

DARREL D ANDERSON & ASSOCIATES INC
Form SC 13D/A
February 25, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)*

Cedar Fair, L.P.

(Name of Issuer)

Depository Units Representing Limited Partner Interests

(Title of Class of Securities)

150185106

(CUSIP Number)

Gerard J. Kenny

Gibson, Dunn & Crutcher LLP

4 Park Plaza

Irvine, CA 92614

(949) 451-3800

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 24, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e); 13d-1(f) or 13d-1(g), check the following box. "

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits, should be filed with the Commission. *See* Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*.)

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

Darrel D. Anderson & Associates, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 316,212

EACH 9 Sole Dispositive Power

REPORTING

PERSON 316,212

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

316,212

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.6% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

CO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

VMK Enterprises, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 0

EACH 9 Sole Dispositive Power

REPORTING

PERSON 0

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.0% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

CO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

The M. Knott Company

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 171,395

EACH 9 Sole Dispositive Power

REPORTING

PERSON 171,395

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

171,395

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.3% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

CO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

M. Knott Enterprises

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF	0	
<hr/>		
SHARES		8 Shared Voting Power
BENEFICIALLY		
OWNED BY	586,420	
<hr/>		
EACH		9 Sole Dispositive Power
REPORTING		
PERSON	586,420	
<hr/>		
WITH		10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

586,420

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 1.1% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

CO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

D.W.O. Enterprises, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 473,367

EACH 9 Sole Dispositive Power

REPORTING

PERSON 473,367

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

473,367

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.9% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

CO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

Jana O. Hackett, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 374,917

EACH 9 Sole Dispositive Power

REPORTING

PERSON 374,917

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

374,917

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.7% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

CO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

Kenneth Knott, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF	0	
<hr/>		
SHARES		8 Shared Voting Power
BENEFICIALLY		
OWNED BY	440,367	
<hr/>		
EACH		9 Sole Dispositive Power
REPORTING		
PERSON	440,367	
<hr/>		
WITH		10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

440,367

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.8% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

CO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

Stephen Knott, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 478,367

EACH 9 Sole Dispositive Power

REPORTING

PERSON 478,367

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

478,367

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.9% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

CO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

Trust established under the Will of Cordelia Knott f/b/o Marion Knott

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 24,172

EACH 9 Sole Dispositive Power

REPORTING

PERSON 24,172

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

24,172

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.1% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

Knott Survivor s Trust

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 318,912

EACH 9 Sole Dispositive Power

REPORTING

PERSON 318,912

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

318,912

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.6% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

Knott Marital Trust

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF	0	
SHARES		8 Shared Voting Power
BENEFICIALLY		
OWNED BY	318,911	
EACH		9 Sole Dispositive Power
REPORTING		
PERSON	318,911	
WITH		10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

318,911

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.6% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

Laura L. Anderson Trust No. 1

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF	0	
SHARES		8 Shared Voting Power
BENEFICIALLY		
OWNED BY	158,636	
EACH		9 Sole Dispositive Power
REPORTING		
PERSON	158,636	
WITH		10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

158,636

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.3% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

Virginia Knott Bender Trust

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 2,200

EACH 9 Sole Dispositive Power

REPORTING

PERSON 2,200

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

2,200

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.0% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

CUSIP No. 150185106

13D

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1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

1995 Grandchildren s Trust f/b/o Cynthia von Hoffman

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 8,314

EACH 9 Sole Dispositive Power

REPORTING

PERSON 8,314

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

8,314

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.0% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

1995 Grandchildren s Trust f/b/o Michael K. Reafsnyder

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 8,316

EACH 9 Sole Dispositive Power

REPORTING

PERSON 8,316

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

8,316

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.0% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

CUSIP No. 150185106

13D

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1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

1995 Grandchildren s Trust f/b/o Monica Furmanski

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 0

EACH 9 Sole Dispositive Power

REPORTING

PERSON 0

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.0% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

1995 Grandchildren s Trust f/b/o Joseph Reafsnyder

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 0

EACH 9 Sole Dispositive Power

REPORTING

PERSON 0

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.0% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

CUSIP No. 150185106

13D

Page 19 of 37 Pages

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

1995 Grandchildren s Trust f/b/o Nicholas Sheridan

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 16,632

EACH 9 Sole Dispositive Power

REPORTING

PERSON 16,632

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

16,632

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.0% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

1995 Grandchildren s Trust f/b/o Daniel Sheridan

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 16,632

EACH 9 Sole Dispositive Power

REPORTING

PERSON 16,632

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

16,632

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.0% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

