

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re           : Chapter 11
Premier International Holdings Inc., et al.,1 : Case No. 09-12019 (CSS)
Debtors.       : (Jointly Administered)
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**PERIODIC REPORT REGARDING OPERATIONS AND PROFITABILITY OF
ENTITIES IN WHICH THE ESTATE OF SIX FLAGS, INC.
HOLDS A SUBSTANTIAL OR CONTROLLING INTEREST**

This is a report as of December 31, 2009 on the operations and profitability of those entities in which the estate holds a substantial or controlling interest, as required by Bankruptcy Rule 2015.3 and pursuant to the Order Granting Additional Time to File Reports Pursuant to Federal Rule of Bankruptcy Procedure 2015.3 [Docket No. 384]. The estate of Six Flags, Inc. holds a substantial or controlling interest in the following entities:

Name of Entity	Interest of the Estate	Tab#
CPIH LLC	39.2%	1
Parc Six Flags Montreal, S.E.C.	100.0%	2
HWP Development, LLC	41.0%	3
Texas Flags Ltd.	52.0%	4

¹ The Debtors are the following thirty-seven entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Astroworld GP LLC (0431), Astroworld LP (0445), Astroworld LP LLC (0460), Fiesta Texas Inc. (2900), Funtime, Inc. (7495), Funtime Parks, Inc. (0042), Great America LLC (7907), Great Escape Holding Inc. (2284), Great Escape Rides L.P. (9906), Great Escape Theme Park L.P. (3322), Hurricane Harbor GP LLC (0376), Hurricane Harbor LP (0408), Hurricane Harbor LP LLC (0417), KKI, LLC (2287), Magic Mountain LLC (8004), Park Management Corp. (1641), PP Data Services Inc. (8826), Premier International Holdings Inc. (6510), Premier Parks of Colorado Inc. (3464), Premier Parks Holdings Inc. (9961), Premier Waterworld Sacramento Inc. (8406), Riverside Park Enterprises, Inc. (7486), SF HWP Management LLC (5651), SFJ Management Inc. (4280), SFRCC Corp. (1638), Six Flags, Inc. (5059), Six Flags America LP (8165), Six Flags America Property Corporation (5464), Six Flags Great Adventure LLC (8235), Six Flags Great Escape L.P. (8306), Six Flags Operations Inc. (7714), Six Flags Services, Inc. (6089), Six Flags Services of Illinois, Inc. (2550), Six Flags St. Louis LLC (8376), Six Flags Theme Parks Inc. (4873), South Street Holdings LLC (7486), Stuart Amusement Company (2016). The mailing address of each of the Debtors solely for purposes of notices and communications is 1540 Broadway, 15th Floor, New York, NY 10036 (Attn: James Coughlin).



Six Flags Over Georgia II, L.P.	28.9%	5
Dormant Entities	100.0%	6
Special Purpose Entities	49.0%	7

This periodic report (the “Periodic Report”) contains separate reports (“Entity Reports”) on the operations and profitability of each entity listed above.²

In accordance with the Order Granting Additional Time to File Reports Pursuant to Federal Rule of Bankruptcy Procedure 2015.3 issued by United States Bankruptcy Court on August 13, 2009, the Debtors shall file Periodic Reports consisting of an income statement and a balance sheet for the Non-Debtor Entities in satisfaction of Bankruptcy Rule 2015.3. Therefore, each Entity Report shall consist of two exhibits: (1) Exhibit A containing balance sheets and statements of income for the period covered by the Entity Report; (2) Exhibit B containing description of the entity’s business operations and summarized footnotes.³

² The content and format of these reports are being presented pursuant to the *Order Authorizing the Debtors and Debtors in Possession to File Under Seal Certain Reports of Financial Information Required by Bankruptcy Rule 2015.3(a) or to Seek a Modification of Such Reporting Requirements Pursuant to Bankruptcy Rule 2015.3(d)* [Docket No. 1228], and discussions with the Office of the United States Trustee and the Official Committee of Unsecured Creditors.

³ Exceptions to the presentation format are as follows: (i) no financial statements are provided for the Dormant Entities included in Tab 6 due to inactive status of such entities; (ii) no separate financial statements are provided for the Special Purpose Entities presented in Tab 7, as all assets and liabilities of these entities are presented on the parks’ level.

The undersigned, having reviewed the above listing of entities in which the estate of Six Flags, Inc. holds a substantial or controlling interest, and being familiar with the Debtors' financial affairs, verifies under the penalty of perjury that the listing is complete, accurate and truthful to the best of his/her knowledge.

Date: April 2, 2010

/s/ James Coughlin

Signature of Authorized Individual

James Coughlin

Name of Authorized Individual

General Counsel

Title of Authorized Individual

Tab 1
Exhibit A-1
Balance Sheets for CPIH LLC
As of December 31, 2009 and December 31, 2008

	December 31, 2009 (unaudited)	December 31, 2008 (unaudited)
Assets		
Current Assets		
Cash & Cash Equivalents	\$ 12,956,000	\$ 16,854,000
Accounts Receivable	15,681,000	10,012,000
Program Costs, Net	2,197,000	2,992,000
Income Tax Receivable	580,000	452,000
Total Current Assets	<u>31,414,000</u>	<u>30,310,000</u>
Other Assets		
Deferred Financing Costs, Net	614,000	1,236,000
Other Assets, Net	752,000	1,292,000
Total Other Assets	<u>1,366,000</u>	<u>2,528,000</u>
Fixed Assets		
Property Plant & Equipment, Net	800,000	815,000
Net Fixed Assets	<u>800,000</u>	<u>815,000</u>
Intangible Assets		
Goodwill	3,469,000	3,469,000
Intangible Assets	25,371,000	35,194,000
Net Intangible Assets	<u>28,840,000</u>	<u>38,663,000</u>
Total Assets	<u>\$ 62,420,000</u>	<u>\$ 72,316,000</u>
Liabilities		
Current Liabilities		
Accounts Payable and Accrued Liabilities	\$ 5,463,000	\$ 7,609,000
Swap Contracts	1,232,000	3,115,000
Bank and Other Debt	16,000,000	6,000,000
Accrued Residuals and Participations	3,898,000	3,341,000
Production Advances and Deferred Revenue	4,753,000	4,510,000
Total Current Liabilities	<u>31,346,000</u>	<u>24,575,000</u>
Long-Term Liabilities		
Bank and Other Debt	41,000,000	69,000,000
Deferred Taxes	12,617,000	14,654,000
Total Long-Term Liabilities	<u>53,617,000</u>	<u>83,654,000</u>
Total Liabilities	<u>84,963,000</u>	<u>108,229,000</u>
Stockholders' Deficit		
Accumulated Deficit	(63,768,000)	(73,502,000)
Other Comprehensive Income	(956,000)	(1,958,000)
Additional Paid In Capital	42,181,000	39,547,000
Total Stockholders' Deficit	<u>(22,543,000)</u>	<u>(35,913,000)</u>
Total Liabilities and Deficit	<u>\$ 62,420,000</u>	<u>\$ 72,316,000</u>

