

CEDAR FAIR L P  
Form 8-K  
September 05, 2006

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 29, 2006**

**CEDAR FAIR, L.P.**

(Exact name of Registrant as specified in its charter)

DELAWARE

1-9444

34-1560655

(State or other jurisdiction  
of incorporation)

(Commission  
File No.)

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

One Cedar Point Drive, Sandusky, Ohio

44870-5259

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (419) 626-0830

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On August 29, 2006, Cedar Fair, L.P. and 3147010 Nova Scotia Company, its indirect wholly-owned subsidiary organized under the laws of Nova Scotia, Canada, entered into a \$2,090 million credit agreement with Bear Stearns Corporate Lending Inc., as Syndication Agent; Wachovia Bank, National Association, and General Electric Capital Corporation, as Co-Documentation Agents; GE Canada Finance Holding Company, as Canadian Administrative Agent; National City (Canadian Branch of National City Bank), as Canadian Syndication Agent; Fifth Third Bank, as Canadian Documentation Agent; KeyBank National Association, as Administrative Agent and Collateral Agent; and certain Lenders party thereto (the Credit Agreement ). The Credit Agreement amends and restates in its entirety the Credit Agreement entered into by Cedar Fair, L.P. and certain financial institutions at June 30, 2006.

The credit facilities provided under the Credit Agreement include a \$1,475 million U.S. term loan, \$310 million in U.S. revolving loan commitments, a \$270 million Canadian term loan and \$35 million in Canadian revolving commitments. All facilities other than the Canadian revolving commitment bear interest at either a rate based on the London interbank offered rate plus 2.50% or a rate based on the prime rate announced from time to time by KeyBank National Association plus 1.50%. Loans made under the Canadian revolving commitment bear interest at either a rate based on Bankers Acceptance plus 2.50% or a rate based on the Canadian Prime Rate plus 1.50%. The Credit Agreement also provides for the issuance of documentary and standby letters of credit. The U.S. term loan matures on August 30, 2012; the Canadian term loan matures on August 31, 2011; and the U.S. revolving commitment and the Canadian revolving commitment expire on August 30, 2011.

Certain of the lenders party to the Credit Agreement, as well as certain of their respective affiliates, have performed, and may in the future perform, for Cedar Fair, L.P. and its subsidiaries, various commercial banking, investment banking, underwriting and other financial advisory services, for which they have received, and will receive, customary fees and expenses.

The foregoing description of the terms of the Credit Agreement does not purport to be complete and is qualified in its entirety by reference to the Credit Agreement, which is filed as Exhibit 10.1 to this current report and is incorporated herein by reference.

**ITEM 1.02. TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT**

The Credit Agreement described in Item 1.01, above, amended and restated in its entirety the Credit Agreement entered into by and among Cedar Fair, L.P., Bear Stearns Corporate Lending Inc., as Syndication Agent and Administrative Agent; Wachovia Bank, National Association, as Documentation Agent; KeyBank National Association, as Collateral Agent; and certain Lenders party thereto at June 30, 2006.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

*Exhibits.*

Exhibit No.	Description
10.1	\$2,090,000 Credit Agreement among Cedar Fair, L.P., 3147010 Nova Scotia Company, and the several lenders and agents parties thereto dated as of June 30, 2006, as amended and restated as of August 29, 2006

**SIGNATURE**

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 hereunto duly authorized.

CEDAR FAIR, L.P.

By: Cedar Fair Management, Inc., General Partner

By: /s/ Peter J. Crage

Peter J. Crage

Corporate Vice President, Finance and

Chief Financial Officer

Date: September 5, 2006

**Exhibit Index**

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