GREAT WOLF LODGE OF TRAVERSE CITY LLC
Form 424B3
November 05, 2010

Table of Contents

Filed Pursuant to Rule 424(b)(3)
Registration No. 333- 169407

PROSPECTUS SUPPLEMENT

GWR Operating Partnership, L.L.L.P. **Great Wolf Finance Corp.**

Exchange Offer for $230,000,000
10.875% First Mortgage Notes due 2017
Supplement to Prospectus dated October 15, 2010

On October 15, 2010, we, GWR Operating Partnership, L.L.L.P. and Great Wolf Finance Corp., commenced an offer to exchange $230,000,000 aggregate principal amount of our outstanding 10.875% First Mortgage Notes due 2017, which were issued on April 7, 2010 and which we refer to as the initial notes, for a like aggregate principal amount of our registered 10.875% First Mortgage Notes due 2017, which we refer to as the exchange notes. Both the initial notes and the exchange notes are guaranteed on a senior unsecured basis by Great Wolf Resorts, Inc., which owns 99% of the limited partnership interests in GWR Operating Partnership, L.L.L.P., and GWR OP General Partner, LLC, which owns the 1% general partnership interest in GWR Operating Partnership, L.L.L.P., and certain of our domestic subsidiaries. Both the initial notes and the exchange notes are guaranteed on a senior secured basis by our subsidiaries that own three of our Generation II resorts, and those guarantees are secured by first-priority mortgages on the resorts and first-priority securities interests in the other assets of those guarantors, to the extent of the value of the collateral.

On November 4, 2010, Great Wolf Resorts, Inc. filed a quarterly report on Form 10-Q with respect to the quarter ended September 30, 2010. That quarterly report is contained in this prospectus supplement. Investors wishing to participate in the exchange offer should read this prospectus supplement along with the prospectus relating to the exchange offer, dated October 15, 2010.

As we stated in the October 15, 2010 prospectus relating to the exchange offer, the exchange offer will expire at 5:00 p.m., New York City time, on November 15, 2010, unless we extend it. The other terms of the exchange offer are set forth in that prospectus.

Please see Risk Factors beginning on page 23 of the October 15, 2010 prospectus for a discussion of certain factors you should consider in connection with these notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is November 5, 2010.

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

FORM 10-Q

(Mark One)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2010

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number 000-51064

GREAT WOLF RESORTS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**51-0510250**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
525 Junction Road, Suite 6000 South Madison, Wisconsin 53717	**53717**
(Address of principal executive offices)	*(Zip Code)*

(608) 662-4700
(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer þ	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

The number of shares outstanding of the issuer s common stock was 32,458,808 as of November 4, 2010.

Great Wolf Resorts, Inc.
Quarterly Report on Form 10-Q
For the Quarter Ended September 30, 2010
INDEX

Table of Contents

FORWARD-LOOKING STATEMENTS

Some of the statements contained or that may be included in this report or in information we file with the Securities and Exchange Commission, or the SEC, are or may be deemed to be forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, including, among others, statements regarding our future financial results or position, business strategy, projected levels of growth, projected costs and projected financing needs, are forward-looking statements. Those statements include statements regarding our intent, belief or current expectations and those of the members of our management team, as well as the assumptions on which such statements are based, and generally are identified by the use of words such as may, might, will, could, plan, objective, predict, potential, continue, ongoing, seeks, anticipates, believes, estimates, expects, plans, intends, shou expressions. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that actual results may differ materially from those contemplated by such forward-looking statements. Many of these factors are beyond our ability to control or predict. Such factors include, but are not limited to, competition in our market, changes in family vacation patterns and consumer spending habits, regional or national economic downturns, our ability to attract a significant number of guests from our target markets, economic conditions in our target markets, the impact of fuel costs and other operating costs, our ability to develop new resorts in desirable markets or further develop existing resorts on a timely and cost efficient basis, our ability to manage growth, including the expansion of our infrastructure and systems necessary to support growth, our ability to manage cash and obtain additional cash required for growth, the general tightening in the U.S. lending markets, potential accidents or injuries at our resorts, decreases in travel due to pandemic or other widespread illness, our ability to achieve or sustain profitability, downturns in our industry segment and extreme weather conditions, increases in operating costs and other expense items and costs, uninsured losses or losses in excess of our insurance coverage, our ability to protect our intellectual property, trade secrets and the value of our brands, and current and possible future legal restrictions and requirements. Important factors currently known to our management that could cause actual results to differ materially from those in forward-looking statements include those set forth below under the section entitled Risk Factors and in our other periodic SEC filings.

We believe these forward-looking statements are reasonable; however, undue reliance should not be placed on any forward-looking statements, which are based on current expectations. All written and oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by these cautionary statements. Further, forward-looking statements speak only as of the date they are made, and we undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time unless required by law. Past financial or operating performance is not necessarily a reliable indicator of future performance and you should not use our historical performance to anticipate results or future period trends.

You should read this report and the documents that we reference in this report completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by each of these cautionary statements.

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. *FINANCIAL STATEMENTS*

GREAT WOLF RESORTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except share and per share amounts)

	September 30, 2010	December 31, 2009
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 43,103	$ 20,913
Escrows	1,228	5,938
Accounts receivable, net of allowance for doubtful accounts of $107 and $101	3,383	2,192
Accounts receivable affiliates	3,302	2,614
Inventory	6,001	4,791
Other current assets	5,074	4,252
Total current assets	62,091	40,700
Property and equipment, net	653,968	676,405
Investments in and advances to affiliates	26,445	27,484
Notes receivable		8,268
Other assets	33,210	29,058
Intangible assets	27,638	23,829
Total assets	$ 803,352	$ 805,744
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 70,450	$ 16,126
Accounts payable	2,343	5,078
Accounts payable affiliates	522	
Accrued expenses	36,260	21,970
Advance deposits	9,373	7,114
Other current liabilities	5,559	5,946
Total current liabilities	124,507	56,234
Mortgage debt	390,555	441,724
Other long-term debt	91,991	92,221
Deferred compensation liability	1,161	809
Other long-term liabilities	1,048	
Total liabilities	609,262	590,988
Commitments and contingencies		

Great Wolf Resorts stockholders equity:		
Common stock, $0.01 par value; 250,000,000 shares authorized; 32,458,808 and 31,278,889 shares issued and outstanding	325	313
Preferred stock, $0.01 par value, 10,000,000 shares authorized, no shares issued or outstanding		
Additional paid-in-capital	402,095	400,930
Accumulated deficit	(208,105)	(186,287)
Deferred compensation	(200)	(200)
Total Great Wolf Resorts stockholders equity	194,115	214,756
Noncontrolling interest	(25)	
Total equity	194,090	214,756
Total liabilities and equity	$ 803,352	$ 805,744

See accompanying notes to condensed consolidated financial statements.

4

Table of Contents

GREAT WOLF RESORTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited; dollars in thousands, except share and per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2010	2009	2010	2009
Revenues:				
Rooms	$ 47,559	$ 46,214	$ 128,807	$ 122,869
Food and beverage	12,498	11,877	35,571	33,084
Other	13,536	11,333	34,123	30,458
Management and other fees	916	626	2,111	1,617
Management and other fees affiliates	900	1,202	2,880	3,636
	75,409	71,252	203,492	191,664
Other revenue from managed properties affiliates	2,725	3,966	8,178	14,486
Other revenue from managed properties	2,984	1,609	8,555	1,609
Total revenues	81,118	76,827	220,225	207,759
Operating expenses by department:				
Rooms	6,488	6,332	18,561	17,309
Food and beverage	9,005	9,226	26,271	25,506
Other	9,693	8,926	26,635	24,618
Other operating expenses:				
Selling, general and administrative	16,560	14,911	49,788	46,542
Property operating costs	8,926	8,201	26,130	29,657
Depreciation and amortization	13,806	15,136	44,936	42,352
Loss on disposition of property		11	19	202
Asset impairment loss		24,000		24,000
	64,478	86,743	192,340	210,186
Other expenses from managed properties affiliates	2,725	3,966	8,178	14,486
Other expenses from managed properties	2,984	1,609	8,555	1,609
Total operating expenses	70,187	92,318	209,073	226,281
Net operating income (loss)	10,931	(15,491)	11,152	(18,522)
Gain on sale of unconsolidated affiliates		(962)		(962)
Investment income affiliates	(267)	(310)	(832)	(1,030)
Interest income	(59)	(131)	(492)	(467)
Interest expense	12,313	9,671	33,971	24,715
Loss before income taxes and equity in (income) loss of unconsolidated affiliates	(1,056)	(23,759)	(21,495)	(40,778)
Income tax expense	48	13,163	417	6,380

Equity in (income) loss of unconsolidated affiliates, net of tax		(46)		1		(69)		1,116
Net loss		(1,058)		(36,923)		(21,843)		(48,274)
Net loss attributable to noncontrolling interest, net of tax		(65)				(25)		
Net loss attributable to Great Wolf Resorts, Inc.	$	(993)	$	(36,923)	$	(21,818)	$	(48,274)
Basic loss per common share	$	(0.03)	$	(1.18)	$	(0.70)	$	(1.55)
Diluted loss per common share	$	(0.03)	$	(1.18)	$	(0.70)	$	(1.55)
Weighted average common shares outstanding:								
Basic		31,035,048		31,291,004		30,957,698		31,179,049
Diluted		31,035,048		31,291,004		30,957,698		31,179,049

See accompanying notes to the condensed consolidated financial statements.

Table of Contents

GREAT WOLF RESORTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited; dollars in thousands)

	Nine months ended September 30,	
	2010	**2009**
Operating activities:		
Net loss	$ (21,843)	$ (48,274)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	44,936	42,352
Bad debt expense	205	642
Non-cash employee compensation and professional fees expense	1,606	829
Loss on disposition of property	19	202
Asset impairment loss		24,000
Gain on sale of unconsolidated affiliates		(962)
Equity in (income) losses of unconsolidated affiliates	(68)	965
Deferred tax expense (benefit)	(366)	6,535
Changes in operating assets and liabilities:		
Accounts receivable and other assets	(1,905)	(7,711)
Accounts payable, accrued expenses and other liabilities	9,929	(4,522)
Net cash provided by operating activities	32,513	14,056
Investing activities:		
Capital expenditures for property and equipment	(7,626)	(48,206)
Loan repayment from unconsolidated affiliates	1,225	8,833
Investment in affiliate	(8)	
Investment in unconsolidated affiliates		(303)
Proceeds from sale of interest in unconsolidated affiliate		6,000
Investment in development	(498)	978
Proceeds from sale of assets	15	66
Cash acquired in acquisition of Creative Kingdoms, LLC	324	
(Increase) decrease in restricted cash	(487)	161
Decrease (increase) in escrows	4,710	(1,866)
Net cash used in investing activities	(2,345)	(34,337)
Financing activities:		
Principal payments on long-term debt	(216,414)	(5,151)
Proceeds from issuance of long-term debt	219,337	51,051
Payment of loan costs	(10,901)	(11,856)
Net cash (used in) provided by financing activities	(7,978)	34,044

Net increase in cash and cash equivalents		22,190		13,763
Cash and cash equivalents, beginning of period		20,913		14,231
Cash and cash equivalents, end of period	$	43,103	$	27,994
Supplemental Cash Flow Information:				
Cash paid for interest, net of capitalized interest	$	22,508	$	24,254
Cash paid for income taxes, net of refunds	$	523	$	379
Non-cash items:				
Construction in process accruals	$		$	15
Loan cost accruals	$	1,238	$	
Conversion of note receivable and accrued interest to equity investment	$	9,963	$	

See accompanying notes to the condensed consolidated financial statements.

Table of Contents

GREAT WOLF RESORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited; dollars in thousands, except share and per share amounts)

1. ORGANIZATION

The terms Great Wolf Resorts, us, we and our are used in this report to refer to Great Wolf Resorts, Inc. and its consolidated subsidiaries.

Business Summary

We are the largest owner, licensor, operator and developer in North America of drive-to, destination family resorts featuring indoor waterparks and other family-oriented entertainment activities based on the number of resorts in operation. Each of our resorts features approximately 300 to 600 family suites, each of which sleeps from six to ten people and includes a wet bar, microwave oven, refrigerator and dining and sitting area. We provide a full-service entertainment resort experience to our target customer base: families with children ranging in ages from 2 to 14 years old that live within a convenient driving distance of our resorts. We operate and license resorts under our Great Wolf Lodge® and Blue Harbor Resort™ brand names and have entered into licensing arrangements with third parties relating to the operation of resorts under the Great Wolf Lodge brand name. Our resorts are open year-round and provide a consistent, comfortable environment where our guest can enjoy our various amenities and activities.

We provide our guests with a self-contained vacation experience and focus on capturing a significant portion of their total vacation spending. Our resorts earn revenues through the sale of rooms (which includes admission to our indoor waterpark), and other revenue-generating resort amenities. Each of our resorts features a combination of the following revenue-generating amenities: themed restaurants, ice cream shop and confectionery, full-service adult spa, kid spa, game arcade, gift shop, miniature golf, interactive game attraction, family tech center and meeting space. We also generate revenues from licensing arrangements, management fees and other fees with respect to our operation or development of properties owned in whole or in part by third parties.

Each of our Great Wolf Lodge resorts has a Northwoods lodge theme, designed in a Northwoods cabin motif with exposed timber beams, a massive stone fireplace, Northwoods creatures, including mounted wolves, and an animated two-story Clock Tower that provides theatrical entertainment for younger guests. All of our guest suites are themed luxury suites, ranging in size from approximately 385 square feet to 1,970 square feet.

The indoor waterparks in our Great Wolf Lodge resorts range in size from approximately 34,000 to 84,000 square feet and are decorated consistent with our resort motif. The focus of each Great Wolf Lodge waterpark is our signature 12-level treehouse waterfort, an interactive water experience for the entire family that features over 60 water effects and is capped by an oversized bucket that dumps between 700 to 1,000 gallons of water every five minutes. Our waterparks also feature a combination of high-speed body slides and inner tube waterslides, smaller slides for younger children, zero-depth water activity pools with geysers, a water curtain, fountains and tumble buckets, a lazy river, additional activity pools for basketball, open swimming and other water activities and large free form hot tubs, including hot tubs for adults only.

On January 13, 2010, we announced that we had signed a non-binding letter of intent related to the proposed development of a Great Wolf Lodge resort adjacent to The Galleria at Pittsburgh Mills in Tarentum, Pennsylvania, outside of Pittsburgh. The resort will be developed by Zamias Services, Inc., a real estate developer and services provider. The proposed development is subject to the execution of definitive documentation. If we enter into definitive agreements with regard to this proposed development, it is expected that we will receive license fees for use of the Great Wolf Lodge brand name and other intellectual property at the proposed resort, and will receive management fees to operate the resort on behalf of Zamias as the owner. We will also advise on certain development-related matters. The proposed resort will be owned by a joint venture and we expect to own a small ownership percentage in this joint venture. The Pittsburgh resort will be our fourth licensed and managed resort under our licensing-based business model.

On June 7, 2010, we acquired a 62.4% equity interest in Creative Kingdoms, LLC in exchange for all of the $8.7 million principal balance, plus accrued interest of approximately $1.3 million, of convertible indebtedness owed to us by Creative Kingdoms. Creative Kingdoms is a developer of experiential gaming products including MagiQuest, an interactive game attraction available at nine of our resorts. Creative Kingdoms also licenses or has sold to other parties several stand-along MagiQuest facilities or similar attractions.

On June 28, 2010, we announced that we have executed license and management agreements related to the development of a new 600-suite Great Wolf Lodge resort in Garden Grove, California s world famous International West Resort. The new resort will be located less than two miles from Disneyland, near Anaheim and Los Angeles, and will be developed by McWhinney, a diversified real estate company. We will receive license fees for use of the Great Wolf Lodge brand name and other intellectual property at the resort, and will receive management fees to operate the resort on behalf of the owner. The resort will be owned by a joint-venture, with Great Wolf Resorts receiving a minority equity interest for its development-related services. Additionally, the City of Garden Grove will contribute cash and bond proceeds to the resort, as well as establish a financing district to develop an adjacent parking structure.

On July 14, 2010, we announced the opening of the first Scooops Kid Spa outside of a Great Wolf Resorts property. The first freestanding Scooops Kid Spa opened in August 2010 at Mall of America, a popular retail destination and entertainment complex in Bloomington, Minnesota. As the nation s largest retail and entertainment complex, Mall of America welcomes more than 40 million visitors each year.

The following table presents an overview of our portfolio of resorts. As of September 30, 2010, we operated, managed and/or have entered into licensing arrangements relating to the operation of 11 Great Wolf Lodge resorts (our signature Northwoods-themed resorts) and one Blue Harbor Resort (a nautical-themed property). We anticipate that most of our future resorts will be licensed and/or developed under our Great Wolf Lodge brand, but we may operate and/or enter into licensing arrangements with regard to additional nautical-themed resorts under our Blue Harbor Resort brand or other resorts in appropriate markets.

	Ownership Percentage	**Opened**	**Number of Guest Suites**	**Number of Condo Units (1)**	**Indoor Entertainment Area (2) (approx. sq. ft.)**
Wisconsin Dells, WI (3)		1997	308	77	102,000
Sandusky, OH (3)		2001	271		41,000
Traverse City, MI	100%	2003	280		57,000
Kansas City, KS	100%	2003	281		57,000
Sheboygan, WI	100%	2004	182	64	54,000
Williamsburg, VA (4)	100%	2005	405		87,000
Pocono Mountains, PA (4)	100%	2005	401		101,000
Niagara Falls, ONT (5)		2006	406		104,000
Mason, OH (4)	100%	2006	401		105,000
Grapevine, TX (4)	100%	2007	605		110,000
Grand Mound, WA (6)	49%	2008	398		74,000
Concord, NC (4)	100%	2009	402		97,000

(1) Condominium units are individually owned by third parties and are

managed by us.

(2) Our indoor entertainment areas generally include our indoor waterpark, game arcade, children s activity room, family tech center, MagiQuest and fitness room, as well as our spa in the resorts that have such amenities.

8

Table of Contents

(3) These properties are owned by CNL Lifestyle Properties, Inc. (CNL), a real estate investment trust focused on leisure and lifestyle properties. Prior to August 2009, these properties were owned by a joint venture between CNL and us. In August 2009, we sold our 30.26% joint venture interest to CNL for $6,000. We currently manage both properties and license the Great Wolf Lodge brand to these resorts.