Tab 1
Exhibit A-2
Statements of Income for CPIH LLC
Periods ending December 31, 2009 and December 31, 2008

	December 31, 2009 (unaudited)	December 31, 2008 (unaudited)
Revenue		
Revenue	\$ 72,886,000	\$ 51,817,000
Total Revenue	<u>72,886,000</u>	<u>51,817,000</u>
Operating Costs and Expenses		
Cost of Products Sold	37,479,000	25,130,000
Operating Expenses	2,988,000	4,320,000
G&A Expense	3,538,000	4,912,000
Depreciation and Amortization	<u>9,823,000</u>	<u>9,248,000</u>
Total Operating Costs and Expenses	<u>53,828,000</u>	<u>43,610,000</u>
Income from Operations	<u>19,058,000</u>	<u>8,207,000</u>
Other Income (Expense)		
Other Income	195,000	426,000
Gain on Swap Asset	262,000	53,000
Interest Expense	(4,496,000)	(5,928,000)
Bad Debt Expense	<u>-</u>	<u>(1,619,000)</u>
Total Other Expense	<u>(4,039,000)</u>	<u>(7,068,000)</u>
Income Tax Expense	<u>(5,293,000)</u>	<u>(626,000)</u>
Net Income	<u>\$ 9,726,000</u>	<u>\$ 513,000</u>

Tab 1

Exhibit B
Description of Operations for CPIH LLC

Debtors' Interest in CPIH LLC

Debtor Six Flags Theme Parks, Inc. directly owns 39.2% of CPIH LLC.

Nature of Business Conducted by CPIH LLC

CPIH LLC develops and produces television programming for networks, first-run domestic syndicators (which provide programming for independent and network affiliated stations), cable networks and advertisers, primarily in the United States. CPIH LLC also licenses certain of its brands and concepts to third parties for use in restaurants.

Information Pertaining to CPIH LLC

The financial information is maintained in accordance with U.S. generally accepted accounting principles ("US GAAP"). The presentation of the financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. Actual amounts and results could differ from those estimates. The accompanying financial information, attached hereto as Exhibit A, does not include all footnotes and certain financial presentations normally required by US GAAP.

CPIH LLC's annual reporting period is based on twelve months starting July 1st and ending June 30th of each year.

Tab 2
Exhibit A-1
Balance Sheets for Parc Six Flags Montreal, S.E.C.
As of January 3, 2010 and December 28, 2008

	January 3, 2010	December 28, 2008
Assets		
Current Assets		
Cash & Cash Equivalents	\$ 9,272,000	\$ 2,602,000
Accounts Receivable	2,435,000	1,822,000
Inventories	456,000	254,000
Prepaid Expenses	<u>587,000</u>	<u>452,000</u>
Total Current Assets	12,750,000	5,130,000
Fixed Assets		
Property Plant & Equipment	106,047,000	82,303,000
Accumulated Depreciation	<u>(46,495,000)</u>	<u>(32,161,000)</u>
Net Fixed Assets	<u>59,552,000</u>	<u>50,142,000</u>
Intangible Assets		
Goodwill & Organization Costs	11,350,000	9,740,000
Less: Amortization	<u>(367,000)</u>	<u>(314,000)</u>
Net Intangible Assets	<u>10,983,000</u>	<u>9,426,000</u>
Total Assets	<u>\$ 83,285,000</u>	<u>\$ 64,698,000</u>
LIABILITIES		
Current Liabilities		
Accounts Payable Trade	\$ 395,000	\$ (79,000)
Accrued Expenses	595,000	808,000
Deferred Income	<u>170,000</u>	<u>159,000</u>
Total Current Liabilities	<u>1,160,000</u>	<u>888,000</u>
Long-Term Liabilities		
Other Long Term Liabilities	<u>7,533,000</u>	<u>6,440,000</u>
Total Long-Term Liabilities	<u>7,533,000</u>	<u>6,440,000</u>
Total Liabilities	<u>8,693,000</u>	<u>7,328,000</u>
Stockholders' Equity		
Retained Earnings	(22,527,000)	(29,034,000)
Year-to-Date Net Income	306,000	3,454,000
Foreign Currency Translation	(674,000)	14,173,000
Paid-In Capital In Excess of Par	<u>97,487,000</u>	<u>68,777,000</u>
Total Stockholders' Equity	<u>74,592,000</u>	<u>57,370,000</u>
Total Liabilities and Equity	<u>\$ 83,285,000</u>	<u>\$ 64,698,000</u>

Tab 2
Exhibit A-2
Statements of Income for Parc Six Flags Montreal, S.E.C.
Periods ending January 3, 2010 and December 28, 2008

	January 3, 2010	December 28, 2008
Revenue		
Revenue	\$ 35,568,000	\$ 40,408,000
Total Revenue	<u>35,568,000</u>	<u>40,408,000</u>
Operating Costs and Expenses		
Operating Expenses	28,149,000	28,933,000
Costs of Products Sold	1,248,000	1,319,000
Depreciation and Amortization	<u>5,916,000</u>	<u>6,491,000</u>
Total Operating Costs and Expenses	<u>35,313,000</u>	<u>36,743,000</u>
Income from Operations	<u>255,000</u>	<u>3,665,000</u>
Other Income (Expense)		
Other Income (Expense)	25,000	(330,000)
Interest Income	<u>26,000</u>	<u>119,000</u>
Total Other Income (Expense)	<u>51,000</u>	<u>(211,000)</u>
Net Income	<u>\$ 306,000</u>	<u>\$ 3,454,000</u>

Tab 2
Exhibit B
Description of Operations for Parc Six Flags Montreal, S.E.C.