1995 Grandchildren s Trust f/b/o Jeffrey Sheridan

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 17,717

EACH 9 Sole Dispositive Power

REPORTING

PERSON 17,717

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

17,717

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.0% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

1995 Grandchildren s Trust f/b/o David Sheridan

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 17,718

EACH 9 Sole Dispositive Power

REPORTING

PERSON 17,718

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

17,718

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.0% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

1 Name of Reporting Persons:

I.R.S. Identification Nos. of above persons (entities only):

1995 Grandchildren s Trust f/b/o Luke Sheridan

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power

NUMBER OF 0

SHARES 8 Shared Voting Power

BENEFICIALLY

OWNED BY 17,718

EACH 9 Sole Dispositive Power

REPORTING

PERSON 17,718

WITH 10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

17,718

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

x

The number reported in Row (11), above, excludes all Units beneficially owned by the other Reporting Persons included in this Schedule 13D. Each Reporting Person disclaims beneficial ownership of Units held by the other Reporting Persons.

13 Percent of Class Represented by Amount in Row (11):

Approximately 0.0% as of the date of this filing (based on 53,478,769 Units outstanding as of November 1, 2004).

14 Type of Reporting Person (See Instructions):

OO

This Amendment No. 1 to Schedule 13D (this "**Amendment**") amends and supplements the initial Statement on Schedule 13D filed with the Securities and Exchange Commission (the "**SEC**") on March 15, 2004 (the "**Schedule 13D**"), which relates to Depositary Units Representing Limited Partner Interests (the "**Units**") of Cedar Fair, L.P., a Delaware limited partnership (the "**Issuer**"). Capitalized terms used herein and not otherwise defined in this Amendment shall have the meanings set forth in the initial Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended to add the following information:

This Amendment is being filed to report a decrease in the beneficial ownership of Units held by the Reporting Persons as a result of sales by the Reporting Persons from time to time in the open market.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

- (a) The Reporting Persons beneficially own an aggregate of 3,766,923 Units of the Issuer as of the date of this filing. Rows (11) and (13) of each of the cover pages to this Amendment are hereby incorporated by reference. The Reporting Persons expressly disclaim group status under Section 13(d) of the Exchange Act of 1934, as amended (the "Act"), and the rules promulgated thereunder. Each Reporting Person hereby disclaims beneficial ownership of any Units held by any other Reporting Person. The filing of this Amendment by the Reporting Persons should not be considered an admission that such Reporting Persons, for purposes of Section 13(d) of the Act are the beneficial owners of any Units of the Issuer in which such Reporting Persons do not have any ownership and economic interest.
- (b) Rows (7) through (10) of each of the cover pages to this Amendment are hereby incorporated by reference. Rows (7) through (10) set forth the number of Units for which each of the Reporting Persons has shared power to vote or direct the vote or to dispose or direct the disposition; and the number of Units for which each of the Reporting Persons has sole power to vote or direct the vote or to dispose or direct the disposition.
- (c) Other than as reported in this Amendment, none of the Reporting Persons has effected any transactions involving the Units in the 60 days prior to filing this Amendment.
- (d) Not applicable.
- (e) Not applicable.

Item 7. Material To Be Filed As Exhibits.

Item 7 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Exhibit No.	Description
Exhibit 1	Joint Filing Agreement, dated March 8, 2004 (incorporated herein by reference to Exhibit No. 1 to Schedule 13D filed with the SEC on March 15, 2004).
Exhibit 2	Cedar Fair/Knott Family Letter Agreement, effective as of March 8, 2004 (incorporated herein by reference to Exhibit No. 2 to Schedule 13D filed with the SEC on March 15, 2004).
Exhibit 3	Power of Attorney, dated February 16, 2005.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 24, 2005

Darrel D. Anderson & Associates, Inc.

By: _____ *

Name: Darrel D. Anderson
Title: President

VMK Enterprises, Inc.

By: _____ *

Name: Michael Reafsnyder
Title: Vice President

The M. Knott Company

By: _____ *

Name: Marion Knott
Title: President

M. Knott Enterprises

By: _____ *

Name: Marion Knott
Title: President

D.W.O. Enterprises, Inc.

By: _____ *

Name: Don W. Oliphant
Title: President

Jana O. Hackett, Inc.

By: _____ *

Name: Jana Hackett
Title: President

Kenneth Knott, Inc.

By: _____ *

Name: Kenneth Knott
Title: President

Stephen Knott, Inc.

