

Q4 Funding LP
Form 3
February 01, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Q Funding III, L.P.		(Month/Day/Year)	CEDAR FAIR L P [FUN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/20/2010		
301 COMMERCE STREET, SUITE 3200			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
FORT WORTH, TX 76102			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Units Representing Limited Partner Interests	5,576,069	D ⁽¹⁾	^
Units Representing Limited Partner Interests	428,987	D ⁽²⁾	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Equity Swap ⁽³⁾	01/20/2010 ⁽⁴⁾	07/09/2012	Units Representing Limited Partner Interests	31,400	\$ 11.26	I	See footnote ⁽³⁾
Equity Swap ⁽³⁾	01/20/2010 ⁽⁵⁾	07/09/2012	Units Representing Limited Partner Interests	228,600	\$ 11.93	I	See footnote ⁽³⁾
Equity Swap ⁽³⁾	01/20/2010 ⁽⁶⁾	07/09/2012	Units Representing Limited Partner Interests	290,900	\$ 11.97	I	See footnote ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Q Funding III, L.P. 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102	^	^ X	^	^
Prufrock Onshore, L.P. 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102	^	^ X	^	^
J Alfred Onshore, LLC 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102	^	^ X	^	^
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	^	^
	^	^ X	^	^

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transaction, and (ii) the broker will be obligated to pay to Amalgamated the market value of the 31,400 Units. The transaction is currently exercisable by Amalgamated. An amount equal to any dividends declared and paid on such Units during the term of the transaction will be paid to Amalgamated. This transaction is a cash settled equity swap and does not give Amalgamated any beneficial ownership of any such Units or any right to vote, acquire or dispose of any such Units.

- (5) Amalgamated is party to an equity swap transaction with a securities broker under which, upon exercise, (i) Amalgamated will be obligated to pay to the broker \$2,727,198.00, representing \$11.93 per Unit for the 228,600 Units of the Issuer that are the subject of the transaction, and (ii) the broker will be obligated to pay to Amalgamated the market value of the 228,600 Units. The transaction is currently exercisable by Amalgamated. An amount equal to any dividends declared and paid on such Units during the term of the transaction will be paid to Amalgamated. This transaction is a cash settled equity swap and does not give Amalgamated any beneficial ownership of any such Units or any right to vote, acquire or dispose of any such Units.

- (6) Amalgamated is party to an equity swap transaction with a securities broker under which, upon exercise, (i) Amalgamated will be obligated to pay to the broker \$3,482,073.00, representing \$11.97 per Unit for the 290,900 Units of the Issuer that are the subject of the transaction, and (ii) the broker will be obligated to pay to Amalgamated the market value of the 290,900 Units. The transaction is currently exercisable by Amalgamated. An amount equal to any dividends declared and paid on such Units during the term of the transaction will be paid to Amalgamated. This transaction is a cash settled equity swap and does not give Amalgamated any beneficial ownership of any such Units or any right to vote, acquire or dispose of any such Units.

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.