Debtors' Interest in Parc Six Flags Montreal, S.E.C.

Debtor Funtime Inc. directly owns 99.9995% of Parc Six Flags Montreal, S.E.C.

Nature of Business Conducted by Parc Six Flags Montreal, S.E.C.

Parc Six Flags Montreal, S.E.C. owns and operates La Ronde, the park located in Montreal, Canada.

Information Pertaining to Parc Six Flags Montreal, S.E.C.

Parc Six Flags Montreal, S.E.C. accounting policies reflect industry practices and conform to US GAAP. The presentation of the financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. Actual amounts and results could differ from those estimates. The accompanying financial information, attached hereto as Exhibit A, does not include all footnotes and certain financial presentations required by US GAAP.

Parc Six Flags Montreal, S.E.C. operates on a 52/53 week fiscal year, with the year ending on the last Sunday prior to, or the first Sunday subsequent to December 31 of each calendar year, whichever is closest.

The local currency for Parc Six Flags Montreal, S.E.C. is Canadian dollars and is translated into US dollars in accordance with US GAAP. Assets and liabilities are generally translated at period-end exchange rates, and income and expense items are generally translated at the average exchange rates during the period.

No provision for income taxes for Parc Six Flags Montreal, S.E.C. has been included in the statements of income (loss) due to the availability of deferred tax assets to offset taxable income. Aside from the application of deferred tax assets to offset the tax effect of current period earnings, Parc Six Flags Montreal, S.E.C. has established a full valuation allowance against its remaining deferred tax assets.

Description of Operations for Parc Six Flags Montreal, Inc.

Debtors' Interest in Parc Six Flags Montreal, Inc.

Debtor Six Flags Theme Parks, Inc. directly owns 100% of Parc Six Flags Montreal, Inc.

Nature of Business Conducted by Parc Six Flags Montreal, Inc.

Parc Six Flags Montreal, Inc. owns a .0005% direct interest in Parc Six Flags Montreal, S.E.C., which owns the La Ronde park, located in Montreal.

Information Pertaining to Parc Six Flags Montreal, Inc.

Parc Six Flags Montreal, Inc. owns a direct interest in Parc Six Flags Montreal, S.E.C.

Description of Operations for 9103-2359 Quebec Inc.

Debtors' Interest in 9103-2359 Quebec Inc.

Debtor Funtime Inc. directly owns 99.9995% of Parc Six Flags Montreal, S.E.C and Parc Six Flags Montreal, S.E.C directly owns 100% of 9103-2359 Quebec Inc.

Nature of Business Conducted by 9103-2359 Quebec Inc.

9103-2359 Quebec Inc. holds the liquor license for the La Ronde park.

Information Pertaining to 9103-2359 Quebec Inc.

9103-2359 Quebec Inc. holds the liquor license for the La Ronde park.

Tab 3
Exhibit A-1
Balance Sheets for HWP Development, LLC
As of January 3, 2010 and December 28, 2008

Assets	January 3, 2010	December 28, 2008
	<u> </u>	<u> </u>
Current assets:		
Cash	\$ 462,000	\$ 430,000
Accounts receivable	34,000	21,000
Inventories	218,000	265,000
Prepaid expenses and other current assets	245,000	166,000
Restricted cash - escrowed reserves	344,000	349,000
Total current assets	<u>1,303,000</u>	<u>1,231,000</u>
Property and equipment, at cost	48,980,000	48,547,000
Less accumulated depreciation	7,948,000	5,559,000
	<u>41,032,000</u>	<u>42,988,000</u>
Debt issuance costs	—	744,000
Total assets	<u>\$ 42,335,000</u>	<u>\$ 44,963,000</u>
Liabilities and Members' Capital		
Current liabilities:		
Accounts Payable	\$ 825,000	\$ 1,224,000
Accrued liabilities	669,000	851,000
Current portion of long term debt	32,340,000	344,000
Current portion of capital lease obligations	—	46,000
Total current liabilities	<u>33,834,000</u>	<u>2,465,000</u>
Long-term debt	—	32,340,000
Total liabilities	<u>33,834,000</u>	<u>34,805,000</u>
Members' Capital	8,501,000	10,158,000
Total liabilities and members' capital	<u>\$ 42,335,000</u>	<u>\$ 44,963,000</u>

Tab 3
Exhibit A-2
Statements of Income for HWP Development, LLC
Periods ending January 3, 2010 and December 28, 2008

	<u>January 3, 2010</u>	<u>December 28, 2008</u>
Revenue:		
Theme park accomodations	\$ 9,625,000	\$ 10,221,000
Sponsorship, licensing and other fees	70,000	166,000
Theme park food, merchandise, and other	4,935,000	5,003,000
Total revenue	<u>14,630,000</u>	<u>15,390,000</u>
Operating costs and expenses:		
Operating expenses	8,299,000	8,910,000
Management fees	731,000	770,000
Selling, general, and administrative	1,264,000	1,253,000
Costs of products sold	1,525,000	1,553,000
Depreciation and amortization	2,389,000	2,264,000
Total operating costs and expenses	<u>14,208,000</u>	<u>14,750,000</u>
Income from operations	<u>422,000</u>	<u>640,000</u>
Other expense:		
Interest expense, net	(2,959,000)	(2,345,000)
Other expense	-	(93,000)
Total other expense	<u>(2,959,000)</u>	<u>(2,438,000)</u>
Net loss	<u>\$ (2,537,000)</u>	<u>\$ (1,798,000)</u>

Tab 3
Exhibit B
Description of Operations for HWP Development, LLC

Debtors' Interest in HWP Development, LLC

Debtor Great Escape Theme Park L.P. directly owns 100% of HWP Development Holdings LLC and HWP Development Holdings LLC directly owns 40.79% of HWP Development, LLC.

