—	—	—	\$ 250,000,000
Total	173,795	\$ 45.17	173,795	\$ 250,000,000

(a)	(b)	(c)	(d)

Period	Total Number of Units Purchased		Total Number of Units Purchased as Part of Publicly Announced Plans or Programs ⁽²⁾	Maximum Number (or Approximate Dollar Value) of Units that May Yet Be Purchased Under the Plans or Programs ⁽²⁾
	(1)	Average Price Paid per Unit		
June 26 - July 31	280,447	\$ 38.26	280,226	\$ 239,278,720
August 1 - August 31	34,647	\$ 38.37	34,311	\$ 237,962,641
September 1 - September 24	—	—	—	\$ 237,962,641
Total	315,094	\$ 38.27	314,537	\$ 237,962,641

(1) All units purchased were either repurchased pursuant to our August 2022 May 2023 unit repurchase program described in Footnote 2, or were repurchased by the Partnership in satisfaction of tax obligations related to the vesting of restricted units which were granted under the Partnership's Omnibus Incentive Plan. A total of 557 units were reacquired by the Partnership to satisfy such tax obligations.

(2) On August 3, 2022, we announced that our Board of Directors approved a unit repurchase program authorizing the Partnership to repurchase units for an aggregate amount of not more than \$250 million. We repurchased units representing the remaining availability under the August 2022 repurchase program during April 2023 in open market transactions intended to satisfy the conditions of Rule 10b-18. On May 4, 2023, we announced that our Board of Directors authorized the Partnership to repurchase units for an additional aggregate amount of not more than \$250 million. We did not repurchase units. Units repurchased under the May 2023 repurchase program during the three months ended June 25, 2023, September 24, 2023 were repurchased in open market transactions intended to satisfy the conditions of Rule 10b-18. See Note 11.

ITEM 5. OTHER INFORMATION

During the three months ended June 25, 2023 September 24, 2023, no director or officer adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K.

ITEM 6. EXHIBITS

Exhibit (2.1)	Agreement and Plan of Merger, dated as of November 2, 2023, by and among Cedar Fair, L.P., Six Flags Entertainment Corporation, CopperSteel HoldCo, Inc. and CopperSteel Merger Sub, LLC. Incorporated herein by reference to Exhibit 2.1 to the Registrant's Form 8-K (File No. 001-09444) filed on November 2, 2023.
Exhibit (2.2)	Voting and Support Agreement, dated as of November 2, 2023, by and between Cedar Fair, L.P., Six Flags Entertainment Corporation, and H Partners, LP and certain of its affiliates. Incorporated herein by reference to Exhibit 2.2 to the Registrant's Form 8-K (File No. 001-09444) filed on November 2, 2023.
Exhibit (22)	Subsidiary Guarantors and Issuers of Guaranteed Securities. Incorporated herein by reference to Exhibit 22 to the Registrant's Form 10-K (File No. 001-09444) filed on February 18, 2022.
Exhibit (31.1)	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit (31.2)	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit (32)	Certifications Pursuant to 18 U.S.C. 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit (101)	The following materials from the Partnership's Quarterly Report on Form 10-Q for the quarter ended June 25, 2023 September 24, 2023 formatted in Inline XBRL: (i) the Unaudited Condensed Consolidated Statements of Operations and Comprehensive Income, (Loss), (ii) the Unaudited Condensed Consolidated Balance Sheets, (iii) the Unaudited Condensed Consolidated Statements of Cash Flow, (iv) the Unaudited Condensed Consolidated Statements of Partners' Deficit, and (v) related notes, tagged as blocks of text and including detailed tags.
Exhibit (104)	The cover page from the Partnership's Quarterly Report on Form 10-Q for the quarter ended June 25, 2023 September 24, 2023 formatted in Inline XBRL (included as Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CEDAR FAIR, L.P.

(Registrant)

By Cedar Fair Management, Inc.

General Partner

Date: **August 3, November 2, 2023**

/s/ Richard A. Zimmerman

Richard A. Zimmerman

President and Chief Executive Officer

Date: **August 3, November 2, 2023**

/s/ Brian C. Witherow

Brian C. Witherow

Executive Vice President and

Chief Financial Officer

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Exhibit 31.1

CERTIFICATION

I, Richard A. Zimmerman, certify that:

- 1) I have reviewed this quarterly report on Form 10-Q of Cedar Fair, L.P.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **August 3, November 2, 2023**

/s/ Richard A. Zimmerman

Richard A. Zimmerman

President and Chief Executive Officer

CERTIFICATION

I, Brian C. Witherow, certify that:

- 1) I have reviewed this quarterly report on Form 10-Q of Cedar Fair, L.P.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 3, November 2, 2023

/s/ Brian C. Witherow

Brian C. Witherow
Executive Vice President and Chief Financial Officer

CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Cedar Fair, L.P. (the "Partnership") on Form 10-Q for the period ending June 25, 2023 September 24, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Partnership certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to our knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

August 3, November 2, 2023

/s/ Richard A. Zimmerman

Richard A. Zimmerman

President and Chief Executive Officer

/s/ Brian C. Witherow

Brian C. Witherow

Executive Vice President and

Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

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