(4) Five of our properties (Great Wolf Lodge resorts in Williamsburg, VA; Pocono Mountains, PA; Mason, OH; Grapevine, TX and Concord, NC) each had a book value of fixed assets equal to ten percent or more of our total assets as of September 30,

2010 and each of those five properties had total revenues equal to ten percent or more of our total revenues for the three and nine months ended September 30, 2010.

(5) An affiliate of Ripley Entertainment, Inc. (Ripley), our licensee, owns this resort. We have granted Ripley a license to use the Great Wolf Lodge name for this resort through April 2016. We managed the resort on behalf of Ripley through April 2009.

(6) This property is owned by a joint venture. The Confederated Tribes of the Chehalis Reservation (Chehalis) owns a 51% interest in the joint venture, and we own a 49% interest. We operate the property and license the Great Wolf Lodge brand to

the joint venture under long-term agreements through April 2057, subject to earlier termination in certain situations. The joint venture leases the land for the resort from the United States Department of the Interior, which is trustee for Chehalis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General We have prepared these unaudited condensed consolidated interim financial statements according to the rules and regulations of the Securities and Exchange Commission (SEC). Accordingly, we have omitted certain information and footnote disclosures that are normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP). The December 31, 2009 consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. These interim financial statements should be read in conjunction with the financial statements, accompanying notes and other information included in our Annual Report on Form 10-K for the year ended December 31, 2009.

The accompanying unaudited condensed consolidated interim financial statements reflect all adjustments, which are of a normal and recurring nature, necessary for a fair presentation of the financial condition and results of operations and cash flows for the periods presented. The preparation of financial statements in accordance with GAAP requires us to make estimates and assumptions. Such estimates and assumptions affect the reported amounts of assets and liabilities, as well as the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Our actual results could differ from those estimates. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the entire year.

Principles of Consolidation Our condensed consolidated financial statements include our accounts and the accounts of our majority-owned and controlled subsidiaries. As part of our consolidation process, we eliminate all significant intercompany balances and transactions.

Acquisition Accounting We follow acquisition accounting for all acquisitions that meet the business combination definition. Acquisition accounting requires us to measure the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest at the acquisition-date fair value. While we use our best estimates and assumptions as a part of the purchase price allocation process to accurately value assets acquired and liabilities assumed at the acquisition date, our estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, we record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are record to our consolidated statements of operations.

Goodwill Goodwill is measured at an acquisition date as the excess of (a) the consideration transferred and the fair value of any noncontrolling interest in the acquiree over (b) the net of the acquisition date fair values of the assets

Table of Contents

acquired and the liabilities assumed. We are required to assess goodwill for impairment annually, or more frequently if circumstances indicate impairment may have occurred. We assess goodwill for such impairment by comparing the carrying value of our reporting units to their fair values. We determine our reporting units fair values using a discounted cash flow model.

In connection with the acquisition of the majority interest in CK we have recorded $2,276 of goodwill that is included within Intangible Assets on our condensed consolidated balance sheet.

	September 30, 2010	December 31, 2009
Goodwill	$ 2,276	130,496
Accumulated impairment losses		(68,405)
Goodwill related to sale of affiliate		(62,091)
	$ 2,276	$

Noncontrolling Interests We record the non-owned equity interests of our consolidated subsidiaries as a separate component of our consolidated equity on our condensed consolidated balance sheet. The net earnings attributable to the controlling and noncontrolling interests are included on the face of our statements of operations. Due to our acquisition of CK in June 2010 we have a consolidated subsidiary with a noncontrolling interest as of September 30, 2010.

Income Taxes At the end of each interim reporting period, we estimate the effective tax rate expected to be applicable for the full fiscal year. The rate determined is used in providing for income taxes on a year-to-date basis.

Segments We are organized into a single operating division. Within that operating division, we have two reportable segments:

- Resort ownership/operation-revenues derived from our consolidated owned resorts; and
- Resort third-party management/licensing-revenues derived from management, license and other related fees from unconsolidated resorts.

The following summarizes significant financial information regarding our segments:

	Resort Ownership/ Operation	Resort Third-Party Management/License	Other	Totals per Financial Statements
Three months ended September 30, 2010				
Revenues	$ 71,147	$ 7,525	$ 2,446	$ 81,118
Depreciation and amortization	(12,726)		(1,080)	(13,806)
Net operating income (loss)	9,531	1,816	(416)	10,931
Investment income affiliates				(267)
Interest income				(59)
Interest expense				12,313
Loss before income taxes and equity in (income) loss of unconsolidated affiliates				$ (1,056)
Additions to long-lived assets	911		486	$ 1,397

Table of Contents

	Resort Ownership/ Operation	Resort Third-Party Management/License	Other	Totals per Financial Statements
Nine months ended September 30, 2010				
Revenues	$ 195,188	$ 21,724	$ 3,313	$ 220,225
Depreciation and amortization	(42,997)		(1,939)	(44,936)
Net operating income (loss)	8,822	4,991	(2,661)	11,152
Investment income affiliates				(832)
Interest income				(492)
Interest expense				33,971
Loss before income taxes and equity in (income) loss of unconsolidated affiliates				$ (21,495)
Additions to long-lived assets	6,701		925	$ 7,626
Total assets	676,400	1,863	125,089	$ 803,352

	Resort Ownership/ Operation	Resort Third-Party Management/License	Other	Totals per Financial Statements
Three months ended September 30, 2009				
Revenues	$ 69,424	$ 7,403	$	$ 76,827
Depreciation and amortization	(14,932)		(204)	(15,136)
Asset impairment loss	(24,000)			(24,000)
Net operating (loss) income	(17,757)	1,828	438	(15,491)
Gain on sale of unconsolidated affiliates			(962)	(962)
Investment income affiliates				(310)
Interest income				(131)
Interest expense				9,671
Loss before income taxes and equity in (income) loss of unconsolidated affiliates				$ (23,759)
Additions to long-lived assets	2,215		145	$ 2,360

Table of Contents

	Resort Ownership/ Operation	Resort Third-Party Management/License	Other	Totals per Financial Statements
Nine months ended September 30, 2009				
Revenues	$ 186,411	$ 21,348	$	$ 207,759
Depreciation and amortization	(41,776)		(576)	(42,352)
Asset impairment loss	(24,000)			(24,000)
Net operating (loss) income	(21,416)	5,253	(2,359)	(18,522)
Gain on sale of unconsolidated affiliates			(962)	(962)
Investment income affiliates				(1,030)
Interest income				(467)
Interest expense				24,715
Loss before income taxes and equity in (income) loss of unconsolidated affiliates				$ (40,778)
Additions to long-lived assets	47,834		372	$ 48,206
Total assets (as of December 31, 2009)	707,472	2,942	95,330	$ 805,744

The Other column in the table includes items that do not constitute a reportable segment and represent corporate-level activities and the activities of other operations not included in the Resort Ownership/Operation or Resort Third-Party Management/License segments. Total assets at the corporate level primarily consist of cash, our investment in affiliates, and intangibles.

Recent Accounting Pronouncements In June 2009, the FASB issued guidance which changes how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. The determination of whether a reporting entity is required to consolidate another entity is based on, among other things, the other entity s purpose and design and the reporting entity s ability to direct the activities of the other entity that most significantly impact the other entity s economic performance. The guidance requires a reporting entity to provide additional disclosures about its involvement with variable interest entities and any significant changes in risk exposure due to that involvement. A reporting entity will be required to disclose how its involvement with a variable interest entity affects the reporting entity s financial statements. The adoption of this guidance is effective for fiscal years beginning after November 15, 2009, and interim periods within those fiscal years. We adopted this guidance on January 1, 2010. The adoption of this guidance did not have a material impact on our condensed consolidated financial statements.

In October 2009, the FASB issued guidance for revenue recognition with multiple deliverables. This guidance eliminates the residual method under the current guidance and replaces it with the relative selling price method when allocating revenue in a multiple deliverable arrangement. The selling price for each deliverable shall be determined using vendor specific objective evidence of selling price, if it exists, otherwise third-party evidence of selling price shall be used. If neither exists for a deliverable, the vendor shall use its best estimate of the selling price for that deliverable. After adoption, this guidance will also require expanded qualitative and quantitative disclosures. The guidance is effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, although early adoption is permitted. We do not expect the adoption of this guidance to have a material impact on our condensed consolidated financial statements.

In January 2010, the FASB issued updated guidance related to fair value measurement and disclosures, which requires a reporting entity to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and to describe the reasons for the transfers. The updated guidance also requires that an entity should provide fair value measurement disclosures for each class of assets and liabilities and disclosures about the valuation techniques and inputs used to measure fair value for both recurring and non-recurring fair value measurements for Level 2 and Level 3 fair value measurements. This updated guidance became effective for interim or annual financial reporting periods beginning after December 15, 2009. We adopted this guidance on January 1, 2010. The adoption of this guidance did not have a material impact on our condensed consolidated financial statements.

3. INVESTMENT IN AFFILIATES

CNL Joint Venture

On August 6, 2009, we sold our 30.26% joint venture interest to CNL for $6,000. We recognized a $962 gain on this sale.

Summary financial data for this joint venture for periods where we still maintained an ownership interest is as follows:

	Period July 1 through August 5, 2009	Period January 1 through August 5, 2009
Operating data:		
Revenue	$ 5,100	$ 19,750
Operating expenses	$ (4,383)	$ (24,213)
Net income (loss)	$ 717	$ (4,463)

Grand Mound Joint Venture

Our joint venture with The Confederated Tribes of the Chehalis Reservation owns the Great Wolf Lodge resort and conference center on a 39-acre land parcel in Grand Mound, Washington. This resort opened in March 2008. This joint venture is a limited liability company. We are a member of that limited liability company with a 49% ownership interest. At September 30, 2010, the joint venture had aggregate outstanding indebtedness to third parties of $98,934. As of September 30, 2010, we have made combined loan and equity contributions, net of loan repayments, of $28,475 to the joint venture to fund a portion of construction costs of the resorts.

Summary financial data for this joint venture is as follows:

	September 30, 2010	December 31, 2009
Balance sheet data:		
Total assets	$ 142,919	$ 145,247
Total liabilities	$ 111,507	$ 114,129

	Three months ended September 30,		Nine months ended September 30,	
Operating data:	**2010**	**2009**	**2010**	**2009**
Revenue	$ 10,531	$ 11,170	$ 32,307	$ 31,303
Operating expenses	$ (9,120)	$ (9,165)	$ (28,186)	$ (26,467)
Net income	$ 146	$ 634	$ 295	$ 448

We have a receivable from the joint venture of $3,302 and $2,614 that relates primarily to accrued preferred equity returns as of September 30, 2010 and December 31, 2009, respectively.

Table of Contents

4. VARIABLE INTEREST ENTITIES

In accordance with the guidance for the consolidation of variable interest entities, we analyze our variable interests, including equity investments and management agreements, to determine if an entity in which we have a variable interest, is a variable interest entity. Our analysis includes both quantitative and qualitative reviews. We base our quantitative analysis on the forecasted cash flows of the entity, and our qualitative analysis on our review of the design of the entity, its organization structure including decision-making ability, and relevant financial agreements. We also use our qualitative analyses to determine if we must consolidate a variable interest entity as the primary beneficiary.

The following summarizes our analyses of entities in which we have a variable interest and that we have concluded are variable interest entities:

We have equity investments in and a loan to the joint venture that owns the Great Wolf Lodge resort Grand Mound, Washington. We manage that resort and we have concluded that the joint venture is a variable interest entity because the management fees we receive represent a variable interest. The management contract, however, does not provide us with power over the activities that most significantly impact the economic performance of the joint venture. As we lack the ability to direct the activities that most significantly affect the resorts performance, we are not the primary beneficiary of the joint venture and, therefore, we do not consolidate this entity at September 30, 2010. During the three and nine months ended September 30, 2010 and 2009, we did not provide any support to this entity that we were not contractually obligated to do so. Our maximum exposure to loss related to our involvement with this entity as of September 30, 2010 is limited to the carrying value of our equity investments in and loans to the joint venture as of that date. The total carrying values of those items on our balance sheet as of September 30, 2010 is $26,328.

We have equity investments in two subsidiaries which are Delaware statutory trusts, both of which were used to issue trust preferred securities through private offerings. We have concluded that both of these trusts are variable interest entities. As we lack the ability to direct the activities that most significantly impact the trusts performance, however, we are not the primary beneficiary and therefore, we do not consolidate these entities at September 30, 2010. During the three and nine months ended September 30, 2010 and 2009, we did not provide any support to these entities that we were not contractually obligated to do so. Our maximum exposure to loss related to our involvement with these entities as of September 30, 2010 is limited to the carrying value of our equity investments in the entities as of that date. The total carrying values of those items on our balance sheet as of September 30, 2010 is $2,420.

5. ACQUISTION OF CREATIVE KINGDOMS

On June 7, 2010, we acquired a 62.4% equity interest in Creative Kingdoms (CK) in exchange for all of the $8,700 principal balance, plus accrued interest of $1,263, of convertible indebtedness owed to us by CK. CK is a developer of experiential gaming products including MagiQuest®, an interactive game attraction available at nine of our resorts. CK also owns or has sold to other parties several stand-alone MagiQuest facilities or similar attractions.

We have consolidated CK as we have a majority ownership interest in CK. We accounted for this business combination using the acquisition method of accounting, which requires us to measure the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest at the acquisition-date fair value. We have recorded the identifiable assets acquired, the liabilities assumed and the noncontrolling interest at amounts that approximate fair value. We have recorded $2,276 of goodwill, which represents the excess of (a) the consideration transferred and the fair value of any noncontrolling interest in the acquiree over (b) the net of the acquisition date fair values of the assets acquired and the liabilities assumed.

Table of Contents

6. SHARE-BASED COMPENSATION

We recognized share-based compensation expense of $545 and $1,606, net of estimated forfeitures, for the three months and nine months ended September 30, 2010, respectively. The total income tax expense recognized related to share-based compensation was $10 and $31 for the three and nine months ended September 30, 2010, respectively.

We recognized share-based compensation expense of $360 and $828, net of estimated forfeitures, for the three and nine months ended September 30, 2009, respectively. The total income tax expense recognized related to share-based compensation was $56 and $129 for the three and nine months ended September 30, 2009, respectively.

We recognize compensation expense on grants of share-based compensation awards on a straight-line basis over the requisite service period of each award recipient. As of September 30, 2010, total unrecognized compensation cost related to share-based compensation awards was $3,158, which we expect to recognize over a weighted average period of approximately 3.1 years.

The Great Wolf Resorts 2004 Incentive Stock Plan (the Plan) authorizes us to grant up to 3,380,740 options, stock appreciation rights or shares of our common stock to employees and directors. At September 30, 2010, there were 115,872 shares available for future grants under the Plan.

We anticipate having to issue new shares of our common stock for stock option exercises.

Stock Options

We have granted non-qualified stock options to purchase our common stock under the Plan at prices equal to the fair market value of the common stock on the grant dates. The exercise price for options granted under the plans may be paid in cash, shares of common stock or a combination of cash and shares. Stock options expire ten years from the grant date and vest ratably over three years.

We recorded stock option expense of $8 and $22 for the three and nine months ended September 30, 2009, respectively. We recorded no stock option expense for the three and nine months ended September 30, 2010. We have not granted any stock options in 2010 or 2009.

A summary of stock option activity during the nine months ended September 30, 2010 is:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Number of shares under option:			
Outstanding at beginning of period	441,000	$ 17.53	4.34 years
Exercised			
Forfeited			
Outstanding at end of period	441,000	$ 17.53	4.34 years
Exercisable at end of period	441,000	$ 17.53	4.34 years

Our outstanding or exercisable stock options had no intrinsic value at September 30, 2010 or 2009.

Market Condition Share Awards

Certain employees are eligible to receive shares of our common stock in payment of market condition share awards granted to them in accordance with the terms thereof.

Table of Contents

We granted 515,986 and 541,863 market condition share awards during the nine months ended September 30, 2010 and 2009, respectively. We recorded share-based compensation expense of $159 and $546 for the three and nine months ended September 30, 2010, respectively. We recorded share-based compensation expense of $82 and $285 for the three and nine months ended September 30, 2009, respectively.

Of the 2010 market condition shares granted:

333,060 were based on our common stock s performance in 2010 relative to a stock index, as designated by the Compensation Committee of the Board of Directors. These shares vest ratably over a three-year period, 2010-2012. The per share fair value of these market condition shares was $2.43 as of the grant date.

The fair value of these market condition shares was determined using a Monte Carlo simulation and the following assumptions:

Dividend yield	
Weighted average, risk free interest rate	0.26%
Expected stock price volatility	108.06%
Expected stock price volatility (small-cap stock index)	40.92%

We used an expected dividend yield of 0%, as we do not currently pay a dividend and do not contemplate paying a dividend in the foreseeable future. The weighted average, risk free interest rate was based on the 9-month treasury constant maturity. Our expected stock price volatility was estimated using daily returns data of our stock for a two-year period ending on the grant date. The expected stock price volatility for the small cap stock index was estimated using daily returns data for a two-year period ending on the grant date.

91,463 were based on our common stock s absolute performance during the three-year period 2010-2012. For shares that are earned, half of the shares vest on December 31, 2012, and the other half vest on December 31, 2013. The per share fair value of these market condition shares was $2.53 as of the grant date.

The fair value of these market condition shares was determined using a Monte Carlo simulation and the following assumptions:

Dividend yield	
Weighted average, risk free interest rate	1.27%
Expected stock price volatility	95.21%

We used an expected dividend yield of 0%, as we do not currently pay a dividend and do not contemplate paying a dividend in the foreseeable future. The weighted average, risk free interest rate was based on the 2.75-year treasury constant maturity. Our expected stock price volatility was estimated using daily returns data of our stock for the period June 29, 2007 through March 30, 2010.

91,463 were based on our common stock s performance in 2010-2012 relative to a stock index, as designated by the Compensation Committee of the Board of Directors. For shares that are earned, half of the shares vest on December 31, 2012, and the other half vest on December 31, 2013. The per share fair value of these market condition shares was $2.61 as of the grant date.