Nature of Business Conducted by HWP Development, LLC

HWP Development LLC is a limited liability company and joint venture arrangement created to develop and operate a hotel and indoor water park located adjacent to The Great Escape theme park in Lake George, New York.

Information Pertaining to HWP Development, LLC

HWP Development, LLC's accounting policies reflect industry practices and conform to US GAAP. The presentation of the financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. Actual amounts and results could differ from those estimates. The accompanying financial information, attached hereto as Exhibit A, does not include all footnotes and certain financial presentations normally required by US GAAP.

HWP Development, LLC operates on a 52/53 week fiscal year, with their year ending on the last Sunday prior to, or the first Sunday subsequent to December 31 of each calendar year, whichever is closest.

Description of Operations for HWP Development Holdings, LLC

Debtors' Interest in HWP Development Holdings, LLC

Debtor Great Escape Theme Park L.P. directly owns 100% of HWP Development Holdings, LLC.

Nature of Business Conducted by HWP Development Holdings, LLC

HWP Development Holdings, LLC is a limited liability company created to own HWP Management, Inc. and HWP Development LLC, which operate and own the hotel and indoor water park located adjacent to The Great Escape theme park in Lake George, New York.

Information Pertaining to HWP Development Holdings, LLC

HWP Development Holdings, LLC is a holding company for the following directly owned companies: HWP Management Inc. and HWP Development LLC.

Description of Operations for HWP Management Inc.

Debtors' Interest in HWP Management Inc.

Debtor Great Escape Theme Park L.P. directly owns 100% of HWP Development Holdings LLC and HWP Development Holdings LLC directly owns 41% of HWP Management Inc.

Nature of Business Conducted by HWP Management Inc.

HWP Management Inc. owns a .5% member manager interest in HWP Development, LLC, the entity that operates the hotel and indoor water park located adjacent to The Great Escape theme park in Lake George, New York.

Information Pertaining to HWP Management Inc.

HWP Management Inc. is the member manager of HWP Development, LLC.

Tab 4
Exhibit A-1
Balance Sheets for Texas Flags, Ltd.
As of January 3, 2010 and December 28, 2008

	January 3, 2010	December 28, 2008
Assets		
Current assets:		
Cash	\$ 3,280,000	\$ 2,159,000
Accounts receivable	1,077,000	1,281,000
Inventories	1,353,000	1,545,000
Prepaid expenses and other current assets	3,613,000	3,620,000
Total current assets	<u>9,323,000</u>	<u>8,605,000</u>
Property and equipment, at cost	178,451,000	178,250,000
Less accumulated depreciation	<u>103,272,000</u>	<u>102,347,000</u>
Property and equipment, net	75,179,000	75,903,000
Deposits and other assets	2,000	2,000
Intangible assets, net	<u>37,000</u>	<u>54,000</u>
Total assets	<u>\$ 84,541,000</u>	<u>\$ 84,564,000</u>
Liabilities and Partners' Deficit		
Current liabilities:		
Accounts payable	\$ 1,435,000	\$ 828,000
Accrued liabilities	5,654,000	5,506,000
Net payable to managing general partner	44,282,000	47,513,000
Current portion of capital lease obligations	1,321,000	1,224,000
Affiliate loans	<u>139,450,000</u>	<u>112,950,000</u>
Total current liabilities	192,142,000	168,021,000
Long term liabilities:		
Capital lease obligation	776,000	2,096,000
Other long term liabilities	<u>56,000</u>	<u>57,000</u>
Total long term liabilities	832,000	2,153,000
Total liabilities	192,974,000	170,174,000
Partners' deficit	<u>(108,433,000)</u>	<u>(85,610,000)</u>
Total liabilities and partners' deficit	<u>\$ 84,541,000</u>	<u>\$ 84,564,000</u>

Tab 4
Exhibit A-2
Statements of Income for Texas Flags, Ltd.
Periods ending January 3, 2010 and December 28, 2008

	January 3, 2010	December 28, 2008
Revenue:		
Theme park admissions	\$ 45,747,000	\$ 49,618,000
Theme park food, merchandise, and other	32,674,000	36,717,000
Sponsorship, licensing, and other fees	<u>3,607,000</u>	<u>3,850,000</u>
Total revenue	<u>82,028,000</u>	<u>90,185,000</u>
Operating costs and expenses:		
Operating expenses	37,179,000	35,519,000
Selling, general, and administrative expenses	10,617,000	11,036,000
Costs of products sold	6,567,000	7,308,000
Depreciation and amortization	6,808,000	6,373,000
Loss on disposal of assets	<u>1,401,000</u>	<u>364,000</u>
Total operating costs and expenses	<u>62,572,000</u>	<u>60,600,000</u>
Income from operations	<u>19,456,000</u>	<u>29,585,000</u>
Other expense:		
Interest expense, net	(5,630,000)	(7,646,000)
Other expense	<u>(506,000)</u>	<u>-</u>
Total other expense	<u>(6,136,000)</u>	<u>(7,646,000)</u>
Net income	<u>\$ 13,320,000</u>	<u>\$ 21,939,000</u>

Tab 4
Exhibit B
Description of Operations for Texas Flags, Ltd.

Debtors' Interest in Texas Flags, Ltd.

Debtor Six Flags, Inc. directly owns 100% of GP Holdings Inc., GP Holdings Inc. directly owns 100% of SFT Holdings, Inc., SFT Holdings, Inc. directly owns 100% of Six Flags Over Texas, Inc., and Six Flags Over Texas, Inc. directly owns a managing general partnership in Texas Flags, Ltd.⁴

Nature of Business Conducted by Texas Flags, Ltd.

Texas Flags, Ltd. owns and operates the theme park known as Six Flags Over Texas and holds a license for the use of the Six Flags name. Texas Flags, Ltd. also has a long-term license to use the Warner Bros. and DC Comics animated characters in the Six Flags Over Texas theme park.

Information Pertaining to Texas Flags, Ltd.