By: _____ *

Name: Stephen Knott
Title: President

**Trust established under the Will of Cordelia Knott for
the benefit of Marion Knott**

By: _____ *

Name: Marion Knott
Title: Trustee

Knott Survivor s Trust

By: _____ *

Name: Mildred N. Knott
Title: Trustee

Knott Marital Trust

By: _____ *

Name: Mildred N. Knott
Title: Trustee

Laura Anderson Trust No. 1

By: _____ *

Name: Laura L. Anderson Otto
Title: Trustee

Virginia Knott Bender Trust

By: _____ *

Name: John C. Fossum
Title: Trustee

By: _____ *

Name: Terry Hackett
Title: Trustee

1995 Grandchildren s Trust

fbo Cynthia von Hoffman

By: _____ *

Name: Cynthia von Hoffman

Title: Trustee

1995 Grandchildren s Trust

fbo Michael K. Reafsnyder

1995 Grandchildren s Trust

fbo Monica Furmanski

1995 Grandchildren s Trust

fbo Joseph Reafsnyder

By: _____ *

Name: Michael Reafsnyder

Title: Trustee

1995 Grandchildren s Trust

fbo Nicholas Sheridan

1995 Grandchildren s Trust

fbo Daniel Sheridan

1995 Grandchildren s Trust

fbo Jeffrey Sheridan

1995 Grandchildren s Trust

fbo David Sheridan

1995 Grandchildren s Trust

fbo Luke Sheridan

By: _____ *

Name: Sharon Sheridan
Title: Trustee

By: _____ *

Name: Douglas Sheridan
Title: Trustee

* Terry C. Hackett, by signing his name hereto, does sign this document on behalf of each of the persons indicated above pursuant to powers of attorney duly executed by such persons and filed with the Securities and Exchange Commission.

By: /s/ Terry C. Hackett

Terry C. Hackett
Attorney-in-Fact

ANNEX A TO SCHEDULE 13D

Annex A of the Schedule 13D is hereby amended and restated in its entirety as follows:

NAME AND BUSINESS ADDRESS OF ORGANIZATION	STATE OR OTHER PLACE OF ORGANIZATION	PRINCIPAL BUSINESS	ADDRESS OF PRINCIPAL BUSINESS
Darrel D. Anderson & Associates, Inc. 1 Rue St. Cloud Newport Beach, CA 92660	California	Investment	1 Rue St. Cloud Newport Beach, CA 92660
VMK Enterprises, Inc. 1542 Loma Verde Lane Santa Ana, CA 92705	California	Investment	1542 Loma Verde Lane Santa Ana, CA 92705
The M. Knott Company 41 Royal St. George Newport Beach, CA 92660	California	Investment	41 Royal St. George Newport Beach, CA 92660
M. Knott Enterprises 41 Royal St. George Newport Beach, CA 92660	California	Investment	41 Royal St. George Newport Beach, CA 92660
D.W.O. Enterprises, Inc. P.O. Box 446 Rancho Santa Fe, CA 92067	California	Investment & Real Estate Development	P.O. Box 446 Rancho Santa Fe, CA 92067
Jana O. Hackett, Inc. 3 Royal St. George Newport Beach, CA 92660	California	Investment	3 Royal St. George Newport Beach, CA 92660
Kenneth Knott, Inc. 59926 Comstock Road	California	Investment	59926 Comstock Road Cove, OR 97824

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Cove, OR 97824

Stephen Knott, Inc.

California

Investment

1184 Innisfree Court

1184 Innisfree Court

Fullerton, CA 92831

Fullerton, CA 92831

Trust established under the

California

Investment

41 Royal St. George

Will of Cordelia Knott f/b/o

Newport Beach, CA 92660

Marion Knott

41 Royal St. George

Newport Beach, CA 92660

CUSIP No. 150185106

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NAME AND BUSINESS	STATE OR OTHER PLACE OF ORGANIZATION	PRINCIPAL BUSINESS	ADDRESS OF PRINCIPAL BUSINESS
Knott Survivor s Trust 823 Morningside Dr. Fullerton, CA 92835	California	Investment	823 Morningside Dr. Fullerton, CA 92835
Knott Marital Trust 823 Morningside Dr. Fullerton, CA 92835	California	Investment	823 Morningside Dr. Fullerton, CA 92835
Laura L. Anderson Trust No. 1 74-637 Palo Verde Drive Indian Wells, CA 92210	California	Investment	74-637 Palo Verde Drive Indian Wells, CA 92210
Virginia Knott Bender Trust c/o John Fossum Irell & Manella 840 Newport Center Drive Suite 400 Newport Beach, CA 92660	California	Investment	c/o John Fossum Irell & Manella 840 Newport Center Drive Suite 400 Newport Beach, CA 92660
1995 Grandchildren s Trust fbo Cynthia von Hoffman 4726 Beachwood Court Carlsbad, CA 92008	California	Investment	c/o Cynthia von Hoffman 4726 Beachwood Court Carlsbad, CA 92008
1995 Grandchildren s Trust fbo Michael K. Reafsnyder 1542 Loma Verde Lane Santa Ana, CA 92705	California	Investment	1542 Loma Verde Lane Santa Ana, CA 92705
1995 Grandchildren s Trust	California	Investment	c/o Micheal K. Reafsnyder