The fair value of these market condition shares was determined using a Monte Carlo simulation and the following assumptions:

Dividend yield	
Weighted average, risk free interest rate	1.27%
Expected stock price volatility	95.21%
Expected stock price volatility (small-cap stock index)	37.51%

Table of Contents

We used an expected dividend yield of 0%, as we do not currently pay a dividend and do not contemplate paying a dividend in the foreseeable future. The weighted average, risk free interest rate was based on the 2.75-year treasury constant maturity. Our expected stock price volatility and the expected stock price volatility for the small cap stock index was estimated using daily returns data of our stock for the period June 29, 2007 through March 30, 2010.

Of the 2009 market condition shares granted:

541,863 were based on our common stock s performance in 2009 relative to a stock index, as designated by the Compensation Committee of the Board of Directors. These shares vest ratably over a three-year period, 2009-2011. The per share fair value of these market condition shares was $1.26 as of the grant date.

The fair value of these market condition shares was determined using a Monte Carlo simulation and the following assumptions:

Dividend yield	
Weighted average, risk free interest rate	0.62%
Expected stock price volatility	96.51%
Expected stock price volatility (small-cap stock index)	37.89%

We used an expected dividend yield of 0%, as we do not currently pay a dividend and do not contemplate paying a dividend in the foreseeable future. The weighted average, risk free interest rate was based on the one-year T-bill rate. Our expected stock price volatility was estimated using daily returns data of our stock for a two-year period ending on the grant date. The expected stock price volatility for the small cap stock index was estimated using daily returns data for a two-year period ending on the grant date.

Based on our common stock performance in 2009, employees earned all of these market condition shares.

Of the 2007 market condition shares awards granted:

81,293 are based on our common stock s absolute performance during the three-year period 2007-2009. Half of these shares vested on December 31, 2009, and the other half vest on December 31, 2010. The per share fair value of these market condition shares was $6.65.

The fair value of these market condition shares was determined using a Monte Carlo simulation and the following assumptions:

Dividend yield	
Weighted average, risk free interest rate	4.73%
Expected stock price volatility	42.13%

We used an expected dividend yield of 0%, as we do not currently pay a dividend and do not contemplate paying a dividend in the foreseeable future. The weighted average, risk free interest rate is based on the four-year T-bill rate. Our expected stock price volatility was estimated using daily returns data of our stock for a two-year period ending on the grant date. Due to the resignation of two senior officers in 2008, 58,628 shares were forfeited.

In March 2010, our Compensation Committee of the board of directors determined that based on our common stock performance during the three year period 2007-2009, employees did not earn any of these market condition shares. Therefore, the remaining unamortized expense related to these shares of $19 was expensed in the nine months ended September 30, 2010.

81,293 were based on our common stock s performance in 2007-2009 relative to a stock index, as designated by the Compensation Committee of the Board of directors. Half of these shares vested December 31, 2009, and the other half vest on December 31, 2010. The per share fair value of these market condition shares was $8.24.

The fair value of these market condition shares was determined using a Monte Carlo simulation and the following assumptions:

Dividend yield	
Weighted average, risk free interest rate	4.73%
Expected stock price volatility	42.13%
Expected stock price volatility (small-cap stock index)	16.64%

We used an expected dividend yield of 0%, as we do not currently pay a dividend and do not contemplate paying a dividend in the foreseeable future. The weighted average, risk free interest rate is based on the four-year T-bill rate. Our expected stock price volatility was estimated using daily returns data of our stock for a two-year period ending on the grant date. The expected stock price volatility for the small cap stock index was estimated using daily returns data for a two-year period ending on the grant date. Due to the resignation of two senior officers in 2008, 58,628 shares were forfeited.

In March 2010, our Compensation Committee of the board of directors determined that based on our common stock performance during the three year period 2007-2009, employees did not earn any of these market condition shares. Therefore, the remaining unamortized expense related to these shares of $23 was expensed in the nine months ended September 30, 2010.

Performance Share Awards

Certain employees are eligible to receive shares of our common stock in payment of performance share awards granted to them. Grantees of performance shares are eligible to receive shares of our common stock based on the achievement of certain individual and departmental performance criteria during the calendar year in which the shares were granted. We granted 111,020 and 180,622 performance shares during the nine months ended September 30, 2010 and 2009, respectively. Shares granted in 2010 vest over a three year period, 2010-2012; and shares granted in 2009 vest over a three year period, 2009-2011.

The per share fair value of performance shares granted during the nine months ended September 30, 2010 and 2009 was $3.18 and $1.54, respectively, which represents the fair value of our common stock on the grant date. We recorded share-based compensation expense of $61 and $183 for the three and nine months ended September 30, 2010, respectively. We recorded share-based compensation expense of $46 and $138 for the three and nine months ended September 30, 2009, respectively. Since all shares originally granted were not earned, we recorded a reduction in expense of $9 and $2 during the nine months ended September 30, 2010 and 2009, respectively.

Based on their achievement of certain individual and departmental performance goals:

Employees earned and were issued 162,559 performance shares in March 2010 related to 2009 grants and

Employees earned and were issued 18,084 performance shares in February 2009 related to the 2008 grants.

Deferred Compensation Awards

Pursuant to their employment arrangements, certain executives received bonuses upon completion of our initial public offering. Executives receiving bonus payments totaling $2,200 elected to defer those payments pursuant to our deferred compensation plan. To satisfy this obligation, we contributed 129,412 shares of our common stock to the trust that holds the assets to pay obligations under our deferred compensation plan. The fair value of that stock at the date of contribution was $2,200. We have recorded the fair value of the shares of common stock, at the date the shares were contributed to the trust, as a reduction of our stockholders equity. We account for the change in fair value of the shares held in the trust as a charge to compensation cost. We recorded negative share-based compensation expense of $2 and $5, for the three and nine months ended September 30, 2010, respectively. We recorded share-based compensation expense of $18 and $(334), for the three and nine months ended September 30, 2009, respectively.

In 2008, one of the executives who had deferred a bonus payment as discussed above resigned from our company. As a result, we have reclassified $2,000 previously recorded as deferred compensation to additional paid-in-capital.

Non-vested Shares

We have granted non-vested shares to certain employees and our directors. Shares vest over time periods between three and five years. We valued the non-vested shares at the closing market value of our common stock on the date of grant.

A summary of non-vested shares activity for the nine months ended September 30, 2010 is as follows:

	Shares	Weighted Average Grant Date Fair Value
Non-vested shares balance at beginning of period	483,468	$ 5.13
Granted	1,306,653	$ 2.10
Forfeited	(11,400)	$ 4.47
Vested	(366,952)	$ 2.98
Non-vested shares balance at end of period	1,411,769	$ 2.73

We recorded share-based compensation expense of $290 and $833 for the three and nine months ended September 30, 2010, respectively, related to these shares. We recorded share-based compensation expense of $186 and $645 for the three and nine months ended September 30, 2009, respectively, related to these shares.

Our non-vested shares had an intrinsic value of $268 and $280 at September 30, 2010 and 2009, respectively.

Vested Shares

We have an annual short-term incentive plan for certain employees, in which they are provided the potential to earn cash bonus payments. In 2008 and 2009, certain of these employees had the option to elect to have some or all of their annual bonus compensation paid in the form of shares of our common stock rather than cash. Employees making this election received shares having a market value equal to 125% of the cash they would otherwise receive. Shares issued in lieu of cash bonus payments are fully vested upon issuance.

In connection with the elections related to 2008 bonus amounts, we issued 17,532 shares in February 2009. We valued these shares at $32 based on the closing market value of our common stock on the date of the grant.

There were no shares issued in the nine months ended September 30, 2010 related to 2009 bonus amounts.

In 2010 and 2009, our directors had the option to elect to have some or the entire cash portion of their annual fees paid in the form of shares of our common stock rather than cash. Directors making this election received shares having a market value equal to 125% of the cash they would otherwise receive. Shares issued in lieu of cash fee payments are fully vested upon issuance. We recorded non-cash professional fees expense of $38 and $58 for the three and nine months ended September 30, 2010, respectively, related to these elections to receive shares in lieu of cash. We issued 19,119 and 26,693 shares in the three and nine months ended September 30, 2010, respectively. We recorded non-cash professional fees expense of $20 and $74 for the three and nine months ended September 30, 2009, respectively, related to these elections to receive shares in lieu of cash. We issued 9,061 and 31,347 shares in the three and nine months ended September 30, 2009, respectively.

7. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	September 30, 2010	December 31, 2009
Land and improvements	$ 60,718	$ 60,718
Building and improvements	430,669	427,602
Furniture, fixtures and equipment	359,950	341,529
Construction in process	176	327
	851,513	830,176
Less accumulated depreciation	(197,545)	(153,771)
Property and equipment, net	$ 653,968	$ 676,405

Depreciation expense was $12,633 and $37,141 for the three months and nine months ended September 30, 2010, respectively. Depreciation expense was $13,001 and $37,481 for the three and nine months ended September 30, 2009, respectively.

8. LONG-TERM DEBT

Long-term debt consists of the following:

	September 30, 2010	December 31, 2009
Long-Term Debt:		
Traverse City/Kansas City mortgage loan	$ 67,633	$ 68,773
Mason mortgage loan		73,800
Pocono Mountains mortgage loan	94,583	95,458
Williamsburg mortgage loan		63,125
Grapevine mortgage loan		77,909
Concord mortgage loan	78,464	78,549
First mortgage notes (net of discount of $9,961)	220,039	
Junior subordinated notes	80,545	80,545
Other Debt:		
City of Sheboygan bonds	8,564	8,544
City of Sheboygan loan	3,113	3,290
Other	55	78
	552,996	550,071
Less current portion of long-term debt	(70,450)	(16,126)
Total long-term debt	$ 482,546	$ 533,945

Traverse City/Kansas City Mortgage Loan This non-recourse loan is secured by our Traverse City and Kansas City resorts. The loan bears interest at a fixed rate of 6.96%, is subject to a 25-year principal amortization schedule, and matures in January 2015. The loan has customary financial and operating debt compliance covenants. The loan also has customary restrictions on our ability to prepay the loan prior to maturity. We were in compliance with all covenants under this loan at September 30, 2010.

While recourse under the loan is limited to the property owner s interest in the mortgaged property, we have provided limited guarantees with respect to certain customary non-recourse provisions and environmental indemnities relating to the loan.

The loan also contains limitations on our ability, without lender s consent, to (i) make payments to our affiliates if a default exists; (ii) enter into transactions with our affiliates; (iii) make loans or advances; or (iv) assume, guarantee or become liable in connection with any other obligations.

The loan requires us to maintain a minimum debt service coverage ratio (DSCR) of 1.35, calculated on a quarterly basis. This ratio is defined as the two collateral properties combined trailing twelve-month net operating income divided by the greater of (i) the loan s twelve-month debt service requirements and (ii) 8.5% of the amount of the outstanding principal indebtedness under the loan. Failure to meet the minimum DSCR is not an event of default and does not accelerate the due date of the loan. Not meeting the minimum DSCR, however, subjects the two properties to a lock-box cash management arrangement, at the discretion of the loan s servicer. The loan also contains a similar lock-box requirement if we open any Great Wolf Lodge or Blue Harbor Resort within 100 miles of either resort, and the two collateral properties combined trailing twelve-month net operating income is not at least equal to 1.8 times 8.5% of the amount of the outstanding principal indebtedness under the loan

For the twelve-month period ended September 30, 2010, the DSCR for this loan was 0.84. In September 2010 the loan s master servicer implemented the lock-box cash management arrangement. That lock-box cash management arrangement currently requires substantially all cash receipts for the two resorts to be moved each day to a lender-controlled bank account, which the loan servicer then uses monthly to fund debt service and operating expenses for the two resorts, with excess cash flow being deposited in a reserve account and held as additional collateral for the loan. We believe that this arrangement currently constitutes a traditional lock-box arrangement as discussed in authoritative accounting guidance. Based on that guidance, since the loan s master servicer has now established the traditional lock-box arrangement currently permitted under the loan, we have classified the entire outstanding principal balance of the loan as a current liability as of September 30, 2010, since the lock-box arrangement requires us to use the properties working capital to service the loan, and we do not presently have the ability to refinance this loan to a new, long-term loan.

At our request, in October 2010 the loan was transferred to its special servicer. The DSCR for this loan has been below 1.00 on a trailing twelve-month basis since second quarter 2007. We have informed the special servicer that, given the current and expected performance of the two properties securing this loan, we may elect to cease the subsidization of debt service on this non-recourse loan. If we were to elect to cease the subsidization of debt service, that would likely result in a default under the loan agreement. We believe the combined market value of the two properties securing this loan is now significantly less than the principal amount of the loan. We are working with the loan s special servicer to discuss a potential modification of this loan, but we cannot provide any assurance that we will achieve such a result. Absent a satisfactory modification of this loan, we expect to choose among several possible courses of action, including electing to continue the subsidization of debt service on this loan, attempting to refinance the existing loan (which we believe would result in materially lower proceeds than the current loan balance, thus requiring a significant paydown on the existing loan balance), or surrendering the two properties to the lender or a lender-appointed receiver. The properties had a combined net book value of $66,552 as of September 30, 2010, and the amount of debt outstanding under the mortgage was $67,633 as of that date.

Mason Mortgage Loan This loan was secured by our Mason resort. In April 2010, we used a portion of the proceeds from the issuance of new first mortgage notes to repay this loan in its entirety.

Pocono Mountains Mortgage Loan This loan is secured by a mortgage on our Pocono Mountains resort. The loan bears interest at a fixed rate of 6.10% and matures in January 2017. The loan is currently subject to a 30-year principal amortization schedule. The loan has customary covenants associated with an individual mortgaged property. The loan also has customary restrictions on our ability to prepay the loan prior to maturity. We were in compliance with all covenants under this loan at September 30, 2010.

The loan requires us to maintain a minimum DSCR of 1.25, calculated on a quarterly basis. Subject to certain exceptions, the DSCR is increased to 1.35 if we open up a waterpark resort within 75 miles of the property or incur mezzanine debt secured by the resort. This ratio is defined as the property s combined trailing twelve-month net operating income divided by the greater of (i) the loan s twelve-month debt service requirements and (ii) 7.25% of the amount of the outstanding principal indebtedness under the loan. Failure to meet the minimum DSCR is not an event of default and does not accelerate the due date of the loan. Not meeting the minimum DSCR, however, subjects the property to a lock-box cash management arrangement, at the discretion of the loan s servicer. We believe that lock-box arrangement would require substantially all cash receipts for the resort to be moved each day to a lender-controlled bank account, which the loan servicer would then use to fund debt service and operating expenses for the resort, with excess cash flow being deposited in a reserve account and held as additional collateral for the loan. While recourse under the loan is limited to the property owner s interest in the mortgage property, we have provided limited guarantees with respect to certain customary non-recourse provisions and environmental indemnities relating to the loan.

The loan also contains limitations on our ability, without lender s consent, to (i) make payments to our affiliates if a default exists; (ii) enter into transactions with our affiliates; (iii) make loans or advances; or (iv) assume, guarantee or become liable in connection with any other obligations.

Williamsburg Mortgage Loan This loan was secured by our Williamsburg resort. In April 2010, we used a portion of the proceeds from the issuance of new first mortgage notes to repay this loan in its entirety.

Grapevine Mortgage Loan This loan was secured by our Grapevine resort. In April 2010, we used a portion of the proceeds from the issuance of new first mortgage notes to repay this loan in its entirety.

Concord Mortgage Loan This loan is secured by our Concord resort. The loan bears interest at a floating annual rate of LIBOR plus a spread of 310 basis points, with a minimum rate of 6.50% per annum (effective rate of 6.50% as of September 30, 2010). This loan matures in April 2012 and requires interest only payments until the one-year anniversary of the conversion date of the property and then requires monthly principal payments based on a 25-year amortization schedule. However, if the resort owner s net income available to pay debt service on this loan for four consecutive quarters is less than $10,000, or if maximum principal amount of the loan exceeds 75% of the fair market value of the property, then we are required to post cash collateral or partially repay the loan in an amount sufficient to remedy such deficiency. This loan has customary financial and operating debt compliance covenants associated with an individual mortgaged property, including a minimum consolidated tangible net worth provision. We were in compliance with all covenants under this loan at September 30, 2010.

Great Wolf Resorts has provided a $78,464 payment guarantee of the Concord mortgage loan and a customary environmental indemnity.

The loan also contains restrictions on our ability to make loans or capital contributions or any other investments in affiliates.

First Mortgage Notes In April 2010, we completed a private placement of $230,000 in aggregate principal amount of our 10.875% first mortgage notes (the Notes) due April 2017. The Notes were sold at a discount that provides an effective yield of 11.875% before transaction costs. We are amortizing the discount over the life of the Notes using the straight-line method, which approximates the effective interest method. The proceeds of the Notes were used to retire the outstanding mortgage debt on our Mason, Williamsburg, and Grapevine properties and for general corporate purposes.

The Notes are senior obligations of GWR Operating Partnership, LLLP and Great Wolf Finance Corp (Issuers). The Notes are guaranteed by Great Wolf Resorts, Inc. and by our subsidiaries that own three of our resorts and those guarantees are secured by first priority mortgages on those three resorts. The Notes are also guaranteed by certain of our other subsidiaries on a senior unsecured basis.

The Notes require that we satisfy certain tests in order to: (i) incur additional indebtedness except to refinance maturing debt with replacement debt, as defined under our indentures; (ii) pay dividends; (iii) repurchase capital stock;

(iv) make investments or (v) merge. We are currently restricted from these activities with certain carve-outs as defined under our indentures.

Junior Subordinated Notes In March 2005 we completed a private offering of $50,000 of trust preferred securities (TPS) through Great Wolf Capital Trust I (Trust I), a Delaware statutory trust which is our subsidiary. The securities pay holders cumulative cash distributions at an annual rate which is fixed at 7.80% through March 2015 and then floats at LIBOR plus a spread of 310 basis points thereafter. The securities mature in March 2035 and are callable at no premium after March 2010. In addition, we invested $1,500 in Trust I s common securities, representing 3% of the total capitalization of Trust I.

Trust I used the proceeds of the offering and our investment to purchase from us $51,550 of junior subordinated notes with payment terms that mirror the distribution terms of the TPS. The indenture governing the notes contains limitations on our ability, without the consent of holders of notes to make payments to our affiliates or for our affiliates to make payments to us, if a default exists. The costs of the TPS offering totaled $1,600, including $1,500 of underwriting commissions and expenses and $100 of costs incurred directly by Trust I. Trust I paid these costs utilizing an investment from us. These costs are being amortized over a 30-year period. The proceeds from our notes sale, net of the costs of the TPS offering and our investment in Trust I, were $48,400. We used the net proceeds to retire a construction loan.