Texas Flags, Ltd.'s accounting policies reflect industry practices and conform to US GAAP. The presentation of the financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. Actual amounts and results could differ from those estimates. The accompanying financial information, attached hereto as Exhibit A, does not include all footnotes and certain financial presentations normally required by US GAAP.

Texas Flags, Ltd. operates on a 52/53 week fiscal year, with their year ending on the last Sunday prior to, or the first Sunday subsequent to December 31 of each calendar year, whichever is closest.

⁴ In the event of a default under either the subordinated indemnity agreement with Time Warner Inc. (together with certain of its affiliates, "Time Warner") or the May 15, 2009 loan agreement with Time Warner, Time Warner is entitled to take full ownership and control of (i) the entities (referenced below) through which Six Flags, Inc. indirectly owns interests in Texas Flags, Ltd and Six Flags Over Georgia II, LP and (ii) the managing partners of these partnerships, including the managing partners' interests in affiliate loan receivables in the aggregate amount of \$215.0 million plus \$98.3 million of accrued interest and accrued management fees owed to the managing partners.

Description of Operations for GP Holdings Inc.

Debtors' Interest in GP Holdings Inc.

Debtor Six Flags, Inc. directly owns 100% of GP Holdings Inc.

Nature of Business Conducted by GP Holdings Inc.

GP Holdings Inc. through its subsidiaries, is the general partner of the partnerships that manages and owns portions of both Six Flags Over Georgia (including Six Flags White Water Atlanta) and Six Flags Over Texas. GP Holdings Inc. owns SFOG II, Inc. and SFT Holdings, Inc.

Information Pertaining to GP Holdings Inc.

GP Holdings Inc. is a holding company for the following directly owned companies: SFG Holdings, Inc., SFOG II, Inc., SFT Holdings, Inc., and SFOT II Holdings, LLC.

Description of Operations for Six Flags Over Texas, Inc.

Debtors' Interest in Six Flags Over Texas, Inc.

Debtor Six Flags, Inc. directly owns 100% of GP Holdings Inc., GP Holdings Inc. directly owns 100% of SFT Holdings, Inc., and SFT Holdings, Inc. directly owns 100% of Six Flags Over Texas, Inc.

Nature of Business Conducted by Six Flags Over Texas, Inc.

Six Flags Over Texas Inc. owns SFOT Employee, Inc. and is the managing general partner of Texas Flags, Ltd., the entity that operates the Six Flags Over Texas park.

Information Pertaining to Six Flags Over Texas, Inc.

Six Flags Over Texas, Inc. is the managing general partner of Texas Flags, Ltd.

Description of Operations for SFOT Acquisition I Holdings, Inc.

Debtors' Interest in SFOT Acquisition I Holdings, Inc.

Debtor Six Flags, Inc. directly beneficially owns 100% of SFOT Acquisition I Holdings, Inc.

Nature of Business Conducted by SFOT Acquisition I Holdings, Inc.

SFOT Acquisition I Holdings, Inc. owns SFOT Acquisition I, Inc., which owns units in Six Flags Over Texas Fund, Ltd.

Information Pertaining to SFOT Acquisition I Holdings, Inc.

SFOT Acquisition I Holdings, Inc. is a holding company for SFOT Acquisition I, Inc.

Description of Operations for SFOT Acquisition I, Inc.

Debtors' Interest in SFOT Acquisition I, Inc.

Debtor Six Flags, Inc. directly beneficially owns 100% of SFOT Acquisition I Holdings, Inc. and SFOT Acquisition I Holdings, Inc. directly owns 100% of SFOT Acquisition I, Inc.

Nature of Business Conducted by SFOT Acquisition I, Inc.

SFOT Acquisition I, Inc. owns units in Six Flags Over Texas Fund, Ltd.⁵

Information Pertaining to SFOT Acquisition I, Inc.

On an annual basis, SFOT Acquisition I, Inc., together with SFOT Acquisition II, Inc., must offer to purchase a maximum number of 5% of the limited partnership units in Six Flags Over Texas Fund, Ltd., at a price based on the greater of (i) a total equity value of \$374.8 million or (ii) a value derived by multiplying the weighted-average four year EBITDA of the park by 8.5.

⁵ SFOT Acquisition I, Inc. and SFOT Acquisition II, Inc. in the aggregate have a maximum redeemable partnership unit purchase obligation of \$179,886,000.

Description of Operations for SFOT Acquisition II Holdings, Inc.

Debtors' Interest in SFOT Acquisition II Holdings, Inc.

Debtor Six Flags, Inc. directly beneficially owns 100% of SFOT Acquisition II Holdings, Inc.

Nature of Business Conducted by SFOT Acquisition II Holdings, Inc.

SFOT Acquisition II Holdings, Inc. owns SFOT Acquisition II, Inc., which owns units in Six Flags Over Texas Fund, Ltd.

Information Pertaining to SFOT Acquisition II Holdings, Inc.

SFOT Acquisition II Holdings, Inc. is a holding company for SFOT Acquisition II, Inc.

Description of Operations for SFOT Acquisition II, Inc.

Debtors' Interest in SFOT Acquisition II, Inc.

Debtor Six Flags, Inc. directly owns 100% of SFOT Acquisition II Holdings, Inc. and SFOT Acquisition II Holdings, Inc. directly owns 100% of SFOT Acquisition II, Inc.

Nature of Business Conducted by SFOT Acquisition II, Inc.

SFOT Acquisition II, Inc. owns units in Six Flags Over Texas Fund, Ltd.

Information Pertaining to SFOT Acquisition II, Inc.

On an annual basis, SFOT Acquisition II, Inc., together with SFOT Acquisition I, Inc., must offer to purchase a maximum number of 5% of the limited partnership units in Six Flags Over Texas Fund, Ltd., at a price based on the greater of (i) a total equity value of \$374.8 million or (ii) a value derived by multiplying the weighted-average four year EBITDA of the park by 8.5.

Description of Operations for SFOT Employee, Inc.

Debtors' Interest in SFOT Employee, Inc.

