

CEDAR FAIR L P
Form DFAN14A
December 20, 2010

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

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

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

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

Check the appropriate box:

// Preliminary Proxy Statement

// **Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

// Definitive Proxy Statement

/X/ Definitive Additional Materials

// Soliciting Material Pursuant to Section 240.14a-12

CEDAR FAIR, L.P.

(Name of Registrant as Specified in Its Charter)

Q FUNDING III, L.P.

Q4 FUNDING, L.P.

PRUFROCK ONSHORE, L.P.

J ALFRED ONSHORE, LLC

STAR SPANGLED SPROCKETS, L.P.

EXCALIBUR DOMESTIC, LLC

GEOFFREY RAYNOR

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

Payment of Filing Fee (Check the appropriate box):

/X/ No fee required.

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

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

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

On December 20, 2010, Q Funding III, L.P. and Q4 Funding, L.P. sent the following letter to Cedar Fair, L.P.'s Board of Directors:

December 20, 2010

The Board of Directors
Cedar Fair, L.P.
One Cedar Point Drive
Sandusky, Ohio 44870-5259

Dear Gentlemen:

In your response letter dated December 17th to us, you say, "The COO resigned." We say he left under "curious circumstances." You then criticized us for using this characterization of the event saying "we should have known better."

In the attached letter that Mr. Falfas' attorney provided to us and sent to the company on June 14, 2010, he makes it clear that he did not resign but was terminated. Clearly there is a difference of opinion here as to what happened, and there is an ongoing dispute. You also filed with the SEC a statement that Mr. Falfas resigned but did not mention that Mr. Falfas disagreed vehemently with your view of what happened.

Why don't we let the other unitholders and the court of public opinion decide whose characterization of the event is

more accurate -- yours or ours! Conveniently omitting facts to win an argument is not the way to run a business.
When were you planning on coming clean and telling people the real story?

Sincerely
yours,

Q Funding
III & Q4
Funding