In June 2007 we completed a private offering of $28,125 of TPS through Great Wolf Capital Trust III (Trust III), a Delaware statutory trust which is our subsidiary. The securities pay holders cumulative cash distributions at an annual rate which is fixed at 7.90% through June 2012 and then floats at LIBOR plus a spread of 300 basis points thereafter. The securities mature in June 2017 and are callable at no premium after June 2012. In addition, we invested $870 in the Trust s common securities, representing 3% of the total capitalization of Trust III.

Trust III used the proceeds of the offering and our investment to purchase from us $28,995 of junior subordinated notes with payment terms that mirror the distribution terms of the trust securities. The costs of the TPS offering totaled $932, including $870 of underwriting commissions and expenses and $62 of costs incurred directly by Trust III. Trust III paid these costs utilizing an investment from us. These costs are being amortized over a 10-year period. The proceeds from these notes sales, net of the costs of the TPS offering and our investment in Trust III, were $27,193. We used the net proceeds for development costs.

Issue trusts, like Trust I and Trust III (collectively, the Trusts), are generally variable interests. We have determined that we are not the primary beneficiary under the Trusts, and accordingly we do not include the financial statements of the Trusts in our consolidated financial statements.

Based on the foregoing accounting authority, our consolidated financial statements present the notes issued to the Trusts as long-term debt. Our investments in the Trusts are accounted as cost investments and are included in other assets on its consolidated balance sheet. For financial reporting purposes, we record interest expense on the corresponding notes in our condensed consolidated statements of operations.

City of Sheboygan Bonds The City of Sheboygan bonds represent the face amount of bond anticipation notes (BANs) issued by the City in November 2003 in conjunction with the construction of the Blue Harbor Resort in Sheboygan, Wisconsin. We have recognized as a liability the obligations for the BANs. We have an obligation to fund certain minimum guaranteed amounts of room tax payments to be made by the Blue Harbor Resort through 2028, which obligation is indirectly related to the payments by the City on the BANs.

City of Sheboygan Loan The City of Sheboygan loan amount represents a loan made by the City in 2004 in conjunction with the construction of the Blue Harbor Resort in Sheboygan, Wisconsin. The loan is noninterest bearing and matures in 2018. There are restrictions on the ability of the borrower under the loan to enter into transactions with affiliates without the consent of the lender. Our obligation to repay the loan will be satisfied by certain minimum guaranteed amounts of real and personal property tax payments to be made by the Blue Harbor Resort through 2018.

Table of Contents

Future Maturities Future principal requirements on long-term debt are as follows:

Through September 30,	
2011	$ 4,434
2012	80,514
2013	3,606
2014	3,892
2015	62,548
Thereafter	407,963
Total	$ 562,957

As discussed above, the Traverse City/Kansas City mortgage loan is classified as a current liability as of September 30, 2010, due to the implementation of a traditional lock-box arrangement. The future maturities table above, however, reflects future cash principal repayments currently required under the provisions of that loan of $1,617 in 2011, $1,717 in 2012, $1,851 in 2013, $1,981 in 2014 and $60,467 in 2015.

9. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). GAAP outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Certain assets and liabilities must be measured at fair value, and disclosures are required for items measured at fair value.

We measure our financial instruments using inputs from the following three levels of the fair value hierarchy. The three levels are as follows:

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access at the measurement date.

Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (that is, interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 includes unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability. We develop these inputs based on the best information available, including our own data.

The following table summarizes the Company s financial assets measured at fair value on a recurring basis as of:

September 30, 2010

	Level 1	**Level 2**	**Level 3**	**Total**
Interest rate caps	$	$	$	$

December 31, 2009

	Level 1	**Level 2**	**Level 3**	**Total**
Interest rate caps	$	$ 133	$	$ 133

Level 2 assets consist of our interest rate caps and our long-term debt. To determine the estimated fair value of our interest rate caps we use market information provided by the banks from whom the interest rate caps were purchased.

Table of Contents

As of September 30, 2010, we estimate the total fair value of our long-term debt to be $58,861 less than its total carrying value due to the terms of the existing debt being different than those terms currently available to us for indebtedness with similar risks and remaining maturities. These fair value estimates have not been comprehensively revalued for purposes of these consolidated financial statements since that date, and current estimates of fair values may differ significantly.

The carrying amounts for cash and cash equivalents, other current assets, escrows, accounts payable, gift certificates payable and accrued expenses approximate fair value because of the short-term nature of these instruments.

10. EARNINGS PER SHARE

We calculate our basic earnings per common share by dividing net loss available to common shareholders by the weighted average number of shares of common stock outstanding excluding non-vested shares. Our diluted earnings per common share assume the issuance of common stock for all potentially dilutive stock equivalents outstanding using the treasury stock method. In periods in which we incur a net loss, we exclude potentially dilutive stock equivalents from the computation of diluted weighted average shares outstanding as the effect of those potentially dilutive items is anti-dilutive.

The trust that holds the assets to pay obligations under our deferred compensation plan has 11,765 shares of our common stock. We treat those shares of common stock as treasury stock for purposes of our earnings per share computations and therefore we exclude them from our basic and diluted earnings per share calculations.

Options to purchase 441,000 shares of common stock were not included in the computations of diluted earnings per share for the three and nine months ended September 30, 2010, because the exercise prices of the options were greater than the average market price of the common shares during that period. There were 627,006 shares of common stock that were not included in the computation of diluted earnings per share for the three and nine months ended September 30, 2010, because the market and/or performance criteria related to these shares had not been met at September 30, 2010.

Basic and diluted earnings per common share are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2010	2009	2010	2009
Net loss attributable to Great Wolf Resorts, Inc.	$ (993)	$ (36,923)	$ (21,818)	$ (48,274)
Weighted average common shares outstanding basic	31,035,048	31,291,004	30,957,698	31,179,049
Weighted average common shares outstanding diluted	31,035,048	31,291,004	30,957,698	31,179,049
Net loss attributable to Great Wolf Resorts, Inc. per share basic	$ (0.03)	$ (1.18)	$ (0.70)	$ (1.55)
Net loss attributable to Great Wolf Resorts, Inc. per share diluted	$ (0.03)	$ (1.18)	$ (0.70)	$ (1.55)

Table of Contents

11. SUPPLEMENTAL GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

On April 7, 2010, our subsidiaries, GWR Operating Partnership, LLLP and Great Wolf Finance Corp. were co-issuers (the Issuers) with respect to $230,000 in principal amount of 10.875% first mortgage notes. In connection with the issuance, certain of our subsidiaries (the Subsidiary Guarantors) have guaranteed the first mortgage notes. Certain of our other subsidiaries (the Non-Guarantor Subsidiaries) have not guaranteed the first mortgage notes.

The following tables present the condensed consolidating balances sheets of the Company (Parent), the Issuers, the Subsidiary Guarantors and the Non-Guarantor Subsidiaries as of September 30, 2010 and December 31, 2009, the condensed consolidating statements of operations for the three and nine months ended September 30, 2010 and 2009 and the condensed consolidating statements of cash flows for the nine months ended September 30, 2010 and 2009.

The accompanying condensed consolidating financial information has been prepared and presented pursuant to SEC Regulation S-X Rule 3-10, *Financial statements of guarantors and issuers of guaranteed securities registered or being registered*. Each of the Subsidiary Guarantors is 100% owned, directly or indirectly, by Great Wolf Resorts, Inc. There are significant restrictions on the Subsidiary Guarantors ability to pay dividends or obtain loans or advances. The Company s and the Issuers investments in their consolidated subsidiaries are presented under the equity method of accounting.

Table of Contents

UNAUDITED CONDENSED CONSOLIDATING BALANCE SHEET
September 30, 2010
(Dollars in thousands)

	Parent	Issuers	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
			ASSETS			
Current assets:						
Cash and cash equivalents	$ 10,043	$ 32,678	$ (3,661)	$ 4,043	$	$ 43,103
Escrows				1,228		1,228
Accounts receivable	69		1,573	1,741		3,383
Accounts receivable affiliates			1,130	2,172		3,302
Accounts receivable consolidating entities	11,464	467,486	278,438	145,893	(903,281)	
Inventory			2,364	3,637		6,001
Other current assets	138		2,284	2,652		5,074
Total current assets	21,714	500,164	282,128	161,366	(903,281)	62,091
Property and equipment, net			358,151	295,817		653,968
Investment in consolidating entities	243,722	283,532			(527,254)	
Investment in and advances to affiliates				26,445		26,445
Other assets	10,619	8,466	7,052	7,073		33,210
Intangible assets	2,276		4,668	20,694		27,638
Total assets	$ 278,331	$ 792,162	$ 651,999	$ 511,395	$ (1,430,535)	$ 803,352
			LIABILITIES AND EQUITY			
Current liabilities:						
Current portion of long-term debt	$	$	$ 32	$ 70,418	$	$ 70,450
Accounts payable	16	294	749	1,284		2,343
Accounts payable affiliates		514	5	3		522
Accounts payable consolidating entities		314,252	488,357	100,672	(903,281)	
Accrued expenses	1,465	13,341	12,958	8,496		36,260
Advance deposits			4,111	5,262		9,373
Other current liabilities	2,190		766	2,603		5,559
Total current liabilities	3,671	328,401	506,978	188,738	(903,281)	124,507

Mortgage debt		220,039		170,516		390,555
Other long-term debt	80,545		23	11,423		91,991
Deferred compensation liability			1,161			1,161
Other long-term liabilities				1,048		1,048
Total liabilities	84,216	548,440	508,162	371,725	(903,281)	609,262
Commitments and contingencies						
Great Wolf Resorts stockholders equity:						
Common stock	325					325
Preferred stock						
Additional paid-in-capital	402,095	456,893	163,514	293,379	(913,786)	402,095
Accumulated deficit	(208,105)	(213,171)	(19,677)	(153,684)	386,532	(208,105)
Deferred compensation	(200)					(200)
Total Great Wolf Resorts stockholders equity	194,115	243,722	143,837	136,695	(527,254)	194,115
Noncontrolling interest				(25)		(25)
Total equity	194,115	243,722	143,837	139,670	(527,254)	194,090
Total liabilities and equity	$ 278,331	$ 792,162	$ 651,999	$ 511,395	$ (1,430,535)	$ 803,352

27

Table of Contents

CONDENSED CONSOLIDATING BALANCE SHEET
December 31, 2009
(Dollars in thousands)

	Parent	Issuers	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
			ASSETS			
Current assets:						
Cash and cash equivalents	$ 5,023	$ 14,538	$ (1,590)	$ 2,942	$	$ 20,913
Escrows			4,430	1,508		5,938
Accounts receivable	33		1,177	982		2,192
Accounts receivable affiliates			1,079	1,535		2,614
Accounts receivable consolidating entities	23,800	459,146	183,648	151,521	(818,115)	
Inventory			2,230	2,561		4,791
Other current assets	792		1,991	1,469		4,252
Total current assets	29,648	473,684	192,965	162,518	(818,115)	40,700
Property and equipment, net			373,879	302,526		676,405
Investment in consolidated entities	251,217	277,475			(528,692)	
Investment in and advances to affiliates				27,484		27,484
Notes receivable	8,268					8,268
Other assets	10,965		9,333	8,760		29,058
Intangible assets			4,668	19,161		23,829
Total assets	$ 300,098	$ 751,159	$ 580,845	$ 520,449	$ (1,346,807)	$ 805,744
			LIABILITIES AND STOCKHOLDERS EQUITY			
Current liabilities:						
Current portion of long-term debt	$	$	$ 12,731	$ 3,395	$	$ 16,126
Accounts payable			3,132	1,946		5,078
Accounts payable consolidating entities		499,931	205,954	112,230	(818,115)	
Accrued expenses	1,498	11	13,351	7,110		21,970
Advance deposits			2,457	4,657		7,114
Gift certificates payable	3,299		830	1,817		5,946
Total current liabilities	4,797	499,942	238,455	131,155	(818,115)	56,234
Mortgage debt			202,103	239,621		441,724

Other long-term debt	80,545		78	11,598		92,221
Deferred compensation liability			809			809
Total liabilities	85,342	499,942	441,445	382,374	(818,115)	590,988
Commitments and contingencies						
Stockholders Equity:						
Common stock	313					313
Preferred stock						
Additional paid-in-capital	400,930	448,562	163,514	285,048	(897,124)	400,930
Accumulated deficit	(186,287)	(197,345)	(24,114)	(146,973)	368,432	(186,287)
Deferred compensation	(200)					(200)
Total stockholders equity	214,756	251,217	139,400	138,075	(528,692)	214,756
Total liabilities and stockholders equity	$ 300,098	$ 751,159	$ 580,845	$ 520,449	$ (1,346,807)	$ 805,744

28

Table of Contents

UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
Three month ended September 30, 2010
(Dollars in thousands)

	Parent	Issuers	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Revenues:						
Rooms	$	$	$ 24,016	$ 23,543	$	47,559
Food and beverage			6,593	5,905		12,498
Other			5,493	8,043		13,536
Management and other fees	139		6,357	38	(5,618)	916
Management and other fees affiliates			900			900
	139		43,359	37,529	(5,618)	75,409
Other revenue from managed properties affiliates			2,725			2,725
Other revenue from managed properties			2,984			2,984
Total revenues	139		49,068	37,529	(5,618)	81,118
Operating expenses by department:						
Rooms			3,724	3,679	(915)	6,488
Food and beverage			4,678	4,327		9,005
Other			4,242	5,451		9,693
Other operating expenses:						
Selling, general and administrative	626	37	11,349	9,251	(4,703)	16,560
Property operating costs			4,229	4,697		8,926
Depreciation and amortization	38	320	6,358	7,090		13,806
Loss on disposition of property						
	664	357	34,580	34,495	(5,618)	64,478
Other expenses from managed properties affiliates			2,725			2,725
Other expenses from managed properties			2,984			2,984
Total operating expenses	664	357	40,289	34,495	(5,618)	70,187
	(525)	(357)	8,779	3,034		10,931

Net operating (loss) income						
Investment income affiliates				(267)		(267)
Interest income	(51)	(8)	1	(1)		(59)
Interest expense	1,591	6,636	9	4,077		12,313
(Loss) income before income taxes and equity in affiliates	(2,065)	(6,985)	8,679	(775)		(1,056)
Income tax (benefit) expense	(175)		179	44		48
Equity in loss of affiliates, net of tax	(897)	(7,882)		(46)	8,779	(46)
Net (loss) income	(993)	897	8,590	(773)	(8,779)	(1058)
Net loss attributable to noncontrolling interest, net of tax				(65)		(65)
Net (loss) income attributable to Great Wolf Resorts, Inc.	$ (993)	$ 897	$ 8,590	$ (708)	$ (8,779)	$ (993)

29

Table of Contents

UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
Three months ended September 30, 2009
(Dollars in thousands)

	Parent	Issuers	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Revenues:						
Rooms	$	$	$ 23,662	$ 22,552	$	$ 46,214
Food and beverage			6,246	5,631		11,877
Other			5,629	5,704		11,333
Management and other fees	148		5,487	31	(5,040)	626
Management and other fees affiliates			1,202			1,202
	148		42,226	33,918	(5,040)	71,252
Other revenue from managed properties affiliates			3,966			3,966
Other revenue from managed properties			1,609			1,609
Total revenues	148		47,801	33,918	(5,040)	76,827
Operating expenses by department:						
Rooms			3,617	3,607	(892)	6,332
Food and beverage			4,684	4,542		9,226
Other			4,316	4,610		8,926
Other operating expenses:						
Selling, general and administrative	641	34	10,449	7,935	(4,148)	14,911
Property operating costs			4,176	4,025		8,201
Depreciation and amortization	38		7,920	7,178		15,136
Asset impairment loss				24,000		24,000
Loss on disposition of property				11		11
	679	34	35,162	55,908	(5,040)	86,743
Other expenses from managed properties affiliates			3,966			3,966
Other expenses from managed properties			1,609			1,609
	679	34	40,737	55,908	(5,040)	92,318

Total operating expenses						
Net operating (loss) income	(531)	(34)	7,064	(21,990)		(15,491)
Gain on sale of unconsolidated affiliates				(962)		(962)
Investment income affiliates				(310)		(310)
Interest income	(127)	(3)	(1)			(131)
Interest expense	1,583		3,928	4,160		9,671
(Loss) income before income taxes and equity in loss of unconsolidated affiliates	(1,987)	(31)	3,137	(24,878)		(23,759)
Income tax expense (benefit)	13,254		84	(175)		13,163
Equity in loss of unconsolidated affiliates, net of tax	21,682	21,651		1	(43,333)	1
Net (loss) income	$ (36,923)	$ (21,682)	$ 3,053	$ (24,704)	$ 43,333	$ (36,923)

30

Table of Contents

UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
Nine months ended September 30, 2010
(Dollars in thousands)

	Parent	Issuers	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Revenues:						
Rooms	$	$	$ 63,078	$ 65,729	$	$ 128,807
Food and beverage			18,281	17,290		35,571
Other			14,962	19,161		34,123
Management and other fees	364		17,124	50	(15,427)	2,111
Management and other fees affiliates			2,880			2,880
	364		116,325	102,230	(15,427)	203,492
Other revenue from managed properties affiliates			8,178			8,178
Other revenue from managed properties			8,555			8,555
Total revenues	364		133,058	102,230	(15,427)	220,225
Operating expenses by department:						
Rooms			10,383	10,682	(2,504)	18,561
Food and beverage			13,493	12,778		26,271
Other			12,200	14,435		26,635
Other operating expenses:						
Selling, general and administrative	2,335	117	35,284	24,975	(12,923)	49,788
Property operating costs			12,200	13,930		26,130
Depreciation and amortization	115	615	23,994	20,212		44,936
Loss on disposition of property			10	9		19
	2,450	732	107,564	97,021	(15,427)	192,340
Other expenses from managed properties affiliates			8,178			8,178
Other expenses from managed properties			8,555			8,555
Total operating expenses	2,450	732	124,297	97,021	(15,427)	209,073