Debtor Six Flags, Inc. directly owns 100% of GP Holdings Inc., GP Holdings Inc. directly owns 100% of SFT Holdings, Inc., SFT Holdings, Inc. directly owns 100% of Six Flags Over Texas, Inc., and Six Flags Over Texas, Inc. directly owns 100% of SFOT Employee, Inc.

Nature of Business Conducted by SFOT Employee, Inc.

SFOT Employee, Inc. employs park employees at Six Flags Over Texas.

Information Pertaining to SFOT Employee, Inc.

SFOT Employee, Inc. is used to employ park employees at Six Flags Over Texas.

Description of Operations for SFOT II Holdings, LLC

Debtors' Interest in SFOT II Holdings, LLC

Debtor Six Flags, Inc. directly owns 100% of GP Holdings Inc., and GP Holdings Inc. directly owns 100% of SFOT II Holdings, LLC.

Nature of Business Conducted by SFOT II Holdings, LLC

SFOT II Holdings, LLC does not hold an interest in any other entity.

Information Pertaining to SFOT II Holdings, LLC

SFOT II Holdings, LLC was created to be a holding company, but at the present time the LLC does not own an interest in any other entities.

Description of Operations for SFT Holdings, Inc.

Debtors' Interest in SFT Holdings, Inc.

Debtor Six Flags, Inc. directly owns 100% of GP Holdings Inc., and GP Holdings Inc. directly owns 100% of SFT Holdings, Inc.

Nature of Business Conducted by SFT Holdings, Inc.

SFT Holdings, Inc. directly owns Six Flags Over Texas, Inc.

Information Pertaining to SFT Holdings, Inc.

SFT Holdings, Inc. is a holding company for Six Flags Over Texas, Inc.

Tab 5
Exhibit A-1
Balance Sheets for Six Flags Over Georgia II, L. P.
As of January 3, 2010 and December 28, 2008

Assets	January 3, 2010	December 28, 2008
Current assets:		
Cash	\$ 168,000	\$ 1,474,000
Accounts receivable	4,906,000	326,000
Inventories	1,549,000	1,941,000
Prepaid expenses	2,745,000	3,014,000
Total current assets	9,368,000	6,755,000
Property and equipment, at cost	145,711,000	140,778,000
Less accumulated depreciation	60,303,000	54,730,000
Property and equipment, net	85,408,000	86,048,000
Intangible assets, net	14,549,000	14,599,000
Total assets	<u>\$ 109,325,000</u>	<u>\$ 107,402,000</u>
Liabilities and Partners' Deficit		
Current liabilities:		
Accounts payable	\$ 1,309,000	\$ 323,000
Accrued liabilities	1,398,000	1,490,000
Net payable to managing general partner	57,383,000	52,701,000
Affiliate loans	93,500,000	85,500,000
Total current liabilities	153,590,000	140,014,000
Partners' deficit	(44,265,000)	(32,612,000)
Total liabilities and partners' deficit	<u>\$ 109,325,000</u>	<u>\$ 107,402,000</u>

Tab 5
Exhibit A-2
Statements of Income for Six Flags Over Georgia II, L. P.
Periods ending June 28, 2009 and December 28, 2008

	January 3, 2010	December 28, 2008
Revenue:		
Theme park admissions	\$ 41,942,000	\$ 43,365,000
Theme park food, merchandise, and other	28,375,000	31,938,000
Sponsorship, licensing and other fees	2,980,000	2,928,000
Total revenue	<u>73,297,000</u>	<u>78,231,000</u>
Operating costs and expenses:		
Operating expenses	32,835,000	31,390,000
Selling, general, and administrative expenses	11,389,000	10,203,000
Costs of products sold	5,861,000	6,429,000
Depreciation and amortization	6,420,000	6,057,000
(Gain) Loss on disposal of assets	<u>(628,000)</u>	<u>309,000</u>
Total operating costs and expenses	<u>55,877,000</u>	<u>54,388,000</u>
Income from operations	<u>17,420,000</u>	<u>23,843,000</u>
Other expense:		
Interest expense	<u>(4,551,000)</u>	<u>(6,409,000)</u>
Total other expense	<u>(4,551,000)</u>	<u>(6,409,000)</u>
Net income	<u>\$ 12,869,000</u>	<u>\$ 17,434,000</u>

Tab 5
Exhibit B
Description of Operations for
Six Flags Over Georgia II, L.P.

Debtors' Interest in Six Flags Over Georgia II, L.P.

Debtor Six Flags, Inc. directly owns 100% of GP Holdings Inc., GP Holdings Inc. owns 100% of SFOG II, Inc., and directly owns a managing general partnership interest in Six Flags Over Georgia II, L.P.⁶

Nature of Business Conducted by Six Flags Over Georgia II, L.P.

Six Flags Over Georgia II, L.P. owns SFOG Acquisition Company LLC. Six Flags Over Georgia II, L.P. owns and operates the theme park known as Six Flags Over Georgia and holds a license for the use of the Six Flags name. Six Flags Over Georgia II, L.P. also has a long-term license to use the Warner Bros. and DC Comics animated characters in the Six Flags Over Georgia theme park.

Information Pertaining to Six Flags Over Georgia II, L.P.

Six Flags Over Georgia II, L.P.'s accounting policies reflect industry practices and conform to US GAAP. The presentation of the financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. Actual amounts and results could differ from those estimates. The accompanying financial information, attached hereto as Exhibit A, does not include all footnotes and certain financial presentations normally required by US GAAP.

Six Flags Over Georgia II, L.P. operates on a 52/53 week fiscal year, with their year ending on the last Sunday prior to, or the first Sunday subsequent to December 31 of each calendar year, whichever is closest.

The consolidated financial statements include the accounts of Six Flags Over Georgia II, L.P. and its wholly owned subsidiary, SFOG Acquisition Company, LLC, which owns and operates Six Flags White Water Atlanta in Marietta, GA.