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fbo Monica Furmanski

1542 Loma Verde Lane

c/o Micheal K. Reafsnyder

Santa Ana, CA 92705

1542 Loma Verde Lane

Santa Ana, CA 92705

1995 Grandchildren s Trust

California

Investment

c/o Micheal K. Reafsnyder

fbo Joseph Reafsnyder

1542 Loma Verde Lane

c/o Micheal K. Reafsnyder

Santa Ana, CA 92705

1542 Loma Verde Lane

Santa Ana, CA 92705

CUSIP No. 150185106

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NAME AND BUSINESS	STATE OR OTHER PLACE OF ORGANIZATION	PRINCIPAL BUSINESS	ADDRESS OF PRINCIPAL BUSINESS
1995 Grandchildren s Trust fbo Nicholas Sheridan c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701	California	Investment	c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701
1995 Grandchildren s Trust fbo Daniel Sheridan c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701	California	Investment	c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701
1995 Grandchildren s Trust fbo Jeffrey Sheridan c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701	California	Investment	c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701
1995 Grandchildren s Trust fbo David Sheridan c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701	California	Investment	c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701
1995 Grandchildren s Trust fbo Luke Sheridan c/o Sharon Sheridan 61395 K-Bar Road	California	Investment	c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701

Bend, OR 97701

ANNEX B TO SCHEDULE 13D

Annex B of the Schedule 13D is hereby amended and restated in its entirety as follows:

NAME AND BUSINESS	PRINCIPAL OCCUPATION	PRINCIPAL BUSINESS ADDRESS IN
ADDRESS OF PERSON	OR EMPLOYMENT	WHICH SUCH EMPLOYMENT IS CONDUCTED
Darrel D. Anderson	President	Darrel D. Anderson & Associates, Inc.
Darrel D. Anderson & Associates, Inc.		1 Rue St. Cloud
1 Rue St. Cloud		Newport Beach, CA 92660
Newport Beach, CA 92660		
Sharon Sheridan	President	VMK Enterprises, Inc.
VMK Enterprises, Inc.		1542 Loma Verde Lane
1542 Loma Verde Lane		Santa Ana, CA 92705
Santa Ana, CA 92705		
Michael Reafsnyder	Vice President	VMK Enterprises, Inc.
VMK Enterprises, Inc.		1542 Loma Verde Lane
1542 Loma Verde Lane		Santa Ana, CA 92705
Santa Ana, CA 92705		
Marion Knott	President	The M. Knott Company
The M. Knott Company		41 Royal St. George
41 Royal St. George		Newport Beach, CA 92660
Newport Beach, CA 92660		
Marion Knott	President	M. Knott Enterprises
M. Knott Enterprises		41 Royal St. George
41 Royal St. George		Newport Beach, CA 92660
Newport Beach, CA 92660		
	Trustee	Trust established under the

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Marion Knott, as Trustee of the Trust established under
the Will of Cordelia Knott

f/b/o Marion Knott

41 Royal St. George

Newport Beach, CA 92660

Don W. Oliphant

President

D.W.O. Enterprises, Inc.

P.O. Box 446

Rancho Santa Fe, CA 92067

Will of Cordelia Knott

f/b/o Marion Knott

41 Royal St. George

Newport Beach, CA 92660

D.W.O. Enterprises, Inc.