Net operating (loss) income	(2,086)	(732)	8,761	5,209		11,152
Investment income affiliates				(832)		(832)
Interest income	(482)	(10)				(492)
Interest expense	4,753	12,830	3,859	12,529		33,971
(Loss) income before income taxes and equity in affiliates	(6,357)	(13,552)	4,902	(6,488)		(21,495)
Income tax (benefit) expense	(365)		465	317		417
Equity in loss (income) of affiliates, net of tax	15,826	2,274		(69)	(18,100)	(69)
Net (loss) income	(21,818)	(15,826)	4,437	(6,736)	18,100	(21,843)
Net loss attributable to noncontrolling interest, net of tax				(25)		(25)
Net (loss) income attributable to Great Wolf Resorts, Inc.	$ (21,818)	$ (15,826)	$ 4,437	$ (6,711)	$ 18,100	$ (21,818)

31

Table of Contents

UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
Nine months ended September 30, 2009
(Dollars in thousands)

	Parent	Issuers	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Revenues:						
Rooms	$	$	$ 63,010	$ 59,859	$	$ 122,869
Food and beverage			17,732	15,352		33,084
Other hotel operations			15,431	15,027		30,458
Management and other fees	660		14,436	66	(13,545)	1,617
Management and other fees affiliates			3,636			3,636
	660		114,245	90,304	(13,545)	191,664
Other revenue from managed properties affiliates			14,486			14,486
Other revenue from managed properties			1,609			1,609
Total revenues	660		130,340	90,304	(13,545)	207,759
Operating expenses by department:						
Rooms			9,927	9,775	(2,393)	17,309
Food and beverage			13,431	12,075		25,506
Other			12,175	12,443		24,618
Other operating expenses:						
Selling, general and administrative	2,269	103	33,139	22,183	(11,152)	46,542
Property operating costs			12,875	16,782		29,657
Depreciation and amortization	117		22,642	19,593		42,352
Asset impairment loss				24,000		24,000
Loss on disposition of property			191	11		202
	2,386	103	104,380	116,862	(13,545)	210,186
Other expenses from managed properties affiliates			14,486			14,486
Other expenses from managed properties			1,609			1,609
	2,386	103	120,475	116,862	(13,545)	226,281

Total operating expenses						
Net operating (loss) income	(1,726)	(103)	9,865	(26,558)		(18,522)
Gain on sale of unconsolidated affiliates				(962)		(962)
Investment income affiliates				(1,030)		(1,030)
Interest income	(434)	(16)	(13)	(4)		(467)
Interest expense	4,533		9,286	10,896		24,715
(Loss) income before income taxes and equity in affiliates	(5,825)	(87)	592	(35,458)		(40,778)
Income tax expense (benefit)	6,304		260	(184)		6,380
Equity in affiliates, net of tax	36,145	36,058		1,116	(72,203)	1,116
Net (loss) income	$ (48,274)	$ (36,145)	$ 332	$ (36,390)	$ 72,203	$ (48,274)

Table of Contents

UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
Nine months ended September 30, 2010
(Dollars in thousands)

	Parent	Issuers	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Operating activities:						
Net (loss) income	$ (21,818)	$ (15,826)	$ 4,437	$ (6,736)	$ 18,100	$ (21,843)
Adjustment to reconcile net (loss) income to net cash provided (used) by operating activities:						
Depreciation and amortization	115	615	23,994	20,212		44,936
Bad debt expense			140	65		205
Non-cash employee compensation and professional fees expense			1,606			1,606
Loss on disposition of property			10	9		19
Equity in losses (income) of affiliates	15,826	2,274		(68)	(18,100)	(68)
Deferred tax benefit	(366)					(366)
Changes in operating assets and liabilities	(1,122)	14,136	(3,832)	(1,158)		8,024
Net cash (used) provided by operating activities	(7,365)	1,199	26,355	12,324		32,513
Investing activities:						
Capital expenditures for property and equipment			(3,278)	(4,348)		(7,626)
Loan repayment from unconsolidated affiliates				1,225		1,225
Investment in affiliates				(8)		(8)
Investment in development			(498)			(498)
Proceeds from sale of assets				15		15
Cash acquired in acquisition of Creative Kingdoms, LLC				324		324
Increase in restricted cash				(487)		(487)
Decrease in escrows			4,431	279		4,710

Net cash provided (used) in investing activities			655	(3,000)		(2,345)
Financing activities:						
Principal payments on long-term debt		741	(214,858)	(2,297)		(216,414)
Proceeds from issuance of long-term debt		219,298		39		219,337
Payment of loan costs	49	(9,079)	(1,836)	(35)		(10,901)
Advances from consolidating entities, net	12,336	(194,019)	187,613	(5,930)		
Net cash provided (used) by financing activities	12,385	16,941	(29,081)	(8,223)		(7,978)
Net increase (decrease) in cash and cash equivalents	5,020	18,140	(2,071)	1,101		22,190
Cash and cash equivalents, beginning of period	5,023	14,538	(1,590)	2,942		20,913
Cash and cash equivalents, end of period	$ 10,043	$ 32,678	$ (3,661)	$ 4,043	$	$ 43,103

33

Table of Contents

UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
Nine months ended September 30, 2009
(Dollars in thousands)

	Parent	Issuers	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Operating activities:						
Net (loss) income	$ (48,274)	$ (36,145)	$ 332	$ (36,390)	$ 72,203	$ (48,274)
Adjustment to reconcile net loss to net cash provided (used) by operating activities:						
Depreciation and amortization	117		22,642	19,593		42,352
Bad debt expense			610	32		642
Non-cash employee compensation expense			829			829
Loss on sale of assets			191	11		202
Equity in losses of affiliates	36,145	36,058		965	(72,203)	965
Asset impairment loss				24,000		24,000
Gain on sale of unconsolidated affiliates				(962)		(962)
Deferred tax benefit	6,535					6,535
Changes in operating assets and liabilities	6,317	(3)	(7,557)	4,102	(6,888)	(12,233)
Net cash provided (used) by operating activities	840	(90)	17,047	3,147	(6,888)	14,056
Investing activities:						
Capital expenditures for property and equipment			(8,165)	(40,041)		(48,206)
Loan repayment from unconsolidated affiliate				8,833		8,833
Investment in affiliates				(303)		(303)
Proceeds from sale of interest in unconsolidated affiliates				6,000		6,000
Investment in development			978			978
Proceeds from sale of assets				66		66
Decrease in restricted cash	159			2		161
(Increase) decrease in escrows			(2,409)	543		(1,886)

Net cash provided (used) in investing activities	159		(9,596)	(24,900)		(34,337)
Financing activities:						
Principal payments on long-term debt			(3,135)	(2,016)		(5,151)
Proceeds from issuance of long-term debt			96	44,067	6,888	51,051
Payment of loan costs	(22)		(5,307)	(6,527)		(11,856)
Advances from consolidating entities, net	(729)	16,633	(872)	(15,032)		
Net cash (used) provided by financing activities	(751)	16,633	(9,218)	20,492	6,888	34,044
Net increase (decrease) in cash and cash equivalents	248	16,543	(1,767)	(1,261)		13,763
Cash and cash equivalents, beginning of period	4,762	6,279	727	2,463		14,231
Cash and cash equivalents, end of period	$ 5,010	$ 22,822	$ (1,040)	$ 1,202	$	$ 27,994

ITEM 2. *MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

This Management s Discussion and Analysis of Financial condition and Results of Operations is a discussion and analysis of the financial condition, results of operations and liquidity and capital resources. The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report. We make statements in this section that are forward-looking statements within the meaning of the federal securities laws. For a complete discussion of forward-looking statements, see the Forward-Looking Statements section that immediately follows the table of contents. All dollar amounts in this discussion, except for per share data and operating statistics, ADR, RevPAR and RevPOR, are in thousands.

Overview

The terms Great Wolf Resorts, us, we and our used in this Management s Discussion and Analysis of Financial Condition and Results of Operations refer to Great Wolf Resorts, Inc. and its consolidated subsidiaries.

Business. We are a family entertainment resort company that provides our guests with a high-quality vacation at an affordable price. We are the largest owner, operator and developer in North America of drive-to, destination family resorts featuring indoor waterparks and other family-oriented entertainment activities based on the number of resorts in operation. Each of our resorts features approximately 300 to 600 family suites, each of which sleeps from six to ten people and includes a wet bar, microwave oven, refrigerator and dining and sitting area. We provide a full-service entertainment resort experience to our target customer base: families with children ranging in ages from 2 to 14 years old that live within a convenient driving distance of our resorts. We operate and license resorts under our Great Wolf Lodge and Blue Harbor Resort brand names and have entered into licensing arrangements with third-parties to operate resorts under the Great Wolf Lodge brand name. Our resorts are open year-round and provide a consistent, comfortable environment where our guests can enjoy our various amenities and activities.

We provide our guests with a self-contained vacation experience and focus on capturing a significant portion of their total vacation spending. We earn revenues through the sale of rooms (which includes admission to our indoor waterpark), and other revenue-generating resort amenities. Each of our resorts features a combination of the following revenue-generating amenities: themed restaurants and snack bars, ice cream shop and confectionery, full-service adult spa, kid spa, game arcade, gift shop, miniature golf, interactive game attraction, family tech center and meeting space. We also generate revenues from licensing arrangements, management fees and other fees with respect to our operation or development of properties owned in whole or in part by third parties.

On January 13, 2010, we announced that we had signed a non-binding letter of intent related to the proposed development of a Great Wolf Lodge resort adjacent to The Galleria at Pittsburgh Mills in Tarentum, Pennsylvania, outside of Pittsburgh. The resort will be developed by Zamias Services, Inc., a real estate developer and services provider. The proposed development is subject to the execution of definitive documentation. If we enter into definitive agreements with regard to this proposed development, it is expected that we will receive license fees for use of the Great Wolf Lodge brand name and other intellectual property at the proposed resort, and will receive management fees to operate the resort on behalf of Zamias as the owner. We will also advise on certain development-related matters. The proposed resort will be owned by a joint venture and we expect to own a small ownership percentage in this joint venture. The Pittsburgh resort will be our fourth licensed and managed resort under our licensing-based business model.

On June 7, 2010, we acquired a 62.4% equity interest in Creative Kingdoms, LLC in exchange for all of the $8.7 million principal balance, plus accrued interest of approximately $1.3 million, of convertible indebtedness owed to us by Creative Kingdoms. Creative Kingdoms is a developer of experiential gaming products including MagiQuest, an interactive game attraction available at nine of our resorts. Creative Kingdoms also licenses or has sold to other parties several stand-along MagiQuest facilities or similar attractions.

On June 28, 2010, we announced that we have executed license and management agreements related to the development of a new 600-suite Great Wolf Lodge resort in Garden Grove, California s world famous International West Resort. The new resort will be located less than two miles from Disneyland, near Anaheim and Los Angeles, and will be developed by McWhinney, a diversified real estate company. We will receive license fees for use of the Great Wolf Lodge brand name and other intellectual property at the resort, and will receive management fees to operate the resort on behalf of the owner. The resort will be owned by a joint-venture, with Great Wolf Resorts receiving a minority equity interest for its development-related services. Additionally, the City of Garden Grove will contribute cash and bond proceeds to the resort, as well as establish a financing district to develop an adjacent parking structure.

On July 14, 2010, we announced the opening of the first Scooops Kid Spa outside of a Great Wolf Resorts property. The first freestanding Scooops Kid Spa opened in August 2010 at Mall of America, a popular retail destination and entertainment complex in Bloomington, Minnesota. As the nation s largest retail and entertainment complex, Mall of America welcomes more than 40 million visitors each year.

The following table presents an overview of our portfolio of resorts. As of September 30, 2010, we operated, managed and/or have entered into licensing arrangements relating to the operation of 11 Great Wolf Lodge resorts (our signature Northwoods-themed resorts) and one Blue Harbor Resort (a nautical-themed property). We anticipate that most of our future resorts will be licensed and/or developed under our Great Wolf Lodge brand, but we may operate and/or enter into licensing arrangements with regard to additional nautical-themed resorts under our Blue Harbor Resort brand or other resorts in appropriate markets.

	Ownership Percentage	Opened	Number of Guest Suites	Number of Condo Units (1)	Indoor Entertainment Area (2) (approx. sq. ft.)
Wisconsin Dells, WI (3)		1997	308	77	102,000
Sandusky, OH (3)		2001	271		41,000
Traverse City, MI	100%	2003	280		57,000
Kansas City, KS	100%	2003	281		57,000
Sheboygan, WI	100%	2004	182	64	54,000
Williamsburg, VA (4)	100%	2005	405		87,000
Pocono Mountains, PA (4)	100%	2005	401		101,000
Niagara Falls, ONT (5)		2006	406		104,000
Mason, OH (4)	100%	2006	401		105,000
Grapevine, TX (4)	100%	2007	605		110,000
Grand Mound, WA (6)	49%	2008	398		74,000
Concord, NC (4)	100%	2009	402		97,000

(1) Condominium units are individually owned by third parties and are managed by us.

(2) Our indoor entertainment areas generally include our indoor waterpark, game arcade, children s activity room, family tech center, MagiQuest and fitness room, as well as our spa in the resorts

that have such amenities.

(3) These properties are owned by CNL Lifestyle Properties, Inc. (CNL), a real estate investment trust focused on leisure and lifestyle properties. Prior to August 2009, these properties were owned by a joint venture between CNL and us. In August 2009 we sold our 30.26% joint venture interest to CNL for $6,000. We currently manage both properties and license the Great Wolf Lodge brand to these resorts.

(4) Five of our properties (Great Wolf Lodge resorts in Williamsburg, VA; Pocono Mountains, PA; Mason, OH; Grapevine, TX and Concord NC) each had a book value of fixed assets equal to ten percent or more of our total assets as of September 30,

2010 and each of those five properties had total revenues equal to ten percent or more of our total revenues for the three and nine months ended September 30, 2010.

(5) An affiliate of Ripley Entertainment, Inc. (Ripley), our licensee, owns this resort. We have granted Ripley a license to use the Great Wolf Lodge name for this resort through April 2016. We managed the resort on behalf of Ripley through April 2009.

(6) This property is owned by a joint venture. The Confederated Tribes of the Chehalis Reservation (Chehalis) owns a 51% interest in the joint venture, and we own a 49% interest. We operate the property and license the Great Wolf Lodge brand to

the joint venture under long-term agreements through April 2057, subject to earlier termination in certain situations. The joint venture leases the land for the resort from the United States Department of the Interior, which is trustee for Chehalis.

Acquisition of Creative Kingdoms, LLC. On June 7, 2010, we acquired a 62.4% equity interest in Creative Kingdoms (CK) in exchange for all of the $8,700 principal balance, plus accrued interest of $1,263, of convertible indebtedness owed to us by CK. We have consolidated CK as we have a majority ownership interest in CK. We accounted for this business combination using the acquisition method of accounting, which requires us to measure the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest at the acquisition-date fair value. We have recorded the identifiable assets acquired, the liabilities assumed and the noncontrolling interest at amounts that approximate fair value. We have recorded $2,276 of goodwill, which represents the excess of (a) the consideration transferred and the fair value of any noncontrolling interest in the acquiree over (b) the net of the acquisition date fair values of the assets acquired and the liabilities assumed.

Industry Trends. We operate in the family entertainment resort segment of the travel and leisure industry. The concept of a family entertainment resort with an indoor waterpark was first introduced to the United States in Wisconsin Dells, Wisconsin, and has evolved since 1987. In an effort to boost occupancy and daily rates, as well as capture off-season demand, hotel operators in the Wisconsin Dells market began expanding indoor pools and adding waterslides and other water-based attractions to existing hotels and resorts. The success of these efforts prompted several local operators to build new, larger destination resorts based primarily on the concept.

We believe that these resorts have proven popular because of several factors, including the ability to provide a year-round vacation destination without weather-related risks, the wide appeal of water-based recreation and the favorable trends in leisure travel discussed below.

While no standard industry definition for a family entertainment resort featuring an indoor waterpark has developed, we generally consider resorts with at least 200 rooms featuring indoor waterparks larger than 25,000 square feet, as well as a variety of water slides and other water-based attractions, to be competitive with our resorts. A Hotel & Leisure Advisors, LLC (H&LA) survey as of June 2010 indicates that there are 144 open indoor waterpark resort properties in the United States and Canada. Of the total, 51 are considered indoor waterpark destination resorts offering more than 30,000 square feet of indoor waterpark space. Of these 51 properties, 11 are our properties.

We believe recent vacation trends favor drive-to family entertainment resorts featuring indoor waterparks, as the number of families choosing to take shorter, more frequent vacations that they can drive to have increased in recent years. We believe these trends will continue. We believe indoor waterpark resorts are generally less affected by changes in economic cycles, as drive-to destinations are generally less expensive and more convenient than destinations that require air travel.

Outlook. We believe that no other operator or developer other than us has established a national portfolio of destination family entertainment resorts that feature indoor waterparks. Our resorts do, however, compete directly with other family entertainment resorts and other family entertainment attractions in our markets. We intend to continue to expand our portfolio of resorts throughout the United States and to selectively seek licensing and management opportunities domestically and internationally.

The resorts we plan to develop, acquire, license and/or operate in the future may require significant industry knowledge and/or substantial capital resources. Our external growth strategy going forward is to seek joint venture, licensing and management opportunities. We expect each of the joint venture arrangements would involve us having a minority or no ownership interest in the new resort. We believe there are opportunities to capitalize on our existing brand and operational platforms with lower capital requirements from us than if we were to sole or majority owner of the new resort.

Our primary business objective is to increase long-term stockholder value. We believe we can increase stockholder value by executing our internal and external growth strategies. Our primary internal growth strategies are:

- leveraging our competitive advantages and increasing domestic geographic diversification through a licensing-based business model and joint venture investments in target markets;
- expanding our brand footprint internationally;
- selective sales of ownership interests/recycling of capital;

Table of Contents

- expanding and enhancing existing resorts;
- continuing to innovate;
- maximizing total resort revenues;
- minimizing total resort costs; and
- building upon our existing brand awareness and loyalty.

In attempting to execute our internal and external growth strategies, we are subject to a variety of business challenges and risks. These include:

- attracting suitable joint venture partners;
- development, acquisition, conversion and/or licensing of properties;
- increases in costs of constructing, operating and maintaining our resorts;
- competition from other entertainment companies, both within and outside our industry segment;
- external economic risks, including family vacation patterns and trends; and
- the other risks described in our annual report on Form 10-K under Item 1A, Risk Factors. For a complete discussion of forward-looking statements, see the Forward-Looking Statements section that immediately follows the table of contents.

We seek to meet these challenges by providing sufficient management oversight to site selection, development and resort operations; concentrating on growing and strengthening awareness of our brand and demand for our resorts; and maintaining our focus on safety.

