Q4 Funding LP
Form 4
January 27, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Q4 Funding LP

(Last) (First) (Middle)

301 COMMERCE STREET, SUITE 3200

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CEDAR FAIR L P [FUN]

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Units Representing Limited Partner Interests	01/25/2010		P		428,987	A	$ 12.57	428,987	D (1)	
Units Representing Limited Partner Interests	01/26/2010		P		630,398	A	$ 12.55	1,059,385	D (1)	
Units Representing	01/27/2010		P		605,748	A	$ 12.6	1,665,133	D (1)	

Limited
Partner
Interests

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Q4 Funding LP 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102		X		
Star Spangled Sprockets, L.P. 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102		X		
Excalibur Domestic, LLC 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102		X		
RAYNOR GEOFFREY 301 COMMERCE STREET SUITE 3200		X		

FORT WORTH, TX 76102

Signatures

Brandon Teague, Director of Trading for Excalibur Domestic, LLC, general partner of Star Spangled Sprockets, L.P., general partner of Q4 Funding, L.P.	01/27/2010
**Signature of Reporting Person	Date
Brandon Teague, Director of Trading for Excalibur Domestic, LLC, general partner of Star Spangled Sprockets, L.P.	01/27/2010
**Signature of Reporting Person	Date
Brandon Teague, Director of Trading for Excalibur Domestic, LLC	01/27/2010
**Signature of Reporting Person	Date
Brandon Teague, Attorney-in-Fact for Geoffrey P. Raynor	01/27/2010
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Units are held directly by Q4 Funding, L.P. ("Q4"). Excalibur Domestic, LLC ("Excalibur") is the general partner of Star Spangled Sprockets, L.P. ("Star"), which is the general partner of Q4. Geoffrey P. Raynor ("Raynor") is the person who controls Excalibur. Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Filing Act of 1934, each of Excalibur, Star and Raynor is deemed to be the beneficial owner of any Units beneficially owned by Q4 only to the extent of the greater of his or its respective direct or indirect interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.