



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

DIVISION OF  
CORPORATION FINANCE

May 15, 2013

Brian C. Witherow  
Chief Financial Officer  
Cedar Fair, L.P.  
One Cedar Point Drive  
Sandusky, OH 44870-5259

**Re: Cedar Fair L.P.  
Form 10-K for the year ended December 31, 2012  
Filed February 25, 2013  
Form 10-K for the year ended December 31, 2011  
Filed February 29, 2012  
File No. 001-09444**

Dear Mr. Witherow:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ David R. Humphrey

David R. Humphrey  
Accounting Branch Chief