Our business model is highly dependent on consumer spending, because the majority of our revenues are earned from leisure guests and a vacation experience at one of our resorts is a discretionary expenditure for a family. Over the past three years, the slowing U.S. economy has led to a decrease in credit for consumers and a related decrease in consumer discretionary spending. Through the third quarter of 2010, consumers continued to deal with several negative economic impacts that have developed over the past three years, including:

- severe turbulence in the banking and lending sectors, which has led to a general lessening of the availability of credit to consumers;
- an increased national unemployment rate;
- a continuing decline in the national average of home prices and an increase in the national home foreclosure rate; and
- high volatility in the stock market that led to substantial declines in leading market averages and aggregate household savings from 2007 to 2010.

These and other factors impact the amount of discretionary income for consumers and consumer sentiment toward discretionary purchases. As a result, these types of items could negatively impact consumer spending in future periods. While we believe the convenience, quality and overall affordability of a stay at one of our resorts continues to be an attractive alternative to other potential family vacations, a sustained decrease in overall consumer discretionary spending could have a material, adverse effect on our overall results.

We develop resorts with expectations of achieving certain financial returns on a resort s operations. The economic slowdown of the past three years has materially and adversely affected our ability to achieve the operating results on our resorts that we had expected to achieve when those resorts were first planned and developed. Also:

- We believe that our Traverse City and Sandusky resorts have been and will continue to be affected by especially adverse general economic circumstances in the Michigan/Northern Ohio region (such as bankruptcies of several major companies and/or large announced layoffs by major employers) and increased competition that has occurred in these markets over the past few years. The Michigan/Northern Ohio region includes cities that have

Table of Contents

historically been the Traverse City and Sandusky resorts largest source of customers. We believe the adverse general economic circumstances in the region have negatively impacted overall discretionary consumer spending in that region over the past few years and may continue to do so going forward. Although we have taken steps to reduce our operating costs at these resorts, we believe the general regional economic downturn has and may continue to have an impact on the operating performance of our Traverse City and Sandusky resorts.

Our Wisconsin Dells property has been significantly impacted by the abundance of competing indoor waterpark resorts in that market. The Wisconsin Dells market has approximately 16 indoor waterpark resorts that compete with us. We believe this large number of competing properties in a relatively small tourist destination location has and will likely continue to have an adverse impact on the operating performance of our Wisconsin Dells resort.

We have experienced much lower than expected occupancy and lower than expected average daily room rates at our Sheboygan, Wisconsin property since its opening in 2004. We believe this operating weakness has been primarily attributable to the fact that the overall development of Sheboygan as a tourist destination continues to lag significantly behind our initial expectations. We believe this has materially impacted and will likely continue to impact the consumer demand for our indoor waterpark resort in that market and the operations of the resort. As a result of those conditions, we recorded an impairment charge in 2009 to decrease the resort s carrying value to its estimated fair value (net of disposal costs). In May 2010, we listed the resort for sale.

Our external growth strategies are based primarily on developing newly constructed additional indoor waterpark resorts or converting existing indoor waterpark resorts to our brands (in conjunction with joint venture partners) or by licensing our intellectual property and proprietary management systems to others. Developing new resorts of the size and scope of our family entertainment resorts generally requires obtaining financing for a significant portion of a project s expected construction costs. The general tightening in U.S. lending markets has dramatically decreased the overall availability of construction financing.

Although the ultimate effect on our external growth strategy of the current credit environment is difficult to predict with certainty, we believe that the availability of construction financing to us and other investors and/or developers may be more restrictive in the future and that terms of construction financing may be less favorable than we have seen historically. Although we believe that we and other investors and/or developers may be able to continue to obtain construction financing sufficient to execute development strategies, we expect that the more difficult credit market environment is likely to continue at least through mid-2011.

Revenue and Key Performance Indicators. We seek to generate positive cash flows and maximize our return on invested capital from each of our owned resorts. Our rooms revenue represents sales to guests of room nights at our resorts and is the largest contributor to our cash flows and EBITDA. Rooms revenue accounted for approximately 66% of our total consolidated resort revenue for the nine months ended September 30, 2010. We employ sales and marketing efforts to increase overall demand for rooms at our resorts. We seek to optimize the relationship between room rates and occupancies through the use of yield management techniques that attempt to project demand in order to selectively increase room rates during peak demand. These techniques are designed to assist us in managing our higher occupancy nights to achieve maximum rooms revenue and include such practices as:

monitoring our historical trends for occupancy and estimating our high occupancy nights;

offering the highest discounts to previous guests in off-peak periods to build customer loyalty and enhance our ability to charge higher rates in peak periods;

structuring rates to allow us to offer our previous guests the best rate while simultaneously working with a promotional partner or offering internet specials;

monitoring sales of room types daily to evaluate the effectiveness of offered discounts; and offering specials on standard suites and yielding better rates on larger suites when standard suites sell out.

In addition, we seek to maximize the amount of time and money spent on-site by our guests by providing a variety of revenue-generating amenities.

We have several key indicators that we use to evaluate the performance of our business. These indicators include the following:

- occupancy;
- average daily room rate, or ADR;
- revenue per available room, or RevPAR;
- total revenue per occupied room, or Total RevPOR;
- total revenue per available room, or Total RevPAR;
- non-rooms revenue per occupied room; and
- earnings before interest, taxes, depreciation and amortization, or EBITDA.

Occupancy, ADR and RevPAR are commonly used measures within the hospitality industry to evaluate hotel operations and are defined as follows:

- Occupancy is calculated by dividing total occupied rooms by total available rooms.
- ADR is calculated by dividing total rooms revenue by total occupied rooms.
- RevPAR is the product of occupancy and ADR.

Total RevPOR, Total RevPAR and Non-rooms revenue per occupied room are defined as follows:

- Total RevPOR is calculated by dividing total revenue by total occupied rooms.
- Total RevPAR is calculated by dividing total revenue by total available rooms.
- Non-rooms revenue per occupied room is calculated by taking the difference between Total RevPOR and ADR.

Occupancy allows us to measure the general overall demand for rooms at our resorts and the effectiveness of our sales and marketing strategies. ADR allows us to measure the effectiveness of our yield management strategies. While ADR and RevPAR only include rooms revenue, Total RevPOR and Total RevPAR include both rooms revenue and other revenue derived from food and beverage and other amenities at our resorts. We consider Total RevPOR and Total RevPAR to be key performance indicators for our business because we derive a significant portion of our revenue from food and beverage and other amenities. For the nine months ended September 30, 2010, approximately 34% of our total consolidated resort revenues consisted of non-rooms revenue.

We use RevPAR and Total RevPAR to evaluate the blended effect that changes in occupancy, ADR and Total RevPOR have on our results. We focus on increasing ADR and Total RevPOR because we believe those increases can have the greatest positive impact on our results. In addition, we seek to maximize occupancy, as increases in occupancy generally lead to greater total revenues at our resorts, and we believe maintaining certain occupancy levels is key to covering our fixed costs. Increases in total revenues as a result of higher occupancy are, however, typically accompanied by additional incremental costs (including housekeeping services, utilities and room amenity costs). In contrast, increases in total revenues from higher ADR and Total RevPOR are typically accompanied by lower incremental costs and result generally, in a greater increase in operating cash flow.

We also use EBITDA as a measure of the operating performance of each of our resorts. EBITDA is a supplemental financial measure and is not defined by accounting principles generally accepted in the United States (GAAP). See Non-GAAP Financial Measures: below for further discussion of our use of EBITDA and a reconciliation of net income.

Critical Accounting Policies and Estimates

This discussion and analysis of our financial condition and results of operations is based on our condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these condensed consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the unconsolidated financial statements, as well as revenue and expenses during the reporting periods. We evaluate our estimates and judgments on an ongoing basis. We base our estimates on historical experience and on various other factors we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results could therefore differ materially from those estimates under different assumptions or conditions.

Acquisition Accounting We follow acquisition accounting for all acquisitions that meet the business combination definition. Acqusition accounting requires us to measure the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest at the acquisition-date fair value. While we use our best estimates and assumptions as a part of the purchase price allocation process to accurately value assets acquired and liabilities assumed at the acquisition date, our estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, we record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are record to our consolidated statements of operations.

Goodwill Goodwill is measured at an acquisition date as the excess of (a) the consideration transferred and the fair value of any noncontrolling interest in the acquiree over (b) the net of the acquisition date fair values of the assets acquired and the liabilities assumed. We are required to assess goodwill for impairment annually, or more frequently if circumstances indicate impairment may have occurred. We assess goodwill for such impairment by comparing the carrying value of our reporting units to their fair values. We determine our reporting units fair values using a discounted cash flow model.

In connection with the acquisition of the majority interest in CK we have recorded $2,276 of goodwill that is included within Intangible Assets on our condensed consolidated balance sheet.

	September 30, 2010	December 31, 2009
Goodwill	$ 2,276	130,496
Accumulated impairment losses		(68,405)
Goodwill related to sale of affiliate		(62,091)
	$ 2,276	$

Noncontrolling Interests We record the non-owned equity interests of our consolidated subsidiaries as a separate component of our consolidated equity on our condensed consolidated balance sheet. The net earnings attributable to the controlling and noncontrolling interests are included on the face of our statements of operations. Due to our acquisition of CK in June 2010 we have a consolidated subsidiary with a noncontrolling interest as of September 30, 2010.

For a description of our critical accounting policies and estimates, please refer to the Critical Accounting Policies and Estimates section of our Management s Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the year ended December 31, 2009. Except as described above, there have been no material changes in any of our critical accounting policies since December 31, 2009.

Recent Accounting Pronouncements

In June 2009, the FASB issued guidance which changes how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. The determination of whether a reporting entity is required to consolidate another entity is based on, among other things, the other entity s purpose and design and the reporting entity s ability to direct the activities of the other entity that most significantly impact the other entity s economic performance. The guidance requires a reporting entity to provide additional disclosures about its involvement with variable interest entities and any significant changes in risk exposure due to that involvement. A reporting entity will be required to disclose how its involvement with a variable interest entity affects the reporting entity s financial statements. The adoption of this guidance is effective for fiscal years beginning after November 15, 2009, and interim periods within those fiscal years. We adopted this guidance on January 1, 2010. The adoption of this guidance did not have a material impact on our condensed consolidated financial statements.

In October 2009, the FASB issued guidance for revenue recognition with multiple deliverables. This guidance eliminates the residual method under the current guidance and replaces it with the relative selling price method when allocating revenue in a multiple deliverable arrangement. The selling price for each deliverable shall be determined using vendor specific objective evidence of selling price, if it exists, otherwise third-party evidence of selling price shall be used. If neither exists for a deliverable, the vendor shall use its best estimate of the selling price for that deliverable. After adoption, this guidance will also require expanded qualitative and quantitative disclosures. The guidance is effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, although early adoption is permitted. We do not expect the adoption of this guidance to have a material impact on our condensed consolidated financial statements.

In January 2010, the FASB issued updated guidance related to fair value measurement and disclosures, which requires a reporting entity to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and to describe the reasons for the transfers. The updated guidance also requires that an entity should provide fair value measurement disclosures for each class of assets and liabilities and disclosures about the valuation techniques and inputs used to measure fair value for both recurring and non-recurring fair value measurements for Level 2 and Level 3 fair value measurements. This updated guidance became effective for interim or annual financial reporting periods beginning after December 15, 2009. We adopted this guidance on January 1, 2010. The adoption of this guidance did not have a material impact on our condensed consolidated financial statements.

Non-GAAP Financial Measures

We use EBITDA as a measure of our operating performance. EBITDA is a supplemental non-GAAP financial measure. EBITDA is commonly defined as net income plus (a) net interest expense, (b) income taxes, and (c) depreciation and amortization.

EBITDA as calculated by us is not necessarily comparable to similarly titled measures presented by other companies. In addition, EBITDA (a) does not represent net income or cash flows from operations as defined by GAAP; (b) is not necessarily indicative of cash available to fund our cash flow needs; and (c) should not be considered as an alternative to net income, operating income, cash flows from operating activities or our other financial information as determined under GAAP.

We believe EBITDA is useful to an investor in evaluating our operating performance because:

Table of Contents

- a significant portion of our assets consists of property and equipment that are depreciated over their remaining useful lives in accordance with GAAP. Because depreciation and amortization are non-cash items, we believe that presentation of EBITDA is a useful measure of our operating performance;
- it is widely used in the hospitality and entertainment industries to measure operating performance without regard to items such as depreciation and amortization; and
- we believe it helps investors meaningfully evaluate and compare the results of our operations from period to period by removing the impact of items directly resulting from our asset base, primarily depreciation and amortization, from our operating results.

Our management uses EBITDA:

- as a measurement of operating performance because it assists us in comparing our operating performance on a consistent basis as it removes the impact of items directly resulting from our asset base, primarily depreciation and amortization, from our operating results;
- for planning purposes, including the preparation of our annual operating budget;
- as a valuation measure for evaluating our operating performance and our capacity to incur and service debt, fund capital expenditures and expand our business; and
- as one measure in determining the value of other acquisitions and dispositions.

Some of these limitations are:

- it does not reflect every cash expenditure, future requirements for capital expenditures or contractual commitments;
- it does not reflect the significant interest expense or the cash requirements necessary to service interest or principal payments on our debt;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced or require improvements in the future, and EBITDA does not reflect any cash requirements for such replacements or improvements;
- it is not adjusted for all non-cash income or expense items that are reflected in our statements of cash flows;
- it does not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations;
- it does not reflect limitations on our costs related to transferring earnings from our subsidiaries to us; and
- other companies in our industry may calculate EBITDA differently than we do, limiting its usefulness as comparative measures.

Because of these limitations, our EBITDA measure should not be considered as a measure of discretionary cash available to us to invest in the growth of our business or as a measure of cash that will be available to us to meet our obligations. We compensate for these limitations by using EBITDA along with other comparative tools, together with GAAP measurements, to assist in the evaluation of operating performance. Such

GAAP measurements include operating income (loss), net income (loss), cash flows from operations and cash flow data. We have significant uses of cash flows, including capital expenditures, interest payments, debt principal repayments, taxes and other non-recurring charges, which are not reflected in our EBITDA-based measure.

EBITDA is not intended as alternatives to net income (loss) as indicators of our operating performance, as alternatives to any other measure of performance in conformity with GAAP or as alternatives to cash flow provided by operating activities as measures of liquidity. You should therefore not place undue reliance on our EBITDA-based measure or ratios calculated using those measures. Our GAAP-based measures can be found in our consolidated financial statements and the related notes, included elsewhere in this report.

The following table reconciles net loss attributable to Great Wolf Resorts, Inc. to EBITDA for the periods presented.

	Three months ended September 30,		Nine months ended September 30,	
	2010	**2009**	**2010**	**2009**
Net loss attributable to Great Wolf Resorts, Inc.	$ (993)	$ (36,923)	$ (21,818)	$ (48,274)
Adjustments:				
Interest expense, net of interest income	12,254	9,540	33,479	24,248
Income tax expense	47	14,053	416	6,531
Depreciation and amortization	13,806	15,136	44,936	42,352
EBITDA	$ 25,114	$ 1,806	$ 57,013	$ 24,857

Results of Operations

General

Our financial information includes:

- our subsidiary entity that provides resort development and management/licensing services;
- our wholly-owned resorts;
- our CK subsidiary which is a developer of experiential gaming products, less our noncontrolling interest; and
- our equity interests in the Wisconsin Dells and Sandusky resorts through August 2009, when we sold our minority ownership interests in those resorts, and our equity interest in the Grand Mound resort in which we have a minority ownership interest but which we do not consolidate.

Revenues. Our revenues consist of:

- lodging revenue, which includes rooms, food and beverage, and other department revenues from our resorts;
- revenue from our CK subsidiary, which includes product sales, admission fees and retail revenues;
- management fee and other revenue from resorts, which includes fees received under our management, license, development and construction management agreements; and

Table of Contents

other revenue from managed properties. We employ the staff at our managed properties. Under our management agreements, the resort owners reimburse us for payroll, benefits and certain other costs related to the operations of the managed properties. We include the reimbursement of payroll, benefits and costs, recorded as revenue on our statements of operations, with a corresponding expense recorded as other expenses from managed properties.

Operating Expenses. Our departmental operating expenses consist of rooms, food and beverage and other department expenses.

Our other operating expenses include the following items:

- selling, general and administrative expenses, which are associated with the operations and management of resorts and which consist primarily of expenses such as corporate payroll and related benefits, operations management, sales and marketing, finance, legal, information technology support, human resources and other support services, as well as general corporate expenses;
- property operation and maintenance expenses, such as utility costs and property taxes;
- depreciation and amortization; and
- other expenses from managed properties.

Three months ended September 30, 2010, compared with the three months ended September 30, 2009

The following table shows key operating statistics for our resorts for the three months ended September 30, 2010 and 2009:

	All Properties(a)	Same Store Comparison(b)		Increase/ (Decrease)	
	2010	**2010**	**2009**	**$**	**%**
Occupancy	68.3%	68.3%	69.1%	N/A	(1.2)%
ADR	$ 252.14	$ 252.14	$ 246.42	$ 5.72	2.3%
RevPAR	$ 172.33	$ 172.33	$ 170.26	$ 2.07	1.2%
Total RevPOR	$ 382.32	$ 382.32	$ 374.36	$ 7.96	2.1%
Total RevPAR	$ 261.29	$ 261.29	$ 258.67	$ 2.62	1.0%
Non-rooms revenue per occupied room	$ 130.17	$ 130.17	$ 127.94	$ 2.23	1.7%

(a) Includes results for properties that were open for any portion of the period, for all owned, managed and/or licensed resorts.

(b) Same store comparison includes properties that were open for the full periods and with comparable

number of
rooms in 2010
and 2009.

The changes in key operating statistics for the three months ended September 30, 2010, compared to the three months ended September 30, 2009, appear to be the result of some stabilization of better economic conditions, which appear to be having a positive impact on consumer sentiment and spending patterns.