⁶ In the event of a default under either the subordinated indemnity agreement with Time Warner Inc. (together with certain of its affiliates, "Time Warner") or the May 15, 2009 loan agreement with Time Warner, Time Warner is entitled to take full ownership and control of (i) the entities (referenced below) through which Six Flags, Inc. indirectly owns interests in Six Flags Over Georgia II, LP and Texas Flags, Ltd and (ii) the managing partners of these partnerships, including the managing partners' interests in affiliate loan receivables in the aggregate amount of \$215.0 million plus \$98.3 million of accrued interest and accrued management fees owed to the managing partners.

Description of Operations for SFG Holdings, Inc.

Debtors' Interest in SFG Holdings, Inc.

GP Holdings Inc. owns 100% of SFG Holdings, Inc. and Debtor Six Flags, Inc. directly owns 100% of GP Holdings Inc.

Nature of Business Conducted by SFG Holdings, Inc.

SFG Holdings, Inc. does not have any business operations.

Information Pertaining to SFG Holdings, Inc.

SFG Holdings, Inc. does not have any business operations.

Description of Operations for SFOG Acquisition A Holdings, Inc.

Debtors' Interest in SFOG Acquisition A Holdings, Inc.

Debtor Six Flags, Inc. directly beneficially owns 100% of SFOG Acquisition A Holdings, Inc.

Nature of Business Conducted by SFOG Acquisition A Holdings, Inc.

SFOG Acquisition A Holdings, Inc. owns 100% of SFOG Acquisition A, Inc. SFOG Acquisition A, Inc. owns units in Six Flags Fund, Ltd.

Information Pertaining to SFOG Acquisition A Holdings, Inc.

SFOG Acquisition A Holdings, Inc. is a holding company for SFOG Acquisition A, Inc.

Description of Operations for SFOG Acquisition A, Inc.

Debtors' Interest in SFOG Acquisition A, Inc.

Six Flags, Inc. directly owns 100% of SFOG Acquisition A Holdings, Inc. and SFOG Acquisition A Holdings, Inc. directly owns 100% of SFOG Acquisition A, Inc.

Nature of Business Conducted by SFOG Acquisition A, Inc.

SFOG Acquisition A, Inc. owns units in Six Flags Fund, Ltd.⁷

Information Pertaining to SFOG Acquisition A, Inc.

On an annual basis, SFOG Acquisition A, Inc., together with SFOG Acquisition B, LLC, must offer to purchase a maximum number of 5% of the limited partnership units in Six Flags Fund, Ltd., at a price based on the greater of (i) a total equity value of \$250.0 million or (ii) a value derived by multiplying the weighted-average four year EBITDA of the park by 8.0.

Description of Operations for SFOG Acquisition B Holdings, Inc.

Debtors' Interest in SFOG Acquisition B Holdings, Inc.

Debtor Six Flags, Inc. directly beneficially owns 100% of SFOG Acquisition B Holdings, Inc.

Nature of Business Conducted by SFOG Acquisition B Holdings, Inc.

SFOG Acquisition B Holdings, Inc. owns 100% of SFOG Acquisition B, LLC.

Information Pertaining to SFOG Acquisition B Holdings, Inc.

SFOG Acquisition B Holdings, Inc. is a holding company for SFOG Acquisition B, LLC.

⁷ SFOG Acquisition A, Inc. and SFOG Acquisition B, LLC in the aggregate have a maximum redeemable partnership unit purchase obligation of \$176,047,000.

Description of Operations for SFOG Acquisition B, LLC

Debtors' Interest in SFOG Acquisition B, LLC

Debtor Six Flags, Inc. directly owns 100% of SFOG Acquisition B Holdings, Inc. and SFOG Acquisition B Holdings, Inc. directly owns 100% of SFOG Acquisition B, LLC.

Nature of Business Conducted by SFOG Acquisition B, LLC

SFOG Acquisition B, LLC owns units in Six Flags Fund, Ltd.

Information Pertaining to SFOG Acquisition B, LLC

On an annual basis, SFOG Acquisition B, LLC, together with SFOG Acquisition A, Inc. must offer to purchase a maximum number of 5% of the limited partnership units in Six Flags Fund, Ltd., at a price based on the greater of (i) a total equity value of \$250.0 million or (ii) a value derived by multiplying the weighted-average four year EBITDA of the park by 8.0

Description of Operations for SFOG Acquisition Company LLC

Debtors' Interest in SFOG Acquisition Company LLC

Debtor Six Flags, Inc. directly owns 100% of GP Holdings Inc., GP Holdings Inc. owns 100% of SFOG II, Inc., SFOG II, Inc. owns a managing general partnership in Six Flags Over Georgia II, L.P., and Six Flags Over Georgia II, L.P. directly owns 100% of SFOG Acquisition Company LLC.

Nature of Business Conducted by SFOG Acquisition Company LLC

SFOG Acquisition Company LLC owns Six Flags White Water Atlanta and America Adventure Entertainment Park, located in Marietta, Georgia.

Information Pertaining to SFOG Acquisition Company LLC

SFOG Acquisition Company LLC owns Six Flags White Water Atlanta and America Adventure Entertainment Park.

Description of Operations for SFOG II Employee, Inc.

Debtors' Interest in SFOG II Employee, Inc.

Debtor Six Flags, Inc. directly owns 100% of GP Holdings Inc., GP Holdings Inc. owns 100% of SFOG II, Inc., and SFOG II, Inc. owns 100% of SFOG II Employee, Inc.

Nature of Business Conducted by SFOG II Employee, Inc.

SFOG II Employee, Inc. employs park employees at Six Flags Over Georgia.

Information Pertaining to SFOG II Employee, Inc.

SFOG II Employee, Inc. is used to employ park employees at Six Flags Over Georgia.

Description of Operations for SFOG II, Inc.

Debtors' Interest in SFOG II, Inc.

Debtor Six Flags, Inc. directly owns 100% of GP Holdings Inc. and GP Holdings Inc. owns 100% of SFOG II, Inc.

Nature of Business Conducted by SFOG II, Inc.

SFOG II, Inc. owns 100% of SFOG II Employee, Inc. SFOG II, Inc. is the managing general partner of Six Flags Over Georgia II, L.P.

Information Pertaining to SFOG II, Inc.

SFOG II, Inc. is the managing general partner of Six Flags Over Georgia II, L.P.