P.O. Box 446

Rancho Santa Fe, CA 92067

CUSIP No. 150185106

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NAME AND BUSINESS	PRINCIPAL OCCUPATION	PRINCIPAL BUSINESS ADDRESS IN
ADDRESS OF PERSON	OR EMPLOYMENT	WHICH SUCH EMPLOYMENT IS CONDUCTED
Jana Hackett Jana O. Hackett, Inc. 3 Royal St. George Newport Beach, CA 92660	President	Jana O. Hackett, Inc. 3 Royal St. George Newport Beach, CA 92660
Kenneth Knott Kenneth Knott, Inc. 59926 Comstock Road Cove, OR 97824	President	Kenneth Knott, Inc. 59926 Comstock Road Cove, OR 97824
Stephen Knott Stephen Knott, Inc. 1184 Innisfree Court Fullerton, CA 92831	President	Stephen Knott, Inc. 1184 Innisfree Court Fullerton, CA 92831
Mildred Knott, as Trustee of the Knott Survivor s Trust 823 Morningside Dr. Fullerton, CA 92835	Trustee	Knott Survivor s Trust 823 Morningside Dr. Fullerton, CA 92835
Mildred Knott, as Trustee of the Knott Marital Trust 823 Morningside Dr. Fullerton, CA 92835	Trustee	Knott Marital Trust 823 Morningside Dr. Fullerton, CA 92835
Laura Otto, as Trustee of the Laura L. Anderson Trust No. 1 74-637 Palo Verde Drive Indian Wells, CA 92210	Trustee	Laura L. Anderson Trust No. 1 74-637 Palo Verde Drive Indian Wells, CA 92210
Terry Hackett and John Fossum, as Trustees of the Virginia Knott Bender Trust	Trustee	Virginia Knott Bender Trust

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c/o John Fossum

Irell & Manella

840 Newport Center Drive

Suite 400

Newport Beach, CA 92660

c/o John Fossum

Irell & Manella

840 Newport Center Drive

Suite 400

Newport Beach, CA 92660

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NAME AND BUSINESS	PRINCIPAL OCCUPATION OR EMPLOYMENT	PRINCIPAL BUSINESS ADDRESS IN WHICH SUCH EMPLOYMENT IS CONDUCTED
Cynthia von Hoffman, as Trustee of the 1995 Grandchildren s Trust fbo Cynthia von Hoffman 4726 Beachwood Court Carlsbad, CA 92008	Trustee	1995 Grandchildren s Trust fbo Cynthia von Hoffman 4726 Beachwood Court Carlsbad, CA 92008
Michael Reafsnyder, as Trustee of the 1995 Grandchildren s Trust fbo Michael K. Reafsnyder 1542 Loma Verde Lane Santa Ana, CA 92705	Trustee	1995 Grandchildren s Trust fbo Michael K. Reafsnyder 1542 Loma Verde Lane Santa Ana, CA 92705
Michael Reafsnyder, as Trustee of the 1995 Grandchildren s Trust fbo Monica Furmanski c/o Michael Reafsnyder 1542 Loma Verde Lane Santa Ana, CA 92705	Trustee	1995 Grandchildren s Trust fbo Monica Furmanski c/o Michael Reafsnyder 1542 Loma Verde Lane Santa Ana, CA 92705
Michael Reafsnyder, as Trustee of the 1995 Grandchildren s Trust fbo Joseph Reafsnyder c/o Michael Reafsnyder 1542 Loma Verde Lane Santa Ana, CA 92705	Trustee	1995 Grandchildren s Trust fbo Joseph Reafsnyder c/o Michael Reafsnyder 1542 Loma Verde Lane Santa Ana, CA 92705
Sharon Sheridan and Douglas Sheridan, as Trustees of the 1995 Grandchildren s Trust	Trustee	1995 Grandchildren s Trust fbo Nicholas Sheridan

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fbo Nicholas Sheridan

c/o Sharon Sheridan

c/o Sharon Sheridan

61395 K-Bar Road

61395 K-Bar Road

Bend, OR 97701

Bend, OR 97701

Sharon Sheridan and Douglas Sheridan,

Trustee

1995 Grandchildren s Trust

as Trustees of the 1995 Grandchildren s Trust

fbo Daniel Sheridan

fbo Daniel Sheridan

c/o Sharon Sheridan

c/o Sharon Sheridan

61395 K-Bar Road

61395 K-Bar Road

Bend, OR 97701

Bend, OR 97701

CUSIP No. 150185106

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NAME AND BUSINESS	PRINCIPAL OCCUPATION OR EMPLOYMENT	PRINCIPAL BUSINESS ADDRESS IN WHICH SUCH EMPLOYMENT IS CONDUCTED
Sharon Sheridan and Douglas Sheridan, as Trustees of the 1995 Grandchildren s Trust fbo Jeffrey Sheridan c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701	Trustee	1995 Grandchildren s Trust fbo Jeffrey Sheridan c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701
Sharon Sheridan and Douglas Sheridan, as Trustees of the 1995 Grandchildren s Trust fbo David Sheridan c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701	Trustee	1995 Grandchildren s Trust fbo David Sheridan c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701
Sharon Sheridan and Douglas Sheridan, as Trustees of the 1995 Grandchildren s Trust fbo Luke Sheridan c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701	Trustee	1995 Grandchildren s Trust fbo Luke Sheridan c/o Sharon Sheridan 61395 K-Bar Road Bend, OR 97701