Presented below are selected amounts from the statements of operations for the three months ended September 30, 2010 and 2009:

Table of Contents

	Three months ended September 30,		
	2010	2009	Increase/ (Decrease)
Revenues	$ 81,118	$ 76,827	$ 4,291
Operating expenses:			
Departmental operating expenses	25,186	24,484	702
Selling, general and administrative	16,560	14,911	1,649
Depreciation and amortization	13,806	15,136	(1,330)
Asset impairment loss		24,000	(24,000)
Net operating income (loss)	10,931	(15,491)	26,422
Gain on sale of unconsolidated affiliates		(962)	962
Interest expense, net of interest income	12,254	9,540	2,714
Income tax expense	48	13,163	(13,115)
Net loss attributable to Great Wolf Resorts, Inc.	(993)	(36,923)	35,930

Revenues. Total revenues increased due to the following:

More stable economic conditions which allowed our properties to increase RevPAR and Total RevPAR.

The acquisition of CK in June 2010. There were no similar revenues for the three months ended September 30, 2009.

Operating expenses.

Departmental operating expenses increased by $702 in the three months ended September 30, 2010, as compared to the three months ended September 30, 2009, due primarily to the acquisition of CK.

Total selling, general and administrative expenses increased by $1,649 in the three months ended September 30, 2010, as compared to the three months ended September 30, 2009, due primarily to the acquisition of CK.

Total depreciation and amortization decreased for the three months ended September 30, 2010, as compared to the three months ended September 30, 2009, due primarily to lower depreciation amounts on our Sheboygan resort following the asset impairment loss recorded in 2009 as well as lower amortization expense due to the write off of the unamortized loan fees on the Williamsburg, Mason and Grapevine properties loans. These decreases are partially offset by an increase in depreciation and amortization due primarily to the acquisition of CK.

For the three months ended September 30, 2009, we recorded a $24,000 asset impairment loss related to our resort in Sheboygan. We had no similar loss in the three months ended September 30, 2010.

Net loss attributable to Great Wolf Resorts, Inc. Net loss attributable to Great Wolf Resorts, Inc. decreased due to:

A decrease in net operating loss of $26,422.

An decrease in income tax expense of $13,115 recorded in the three months ended September 30, 2010 as compared to the three months ended September 30, 2009 primarily due to the establishment of a valuation allowance against certain deferred tax assets in the 2009 period.

These decreases were partially offset by:

An increase net interest expense of $2,714, mainly due to interest expense related to our first mortgage notes issued in April 2010.

The gain on sale of unconsolidated affiliates in the amount of $962 recorded in the three months ended September 30, 2009. We had no similar gain in the three months ended September 30, 2010

Nine months ended September 30, 2010, compared with the nine months ended September 30, 2009

The following table shows key operating statistics for our resorts for the nine months ended September 30, 2010 and 2009:

	All Properties(a)	Same Store Comparison(b)			
				Increase/ (Decrease)	
	2010	2010	2009	$	%
Occupancy	62.3%	63.1%	63.8%	N/A	(1.1)%
ADR	$ 249.80	$ 249.63	$ 242.77	$ 6.86	2.8%
RevPAR	$ 155.63	$ 157.60	$ 154.82	$ 2.78	1.8%
Total RevPOR	$ 383.99	$ 384.08	$ 373.36	$ 10.72	2.9%
Total RevPAR	$ 239.24	$ 242.48	$ 238.10	$ 4.38	1.8%
Non-rooms revenue per occupied room	$ 134.19	$ 134.45	$ 130.59	$ 3.86	3.0%

(a) Includes results for properties that were open for any portion of the period, for all owned, managed and/or licensed resorts.

(b) Same store comparison includes properties that were open for the full periods and with comparable number of rooms in 2010 and 2009 (that is, all properties other than our Concord resort).

The changes in key operating statistics for the nine months ended September 30, 2010, compared to the nine months ended September 30, 2009, appear to be the result of some stabilization of economic conditions which appear to be having a positive impact on consumer sentiment and spending patterns.

Presented below are selected amounts from the statements of operations for the nine months ended September 30, 2010 and 2009:

	Nine months ended September 30,		
	2010	**2009**	**Increase/ (Decrease)**
Revenues	$ 220,225	$ 207,759	$ 12,466
Operating expenses:			
Departmental operating expenses	71,467	67,433	4,034
Selling, general and administrative	49,788	46,542	3,246
Property operating costs	26,130	29,657	(3,527)
Depreciation and amortization	44,936	42,352	2,584
Asset impairment loss		24,000	(24,000)
Net operating income (loss)	11,152	(18,522)	29,674
Gain on sale of unconsolidated affiliates		(962)	962
Interest expense, net of interest income	33,479	24,248	9,231
Income tax expense	417	6,380	(5,963)
Net loss attributable to Great Wolf Resorts, Inc.	(21,818)	(48,274)	26,456

Table of Contents

Revenues. Total revenues increased due to the following:

- An increase in revenue from our Concord resort, which opened in March 2009.

- Better economic conditions which allowed our properties to increase RevPAR and Total RevPAR.

- The acquisition of CK in June 2010. There were no similar revenues for the nine months ended September 30, 2009.

Operating expenses.

- Departmental expenses increased by $4,034 for the nine months ended September 30, 2010, as compared to the nine months ended September 30, 2009, due primarily to the opening of our Concord resort as well as the acquistion of CK. There were no similar CK expenses for the nine months ended September 30, 2009.

- Total selling, general and administrative expenses increased by $3,246 in the nine months ended September 30, 2010, as compared to the nine months ended September 30, 2009, due primarily to the opening of our Concord resort and the acquisition of CK. These increases are partially offset by a settlement received at our Poconos resort related to wastewater treatment litigation during the nine months ended September 30, 2010.

- Opening-related costs (included in total property operating costs) related to our resorts were $5,592 for the nine months ended September 30, 2009, due primarily to the expansion of our Grapevine property in January 2009 and opening of our Concord resort in March 2009. We had $155 of opening-related costs related to the opening of our stand-alone Scooops kid spa during the nine months ended September 30, 2010.

- Total depreciation and amortization increased for the nine months ended September 30, 2010, as compared to the nine months ended September 30, 2009, primarily due to expensing $3,500 of unamortized loan fees related to our Williamsburg, Mason and Grapevine loans that were repaid with the net proceeds of the first mortgage notes issued in April 2010. This increase was partially offset by a decrease in depreciation on our Sheboygan resort due to the asset impairment loss recorded in 2009.

- For the nine months ended September 30, 2009, we recorded a $24,000 asset impairment loss related to our resort in Sheboygan. We had no similar loss in the nine months ended September 30, 2010.

Net operating income (loss). During the nine months ended September 30, 2010, we had net operating income of $11,152 as compared to a net operating loss of $(18,522) for the nine months ended September 30, 2009.

Net loss attributable to Great Wolf Resorts, Inc. Net loss attributable to Great Wolf Resorts, Inc. decreased due to:

- A decrease in net operating loss of $29,674.

- An decrease in income tax expense of $5,963 recorded in the nine months ended September 30, 2010 as compared to the nine months ended September 30, 2009 primarily due to the establishment of a valuation allowance against certain deferred tax assets in the 2009 period.

These decreases were partially offset by:

Table of Contents

An increase net interest expense of $9,231, mainly due to interest expense related to our first mortgage notes issued in April 2010; and

The gain on sale of unconsolidated affiliates in the amount of $962 recorded in the nine months ended September 30, 2009. We had no similar gain in the nine months ended September 30, 2010

Segments

We are organized into a single operating division. Within that operating division, we have two reportable segments:

resort ownership/operation-revenues derived from our consolidated owned resorts; and

resort third-party management/licensing-revenues derived from management, license and other related fees from unconsolidated managed resorts.

See our Segments section in our Summary of Significant Accounting Policies, in Note 2 of our condensed consolidated financial statements.

	Three months ended September 30,			Nine months ended September 30,		
	2010	**2009**	**Increase / (Decrease)**	**2010**	**2009**	**Increase / (Decrease)**
Resort Ownership/Operation						
Revenues	$ 71,147	$ 69,424	$ 1,723	$ 195,188	$ 186,411	$ 8,777
EBITDA	22,251	(2,823)	25,074	51,820	20,362	31,458
Resort Third-Party Management/License						
Revenues	7,525	7,403	122	21,724	21,348	376
EBITDA	1,816	1,828	(12)	4,991	5,252	(261)
Other						
Revenues	2,446		2,446	3,313		3,313
EBITDA	1,047	2,801	(1,754)	202	(757)	959

The Other column in the table above includes items that do not constitute a reportable segment and represent corporate-level activities and the activities of other operations not included in the Resort Ownership/Operation or Resort Third-Party Management/License segments.

Liquidity and Capital Resources

We had total indebtedness of $552,996 and $550,071 as of September 30, 2010 and December 31, 2009, respectively, summarized as follows:

	September 30, 2010	**December 31, 2009**
Long-Term Debt:		
Traverse City/Kansas City mortgage loan	$ 67,633	$ 68,773
Mason mortgage loan		73,800
Pocono Mountains mortgage loan	94,583	95,458
Williamsburg mortgage loan		63,125
Grapevine mortgage loan		77,909
Concord mortgage loan	78,464	78,549
First mortgage notes (net of discount of $9,961)	220,039	

	September 30, 2010	December 31, 2009
Junior subordinated notes	80,545	80,545
Other Debt:		
City of Sheboygan bonds	8,564	8,544
City of Sheboygan loan	3,113	3,290
Other	55	78
	552,996	550,071
Less current portion of long-term debt	(70,450)	(16,126)
Total long-term debt	$ 482,546	$ 533,945

Traverse City/Kansas City Mortgage Loan This non-recourse loan is secured by our Traverse City and Kansas City resorts. The loan bears interest at a fixed rate of 6.96%, is subject to a 25-year principal amortization schedule, and matures in January 2015. The loan has customary financial and operating debt compliance covenants. The loan also has customary restrictions on our ability to prepay the loan prior to maturity. We were in compliance with all covenants under this loan at September 30, 2010.

While recourse under the loan is limited to the property owner s interest in the mortgaged property, we have provided limited guarantees with respect to certain customary non-recourse provisions and environmental indemnities relating to the loan.

The loan also contains limitations on our ability, without lender s consent, to (i) make payments to our affiliates if a default exists; (ii) enter into transactions with our affiliates; (iii) make loans or advances; or (iv) assume, guarantee or become liable in connection with any other obligations.

The loan requires us to maintain a minimum debt service coverage ratio (DSCR) of 1.35, calculated on a quarterly basis. This ratio is defined as the two collateral properties combined trailing twelve-month net operating income divided by the greater of (i) the loan s twelve-month debt service requirements and (ii) 8.5% of the amount of the outstanding principal indebtedness under the loan. Failure to meet the minimum DSCR is not an event of default and does not accelerate the due date of the loan. Not meeting the minimum DSCR, however, subjects the two properties to a lock-box cash management arrangement, at the discretion of the loan s servicer. The loan also contains a similar lock-box requirement if we open any Great Wolf Lodge or Blue Harbor Resort within 100 miles of either resort, and the two collateral properties combined trailing twelve-month net operating income is not at least equal to 1.8 times 8.5% of the amount of the outstanding principal indebtedness under the loan

For the twelve-month period ended September 30, 2010, the DSCR for this loan was 0.84. In September 2010 the loan s master servicer implemented the lock-box cash management arrangement. That lock-box cash management arrangement currently requires substantially all cash receipts for the two resorts to be moved each day to a lender-controlled bank account, which the loan servicer then uses monthly to fund debt service and operating expenses for the two resorts, with excess cash flow being deposited in a reserve account and held as additional collateral for the loan. We believe that this arrangement currently constitutes a traditional lock-box arrangement as discussed in authoritative accounting guidance. Based on that guidance, since the loan s master servicer has now established the traditional lock-box arrangement currently permitted under the loan, we have classified the entire outstanding principal balance of the loan as a current liability as of September 30, 2010, since the lock-box arrangement requires us to use the properties working capital to service the loan, and we do not presently have the ability to refinance this loan to a new, long-term loan.

At our request, in October 2010 the loan was transferred to its special servicer. The DSCR for this loan has been below 1.00 on a trailing twelve-month basis since second quarter 2007. We have informed the special servicer that, given the current and expected performance of the two properties securing this loan, we may elect to cease the subsidization of debt service on this non-recourse loan. If we were to elect to cease the subsidization of debt service, that would likely result in a default under the loan agreement. We believe the combined market value of the two properties securing this loan is now significantly less than the principal amount of the loan. We are working with the loan s special servicer to discuss a potential modification of this loan, but we cannot provide any assurance that we will achieve such a result.

50

Absent a satisfactory modification of this loan, we expect to choose among several possible courses of action, including electing to continue the subsidization of debt service on this loan, attempting to refinance the existing loan (which we believe would result in materially lower proceeds than the current loan balance, thus requiring a significant paydown on the existing loan balance), or surrendering the two properties to the lender or a lender-appointed receiver. The properties had a combined net book value of $66,552 as of September 30, 2010, and the amount of debt outstanding under the mortgage was $67,633 as of that date.

Mason Mortgage Loan This loan was secured by our Mason resort. In April 2010, we used a portion of the proceeds from the issuance of new first mortgage notes to repay this loan in its entirety.

Pocono Mountains Mortgage Loan This loan is secured by a mortgage on our Pocono Mountains resort. The loan bears interest at a fixed rate of 6.10% and matures in January 2017. The loan is currently subject to a 30-year principal amortization schedule. The loan has customary covenants associated with an individual mortgaged property. The loan also has customary restrictions on our ability to prepay the loan prior to maturity. We were in compliance with all covenants under this loan at September 30, 2010.

The loan requires us to maintain a minimum DSCR of 1.25, calculated on a quarterly basis. Subject to certain exceptions, the DSCR is increased to 1.35 if we open up a waterpark resort within 75 miles of the property or incur mezzanine debt secured by the resort. This ratio is defined as the property s combined trailing twelve-month net operating income divided by the greater of (i) the loan s twelve-month debt service requirements and (ii) 7.25% of the amount of the outstanding principal indebtedness under the loan. Failure to meet the minimum DSCR is not an event of default and does not accelerate the due date of the loan. Not meeting the minimum DSCR, however, subjects the property to a lock-box cash management arrangement, at the discretion of the loan s servicer. We believe that lock-box arrangement would require substantially all cash receipts for the resort to be moved each day to a lender-controlled bank account, which the loan servicer would then use to fund debt service and operating expenses for the resort, with excess cash flow being deposited in a reserve account and held as additional collateral for the loan. While recourse under the loan is limited to the property owner s interest in the mortgage property, we have provided limited guarantees with respect to certain customary non-recourse provisions and environmental indemnities relating to the loan.

The loan also contains limitations on our ability, without lender s consent, to (i) make payments to our affiliates if a default exists; (ii) enter into transactions with our affiliates; (iii) make loans or advances; or (iv) assume, guarantee or become liable in connection with any other obligations.

Williamsburg Mortgage Loan This loan was secured by our Williamsburg resort. In April 2010, we used a portion of the proceeds from the issuance of new first mortgage notes to repay this loan in its entirety.

Grapevine Mortgage Loan This loan was secured by our Grapevine resort. In April 2010, we used a portion of the proceeds from the issuance of new first mortgage notes to repay this loan in its entirety.

Concord Mortgage Loan This loan is secured by our Concord resort. The loan bears interest at a floating annual rate of LIBOR plus a spread of 310 basis points, with a minimum rate of 6.50% per annum (effective rate of 6.50% as of September 30, 2010). This loan matures in April 2012 and requires interest only payments until the one-year anniversary of the conversion date of the property and then requires monthly principal payments based on a 25-year amortization schedule. However, if the resort owner s net income available to pay debt service on this loan for four consecutive quarters is less than $10,000, or if maximum principal amount of the loan exceeds 75% of the fair market value of the property, then we are required to post cash collateral or partially repay the loan in an amount sufficient to remedy such deficiency. This loan has customary financial and operating debt compliance covenants associated with an individual mortgaged property, including a minimum consolidated tangible net worth provision. We were in compliance with all covenants under this loan at September 30, 2010.

Table of Contents

Great Wolf Resorts has provided a $78,464 payment guarantee of the Concord mortgage loan and a customary environmental indemnity.

The loan also contains restrictions on our ability to make loans or capital contributions or any other investments in affiliates.

First Mortgage Notes In April 2010, we completed a private placement of $230,000 in aggregate principal amount of our 10.875% first mortgage notes (the Notes) due April 2017. The Notes were sold at a discount that provides an effective yield of 11.875% before transaction costs. We are amortizing the discount over the life of the Notes using the straight-line method, which approximates the effective interest method. The proceeds of the Notes were used to retire the outstanding mortgage debt on our Mason, Williamsburg, and Grapevine properties and for general corporate purposes.

The Notes are senior obligations of GWR Operating Partnership, LLLP and Great Wolf Finance Corp (Issuers). The Notes are guaranteed by Great Wolf Resorts, Inc. and by our subsidiaries that own three of our resorts and those guarantees are secured by first priority mortgages on those three resorts. The Notes are also guaranteed by certain of our other subsidiaries on a senior unsecured basis.

The Notes require that we satisfy certain tests in order to: (i) incur additional indebtedness except to refinance maturing debt with replacement debt, as defined under our indentures; (ii) pay dividends; (iii) repurchase capital stock; (iv) make investments or (v) merge. We are currently restricted from these activities with certain carve-outs as defined under our indentures.

Junior Subordinated Notes In March 2005 we completed a private offering of $50,000 of trust preferred securities (TPS) through Great Wolf Capital Trust I (Trust I), a Delaware statutory trust which is our subsidiary. The securities pay holders cumulative cash distributions at an annual rate which is fixed at 7.80% through March 2015 and then floats at LIBOR plus a spread of 310 basis points thereafter. The securities mature in March 2035 and are callable at no premium after March 2010. In addition, we invested $1,500 in Trust I s common securities, representing 3% of the total capitalization of Trust I.

Trust I used the proceeds of the offering and our investment to purchase from us $51,550 of junior subordinated notes with payment terms that mirror the distribution terms of the TPS. The indenture governing the notes contains limitations on our ability, without the consent of holders of notes to make payments to our affiliates or for our affiliates to make payments to us, if a default exists. The costs of the TPS offering totaled $1,600, including $1,500 of underwriting commissions and expenses and $100 of costs incurred directly by Trust I. Trust I paid these costs utilizing an investment from us. These costs are being amortized over a 30-year period. The proceeds from our notes sale, net of the costs of the TPS offering and our investment in Trust I, were $48,400. We used the net proceeds to retire a construction loan.