Description of Operations for Six Flags Over Georgia, Inc.

Debtors' Interest in Six Flags Over Georgia, Inc.

Debtor Six Flags Theme Parks, Inc. directly owns 100% of Six Flags Over Georgia, Inc.

Nature of Business Conducted by Six Flags Over Georgia, Inc.

Six Flags Over Georgia, Inc. owns a nominal interest in Six Flags Over Georgia, LLC.

Information Pertaining to Six Flags Over Georgia, Inc.

Six Flags Over Georgia, Inc. is inactive.

Description of Operations for Six Flags Over Georgia, LLC

Debtors' Interest in Six Flags Over Georgia, LLC

Debtor Six Flags Theme Parks, Inc. directly owns 100% of Six Flags Over Georgia, Inc. and Six Flags Over Georgia, Inc directly owns 100% of Six Flags Over Georgia, LLC.

Nature of Business Conducted by Six Flags Over Georgia, LLC

Six Flags Over Georgia, LLC is the limited partner of Six Flags Over Georgia II, L.P. and leases to Six Flags Over Georgia II, L.P. the land underlying the Six Flags Over Georgia park.

Information Pertaining to Six Flags Over Georgia, LLC

Six Flags Over Georgia, LLC leases to Six Flags Over Georgia II, L.P. the land underlying the Six Flags Over Georgia theme park.

Tab 6
Exhibit B
Description of Dormant Entities

Description of Operations for Station Development Associates, L.P.

Debtors' Interest in Station Development, L.P.

Debtor Six Flags Theme Parks, Inc. directly owns 100% of Station Development, Inc. and Station Development, Inc. directly owns 100% of Station Development Associates, L.P.

Nature of Business Conducted by Station Development Associates, L.P.

During the 1980s, Station Development L.P. held air development rights in connection with a proposed project in Westchester, New York that was never built.

Information Pertaining to Station Development Associates, L.P.

Station Development Associates, L.P. is a dormant entity, without any business operations.

Description of Operations for Station Development, Inc.

Debtors' Interest in Station Development, Inc.

Debtor Six Flags Theme Parks, Inc. directly owns 100% of Station Development, Inc.

Nature of Business Conducted by Station Development, Inc.

Station Development, Inc. is a partner in Station Development Associates, L.P. Station Development Associates L.P. held air development rights in connection with a proposed project in Westchester, New York that was never built.

Information Pertaining to Station Development, Inc.

Station Development, Inc. is a dormant entity, without any business operations.

Description of Operations for Frontier City Properties, Inc.

Debtors' Interest in Frontier City Properties, Inc.

Debtor Six Flags Theme Parks, Inc. directly owns 100% of Frontier City Properties, Inc.

Nature of Business Conducted by Frontier City Properties, Inc.

Frontier City Properties, Inc. owned a general partnership interest in Frontier City Partners Limited Partnership. Frontier City Partners Limited Partnership owned and operated an Oklahoma amusement park called Frontier City. On April 6, 2007, Frontier City Properties, Inc. sold its interests in Frontier City Partners Limited Partnership to Parc 7F-Operations Corporation.

Information Pertaining to Frontier City Properties, Inc.

Frontier City Properties, Inc. is a dormant entity, without any business operations.

Description of Operations for SF Splashtown GP Inc.

Debtors' Interest in SF Splashtown GP Inc.

Debtor Six Flags Theme Parks, Inc. directly owns 100% of SF Splashtown GP Inc.

Nature of Business Conducted by SF Splashtown GP Inc.

SF Splashtown GP Inc. owned a 1% general partnership interest in Six Flags Splashtown L.P. Six Flags Splashtown L.P. owned and operated a Texas water park called Splashtown. On April 6, 2007, SF Splashtown GP Inc. sold its interests in Six Flags Splashtown L.P. to Parc 7F-Operations Corporation.

Information Pertaining to SF Splashtown GP Inc.

SF Splashtown GP Inc. is a dormant entity, without any business operations.

Description of Operations for Six Flags Events Inc.

Debtors' Interest in Six Flags Events Inc.

Debtor Six Flags Theme Parks, Inc. directly owns 100% of Six Flags Events Inc.

Nature of Business Conducted by Six Flags Events Inc.

Six Flags Events Inc. owned a 1% general partnership interest in Six Flags Events L.P. Six Flags Events L.P. was created to manage and operate traveling carnivals and fairs. Six Flags Events L.P. was dissolved in February 8, 2008.

Information Pertaining to Six Flags Events Inc.

Six Flags Events Inc. is a dormant entity.

Tab 7
Exhibit B
Description of Special Purpose Entities

Description of Operations for Flags Beverages, Inc.

Debtors' Interest in Flags Beverages, Inc.

Debtor Six Flags Theme Parks, Inc. directly owns 49% of Flags Beverages, Inc.

Nature of Business Conducted by Flags Beverages, Inc.

Flags Beverages, Inc. is the sole member of Fiesta Texas Hospitality LLC, a limited liability company. Flags Beverages, Inc. was created to hold the liquor licenses for the Fiesta Texas and Six Flags Over Texas parks, located in San Antonio and Arlington, respectively. In addition, in the past, Flags Beverages, Inc. also held the liquor license for the Astroworld park, which closed on October 30, 2005.

Information Pertaining to Flags Beverages, Inc.

Flags Beverages, Inc. holds the liquor licenses for the Fiesta Texas and Six Flags Over Texas parks.

Description of Operations for Fiesta Texas Hospitality LLC

Debtors' Interest in Fiesta Texas Hospitality LLC

Debtor Six Flags Theme Parks, Inc. directly owns 49% of Flags Beverages, Inc. and Flags Beverages, Inc. directly owns 100% of Fiesta Texas Hospitality LLC.

Nature of Business Conducted by Fiesta Texas Hospitality LLC

Fiesta Texas Hospitality LLC is a limited liability company created to hold the liquor license for the Fiesta Texas park, located in San Antonio, Texas.

Information Pertaining to Fiesta Texas Hospitality LLC

Fiesta Texas Hospitality LLC holds the liquor license for the Fiesta Texas park.