In June 2007 we completed a private offering of $28,125 of TPS through Great Wolf Capital Trust III (Trust III), a Delaware statutory trust which is our subsidiary. The securities pay holders cumulative cash distributions at an annual rate which is fixed at 7.90% through June 2012 and then floats at LIBOR plus a spread of 300 basis points thereafter. The securities mature in June 2017 and are callable at no premium after June 2012. In addition, we invested $870 in the Trust s common securities, representing 3% of the total capitalization of Trust III.

Trust III used the proceeds of the offering and our investment to purchase from us $28,995 of junior subordinated notes with payment terms that mirror the distribution terms of the trust securities. The costs of the TPS offering totaled $932, including $870 of underwriting commissions and expenses and $62 of costs incurred directly by Trust III. Trust III paid these costs utilizing an investment from us. These costs are being amortized over a 10-year period. The proceeds from these notes sales, net of the costs of the TPS offering and our investment in Trust III, were $27,193. We used the net proceeds for development costs.

Issue trusts, like Trust I and Trust III (collectively, the Trusts), are generally variable interests. We have determined that we are not the primary beneficiary under the Trusts, and accordingly we do not include the financial statements of the Trusts in our consolidated financial statements.

Based on the foregoing accounting authority, our consolidated financial statements present the notes issued to the Trusts as long-term debt. Our investments in the Trusts are accounted as cost investments and are included in other assets on its consolidated balance sheet. For financial reporting purposes, we record interest expense on the corresponding notes in our condensed consolidated statements of operations.

City of Sheboygan Bonds The City of Sheboygan bonds represent the face amount of bond anticipation notes (BANs) issued by the City in November 2003 in conjunction with the construction of the Blue Harbor Resort in Sheboygan, Wisconsin. We have recognized as a liability the obligations for the BANs. We have an obligation to fund certain minimum guaranteed amounts of room tax payments to be made by the Blue Harbor Resort through 2028, which obligation is indirectly related to the payments by the City on the BANs.

City of Sheboygan Loan The City of Sheboygan loan amount represents a loan made by the City in 2004 in conjunction with the construction of the Blue Harbor Resort in Sheboygan, Wisconsin. The loan is noninterest bearing and matures in 2018. There are restrictions on the ability of the borrower under the loan to enter into transactions with affiliates without the consent of the lender. Our obligation to repay the loan will be satisfied by certain minimum guaranteed amounts of real and personal property tax payments to be made by the Blue Harbor Resort through 2018.

Future Maturities Future principal requirements on long-term debt are as follows:

Through September 30,	
2011	$ 4,434
2012	80,514
2013	3,606
2014	3,892
2015	62,548
Thereafter	407,963
Total	$ 562,957

As discussed above, the Traverse City/Kansas City mortgage loan is classified as a current liability as of September 30, 2010, due to the implementation of a traditional lock-box arrangement. The future maturities table above, however, reflects future cash principal repayments currently required under the provisions of that loan of $1,617 in 2011, $1,717 in 2012, $1,851 in 2013, $1,981 in 2014 and $60,467 in 2015.

Short-Term Liquidity Requirements

Our short-term liquidity requirements generally consist primarily of funds necessary to pay operating expenses for the next 12 months, including:

- recurring maintenance, repairs and other operating expenses necessary to properly maintain and operate our resorts;
- recurring capital expenditures we make at our resorts;
- debt maturities within the next year;
- property taxes and insurance expenses;
- interest expense and scheduled principal payments on outstanding indebtedness;

Table of Contents

- general and administrative expenses; and
- income taxes.

Historically, we have satisfied our short-term liquidity requirements through a combination of operating cash flows and cash on hand. We believe that cash provided by our operations, together with cash on hand, will be sufficient to fund our short-term liquidity requirements for working capital, capital expenditures and debt service for the next 12 months.

Long-Term Liquidity Requirements

Our long-term liquidity requirements generally consist primarily of funds necessary to pay for the following items for periods beyond the next 12 months:

- scheduled debt maturities;
- costs associated with the development of new resorts;
- renovations, expansions and other non-recurring capital expenditures that need to be made periodically to our resorts; and
- capital contributions and loans to unconsolidated joint ventures.

We expect to meet these needs through a combination of:

- existing working capital,
- cash provided by operations,
- proceeds from investing activities, including sales of partial or whole ownership interests in certain of our resorts; and
- proceeds from financing activities, including mortgage financing on properties being developed, additional or replacement borrowings under future credit facilities, contributions from joint venture partners, and the issuance of equity instruments, including common stock, or additional or replacement debt, including debt securities, as market conditions permit.

We believe these sources of capital will be sufficient to provide for our long-term capital needs. In April 2010, as discussed above, we issued $230,000 aggregate principal amount of first mortgage notes due 2017 and used the net proceeds from that offering to repay three existing mortgage loans that were scheduled to mature in 2011. We cannot be certain, however, that we will have access to additional future financing sufficient to meet our long-term liquidity requirements on terms that are favorable to us, or at all.

Our largest long-term expenditures (other than debt maturities) are expected to be for capital expenditures for development of future resorts, non-routine capital expenditures for our existing resorts, and capital contributions or loans to joint ventures owning resorts under construction or development. Such expenditures were $7,626 for the nine months ended September 30, 2010. We expect to have approximately $1,000 of such expenditures for the rest of 2010. As discussed above, we expect to meet these requirements primarily through a combination of cash provided by operations and cash on hand.

We currently project that the combination of our cash on hand plus cash provided by operations in 2010 will be sufficient to meet the short-term liquidity requirements, as described above. Based on our current projections, however, we do not believe that we will have sufficient excess amounts of cash available in 2010 in order either to begin development of any new resorts or to make material cash capital contributions to new joint ventures that would develop or acquire resorts that we would license and manage. Also, due to the current state of the capital markets, which are marked by the general unavailability of debt financing for large commercial real estate construction projects, we do not expect to have significant expenditures for development of new resorts until we have all equity and debt capital amounts fully committed, including our projected ability to fund any required equity contribution to a project. Furthermore, the indenture which governs our first mortgage notes imposes significant restrictions on our ability to invest in the development of new resorts or joint ventures that may acquire or develop resorts. We believe these factors will result in our not making any significant cash outlays in the remainder of 2010 for development of new resorts or capital contributions to new joint ventures that develop or acquire resorts.

Off Balance Sheet Arrangements

In August 2009 we sold our 30.26% joint venture interest in the joint venture that owns two resorts, Great Wolf Lodge-Wisconsin Dells, Wisconsin and Great Wolf Lodge-Sandusky, Ohio to an affiliate of CNL Income Properties, Inc. We currently manage both properties and license the Great Wolf Lodge brand to the joint venture.

We have one unconsolidated joint venture arrangement at September 30, 2010. We account for our unconsolidated joint venture using the equity method of accounting.

Our joint venture with The Confederated Tribes of the Chehalis Reservation owns the Great Wolf Lodge resort and conference center on a 39-acre land parcel in Grand Mound, Washington. This resort opened in March 2008. This joint venture is a limited liability company. We are a member of that limited liability company with a 49% ownership interest. At September 30, 2010, the joint venture had aggregate outstanding indebtedness to third parties of $98,934. As of September 30, 2010, we have made combined loan and equity contributions, net of loan repayments, of $28,475 to the joint venture to fund a portion of construction costs of the resorts.

Based on the nature of the activities conducted in the joint venture, we cannot estimate with any degree of accuracy amounts that we may be required to fund in the long term. We do not currently believe that any additional future funding of the joint venture will have a material adverse effect on our financial condition, as we currently do not expect to make any significant future capital contributions to this joint venture.

Contractual Obligations

The following table summarizes our contractual obligations as of September 30, 2010:

		Payment Terms			
	Total	**Less Than 1 Year**	**1-3 Years**	**3-5 Years**	**More Than 5 Years**
Debt obligations (1)	$ 780,668	$ 40,010	$ 154,711	$ 133,314	$ 452,633
Operating lease obligations	4,511	992	1,760	1,164	595
Reserve on unrecognized tax benefits	1,268				1,268
Total	$ 786,447	$ 41,002	$ 156,471	$ 134,478	$ 454,496

(1) Amounts include interest (for fixed rate debt) and principal. They also include $8,564 of fixed

rate debt recognized as a liability related to certain bonds issued by the City of Sheboygan and $3,113 of fixed rate debt recognized as a liability related to a loan from the City of Sheboygan. These liabilities will be satisfied by certain future minimum guaranteed amounts of real and personal property tax payments and room tax payments to be made by our Sheboygan resort.

If we develop future resorts where we are the majority owner, we expect to incur significant additional debt and construction contract obligations.

Working Capital

We had $43,103 of available cash and cash equivalents and working capital deficit of $62,416 (current assets less current liabilities) at September 30, 2010, compared to the $20,913 of available cash and cash equivalents and a working capital deficit of $15,534 at December 31, 2009. The primary reasons for the working capital deficit as of September 30, 2010 are:

- the use of cash for capital expenditures;
- an increase in accruals related to the issuance of our first mortgage notes that closed in April 2010, and
- the classification of our Traverse City/Kansas City mortgage loan (principal balance of $67,633) as a current liability due to the lender s implementation of the traditional lock-box arrangement for the two properties, as discussed above.

The primary reason for the working capital deficit as of December 31, 2009 was the use of cash for capital expenditures for our properties that were under development.

Cash Flows

Nine months ended September 30, 2010, compared with the nine months ended September 30, 2009

	2010	2009	Increase/ (Decrease)
Net cash provided by operating activities	$ 32,513	$ 14,056	$ 18,457
Net cash used in investing activities	(2,346)	(34,337)	(31,991)
Net cash (used in) provided by financing activities	(7,977)	34,044	(42,021)

Operating Activities. The increase in net cash provided by operating activities resulted primarily from a decrease in accounts receivable and other assets and an increase in accounts payable, accrued expenses and other liabilities during the nine months ended September 30, 2010 as compared to the nine months ended September 30, 2009.

Investing Activities. The decrease in net cash used in investing activities for the nine months ended September 30, 2010, as compared to the nine months ended September 30, 2009, resulted primarily from a decrease in capital expenditures related to our properties that are in service and in development.

Financing Activities. The decrease in net cash provided by financing activities resulted primarily from receiving fewer loan proceeds, net of principal payments, during the nine months ended September 30, 2010 as compared to the nine months ended September 30, 2009.

Inflation

Our resort properties are able to change room and amenity rates on a daily basis, so the impact of higher inflation can often be passed along to customers. However, a weak economic environment that decreases overall demand for our products and services could restrict our ability to raise room and amenity rates to offset rising costs.

ITEM 3. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

Our future income, cash flows and fair values relevant to financial instruments are dependent, in part, upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. Our earnings are also affected by the changes in interest rates due to the impact those changes have on our interest income from cash and our interest expense from variable-rate debt instruments. We may use derivative financial instruments to manage or hedge interest rate risks related to our borrowings. We do not intend to use derivatives for trading or speculative purposes. All dollar amounts are in thousands.

As of September 30, 2010, we had total indebtedness of $552,996. This debt consisted of:

$67,633 of fixed rate debt secured by two of our resorts. This debt bears interest at 6.96%.

$94,583 of fixed rate debt secured by one of our resorts. This debt bears interest at 6.10%.

$78,464 of variable rate debt secured by one of our resorts. This debt bears interest at a floating annual rate of LIBOR plus a spread of 310 basis points, with a minimum rate of 6.50% per annum. The effective rate was 6.50% at September 30, 2010.

$220,039 (net of discount of $9,961) of first mortgage notes that are secured by first priority liens on three of our resorts. This debt bears interest at 10.875%. The notes are due April 2017.

$51,550 of subordinated notes that bear interest at a fixed rate of 7.80% through March 2015 and then at a floating rate of LIBOR plus 310 basis points thereafter. The securities mature in March 2035.

$28,995 of subordinated notes that bear interest at a fixed rate of 7.90% through June 2012 and then at a floating rate of LIBOR plus 300 basis points thereafter. The securities mature in June 2017.

$8,564 of fixed rate debt (effective interest rate of 10.67%) recognized as a liability related to certain bonds issued by the City of Sheboygan and $3,113 of non-interest bearing debt recognized as a liability related to a loan from the City of Sheboygan. These liabilities will be satisfied by certain future minimum guaranteed amounts of real and personal property tax payments and room tax payments to be made by the Sheboygan resort.

$55 related to a capital lease that was entered into in June 2009. The lease matures in May 2012.

As of September 30, 2010, we estimate the total fair value of the indebtedness described above to be $58,861 less than their total carrying values, due to the terms of the existing debt being different than those terms we believe would currently be available to us for indebtedness with similar risks and remaining maturities.

At September 30, 2010 all of our variable rate debt is subject to minimum rate floors. If LIBOR were to increase or decrease by 1% or 100 basis points, there would be no change in interest expense on our variable rate debt based on our debt balances outstanding and current interest rates in effect as of September 30, 2010, as LIBOR plus the loans basis points would not increase or decrease above the minimum rate floor.

During the nine months ended September 30, 2010, there were no other material changes in our market risk exposure. For a complete discussion of our market risk associated with interest rate risk as of September 30, 2010, see Item 7A. Quantitative and Qualitative Disclosures about Market Risk in our Annual Report on Form 10-K for the year ended December 31, 2009.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that information in our reports under the Securities Exchange Act of 1934, as amended (the Exchange Act) is recorded, processed, summarized and reported within the time periods specified pursuant to the SEC s rules and forms. Disclosure controls and procedures,

Table of Contents

as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, include controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met.

We carried out an evaluation, under the supervision and with the participation of our management including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the third quarter of 2010. In making this evaluation, we considered matters discussed below relating to internal control over financial reporting. After consideration of the matters discussed below, we have concluded that our disclosure controls and procedures were not effective as of September 30, 2010, because of the material weakness related to controls around the determination and reporting of the provision for income taxes, as described below. As reported in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, we identified a material weakness in our internal control over financial reporting related to errors that occurred during the computation of the valuation allowance on certain deferred tax assets recorded as of September 30, 2009. As of September 30, 2010, we have not fully remediated this material weakness. As we may be unable to confirm fully whether we have remediated this material weakness until preparation of our 2010 annual tax provision, we anticipate that this material weakness may continue to exist through the end of 2010 or later.

Remediation of Material Weaknesses

As discussed in Item 9A of our Form 10-K for the year ended December 31, 2009, there was a material weakness in our internal control over financial reporting related to errors that occurred during the computation of the valuation allowance on certain deferred tax assets recorded as of September 30, 2009. Through the date of this filing, we have taken steps to improve our internal controls around our tax accounting and tax accounts reconciliation processes, with an increase in the level of detail in our reviews of complex calculations used to derive significant financial statement amounts or estimates. We believe we have taken the appropriate steps necessary to begin to remediate this material weakness relating to our tax accounting and tax reconciliation processes, procedures and controls. Certain of the corrective processes, procedures and controls, however, relate to annual controls that cannot be tested until the preparation of our 2010 annual tax provision. Accordingly, we will continue to monitor the effectiveness of these processes, procedures and controls and will make any further changes we deem appropriate.

Changes in Internal Control

During the period covered by this quarterly report on Form 10-Q, other than as noted above in this Item 4, there have not been any changes to our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are involved in litigation from time to time in the ordinary course of our business. We do not believe that the outcome of any pending or threatened litigation will have a material adverse effect on our financial condition or results of operations. However, as is inherent in legal proceedings where issues may be decided by finders of fact, there is a risk that unpredictable decisions, materially adverse to the Company, could occur.

Table of Contents

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2009, and subsequent Quarterly Reports on Form 10-Q, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K, and subsequent Quarterly Reports on Form 10-Q, are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

We did not make any unregistered sales of equity securities during the applicable period.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

We were not in default of our obligations upon any senior securities during the applicable period.

ITEM 4. [Removed and Reserved]

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The exhibits listed below are included as exhibits in this Quarterly Report on Form 10-Q.

Exhibit Number	Description
31.1	Certification of Chief Executive Officer of Periodic Report Pursuant to Rule 13a 14(a) and Rule 15d 14(a)
31.2	Certification of Chief Financial Officer of Periodic Report Pursuant to Rule 13a 14(a) and Rule 15d 14(a)
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

Table of Contents

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GREAT WOLF RESORTS, INC.

/s/ James A. Calder
James A. Calder
Chief Financial Officer
(Duly authorized officer)
(Principal Financial and Accounting Officer)

Dated: November 4, 2010

Table of Contents

Exhibit 31.1

Certification of Principal Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Kimberly K. Schaefer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Great Wolf Resorts, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements and other financial information included in this report fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. evaluated the effectiveness of the registrant s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. disclosed in this report any change in the registrant s internal control over financial reporting that occurred during the registrant s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant s internal control over financial reporting; and

5. The registrant s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant s auditors and the audit committee of the registrant s board of directors:

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant s ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant s internal controls over financial reporting.

Dated: November 4, 2010

By: /s/ Kimberly K. Schaefer

Kimberly K. Schaefer
Chief Executive Officer and Director
(Principal Executive Officer)

Table of Contents

Exhibit 31.2

Certification of Principal Financial and Accounting Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, James A. Calder, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Great Wolf Resorts, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements and other financial information included in this report fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. evaluated the effectiveness of the registrant s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. disclosed in this report any change in the registrant s internal control over financial reporting that occurred during the registrant s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant s internal control over financial reporting; and

5. The registrant s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant s auditors and the audit committee of the registrant s board of directors:

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant s ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant s internal controls over financial reporting.

Dated: November 4, 2010

By: /s/ James A. Calder
James A. Calder
Chief Financial Officer
(Principal Financial and Accounting Officer)

Table of Contents

Exhibit 32.1

Certification of Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350, as
Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Great Wolf Resorts, Inc. (the Company) hereby certifies, to such officer s knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2010 (the Report) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 4, 2010

By: /s/ Kimberly K. Schaefer
Kimberly K. Schaefer
Chief Executive Officer and Director
(Principal Executive Officer)

Pursuant to Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended or incorporated by reference in any registration statement of the Company filed under the Securities Act of 1933, as amended.

Table of Contents

Exhibit 32.2

**Certification of Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350, as
Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Great Wolf Resorts, Inc. (the Company) hereby certifies, to such officer s knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2010 (the Report) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 4, 2010

By: /s/ James A. Calder
James A. Calder
Chief Financial Officer
(Principal Financial and Accounting Officer)

Pursuant to Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended or incorporated by reference in any registration statement of the Company filed under the Securities Act of 1933, as amended.