

CEDAR FUND, L.P.

Financial Statements
Years Ended December 31, 2012 and 2011

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CEDAR FUND, L.P.

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Independent Auditors' Report

General and Limited Partners
Cedar Fund, L.P.
Richmond, Indiana

We have audited the accompanying financial statements of Cedar Fund, L.P., which comprise the statements of assets and liabilities and schedule of investments as of December 31, 2012 and 2011, and the related statements of operations and changes in net assets for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Cedar Fund, L.P. as of December 31, 2012 and 2011, and the results of its operations and changes in its net assets for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Ramsey, Rodefeld, Kassens & North, LLP

March 1, 2013

CEDAR FUND, L.P.
Statements of Assets and Liabilities

December 31	2012	2011
Assets		
Investments - at market value		
(cost - \$15,182,848 and \$16,051,626)	\$ 24,775,169	\$ 23,541,037
Cash and cash equivalents	607,613	191,806
Dividends and interest receivable	208,362	19,035
	25,591,144	23,751,878
Liabilities		
Accrued professional fees	4,600	4,500
Investment advisory fees payable	42,320	39,864
Accrued bank custodial fees	2,136	1,840
Accrued taxes payable	46	
	49,102	46,204
Net Assets	\$ 25,542,042	\$ 23,705,674
Net assets applicable to general partner	\$ 128,181	\$ 95,334
Net assets applicable to limited partners	25,413,861	23,610,340
	\$ 25,542,042	\$ 23,705,674
Limited partners-units outstanding	9,283.0432	9,835.9587
Limited partners-net asset value per unit	\$ 2,737.6648	\$ 2,400.4106

See notes to financial statements.

CEDAR FUND, L.P.
Schedule of Investments

December 31, 2012	Number of Shares/Units	Cost	Value	Percent of Total Value
Common Stock				
Berkshire Hathaway, Inc. - Class A	56	\$ 1,060,602	\$ 7,507,360	30.3
Mutual Funds				
First Eagle Global Fund - Class I	58,408.113	2,619,906	2,847,979	11.5
FPA Capital Fund, Inc.	42,137.541	1,381,415	1,752,501	7.1
FPA Crescent Fund - Class I	61,196.951	1,459,513	1,721,470	6.9
IVA Worldwide Fund - Class I	78,623.437	995,046	1,250,113	5.0
Longleaf Partners Small-Cap Fund	45,366.524	1,141,674	1,310,185	5.3
Sequoia Fund, Inc.	6,356.875	1,001,056	1,069,925	4.3
Tilson Dividend Fund	64,159.275	779,461	888,606	3.6
Tweedy Browne Global Value Fund	47,785.357	876,790	1,110,532	4.5
		<u>10,254,861</u>	<u>11,951,311</u>	<u>48.2</u>
Limited Partnership				
Harfam Partners	642.1298	3,867,385	5,316,498	21.5
		<u>\$ 15,182,848</u>	<u>\$ 24,775,169</u>	<u>100.0</u>

See notes to financial statements.

CEDAR FUND, L.P.
Schedule of Investments (continued)

December 31, 2011	Number of Shares/Units	Cost	Value	Percent of Total Value
Common Stock				
Berkshire Hathaway, Inc. - Class A	58	\$ 959,400	\$ 6,655,790	28.3
Mutual Funds				
Fairholme Fund	42,638.494	1,190,507	987,081	4.2
First Eagle Global Fund - Class I	55,806.220	2,486,879	2,526,347	10.7
FPA Capital Fund, Inc.	42,137.541	1,367,951	1,751,658	7.4
FPA Crescent Fund - Class I	60,668.444	1,435,720	1,624,701	6.9
IVA Worldwide Fund - Class I	76,143.140	947,003	1,169,559	5.0
Longleaf Partners Small-Cap Fund	42,231.778	1,048,768	1,065,508	4.5
Tilson Dividend Fund	57,874.502	691,488	734,427	3.1
Tweedy Browne Global Value Fund	42,932.445	754,583	938,074	4.0
		<u>9,922,899</u>	<u>10,797,355</u>	<u>45.8</u>
Limited Partnership				
Harfam Partners	856.1560	5,169,327	6,087,892	25.9
		<u>\$ 16,051,626</u>	<u>\$ 23,541,037</u>	<u>100.0</u>

See notes to financial statements.

CEDAR FUND, L.P.
Statements of Operations

Year Ended December 31	2012	2011
Investment Income		
Income		
Ordinary and mutual fund capital gain dividends	\$ 643,416	\$ 357,624
Interest income	82	11
Partnership net investment income	275,671	609
Total income	<u>919,169</u>	<u>358,244</u>
Expenses		
Investment advisory fees	251,727	250,333
Custodial and other investment fees	24,441	23,008
Accounting and auditing fees	4,700	3,800
Total expenses	<u>280,868</u>	<u>277,141</u>
Net investment income	<u>638,301</u>	<u>81,103</u>
Realized Gain and Unrealized Appreciation (Depreciation) on Investments		
Realized gain on security transactions		
Sales proceeds	1,495,069	253,218
Less cost	1,191,442	30,364
Realized gain	<u>303,627</u>	<u>222,854</u>
Unrealized appreciation (depreciation) on investments during the year	<u>2,102,910</u>	<u>(1,935,930)</u>
Net realized gain and unrealized appreciation (depreciation) on investments	<u>2,406,537</u>	<u>(1,713,076)</u>
Increase (Decrease) in Net Assets From Operations	<u><u>\$ 3,044,838</u></u>	<u><u>\$ (1,631,973)</u></u>

See notes to financial statements.

CEDAR FUND, L.P.
Statement of Changes in Net Assets

<u>Year Ended December 31</u>	<u>2012</u>	<u>2011</u>
Increase (Decrease) in Net Assets		
From Operations:		
Net investment income	\$ 638,301	\$ 81,103
Realized gain from security transactions	303,627	222,854
Unrealized appreciation (depreciation) on investments	<u>2,102,910</u>	<u>(1,935,930)</u>
Net increase (decrease) from operations	<u>3,044,838</u>	<u>(1,631,973)</u>
From partner transactions:		
Capital contributions by limited partners (units - 46.6588 and 151.9742)	277,169	474,812
Capital withdrawals by limited partners (units - 599.5743 and 346.0681)	(1,485,626)	(722,173)
Capital withdrawals by general partner	<u>(13)</u>	<u>(13)</u>
Net decrease from partner transactions	<u>(1,208,470)</u>	<u>(247,374)</u>
Increase (Decrease) in Net Assets	1,836,368	(1,879,347)
Net Assets, Beginning of Year	<u>23,705,674</u>	<u>25,585,021</u>
Net Assets, End of Year	<u>\$ 25,542,042</u>	<u>\$ 23,705,674</u>

See notes to financial statements.

CEDAR FUND, L.P.

Notes to Financial Statements

Note 1 - Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Cedar Fund, L.P. is an Indiana limited partnership formed on July 1, 1988. The purpose of the Partnership is to seek long-term capital growth by investing its assets primarily in common stocks and other equity-type securities. The general partner of Cedar Fund, L.P. is Harris Harper Counsel, Inc. During 2012, there were 59 limited partners in the Partnership. The liability of each limited partner is limited to the value of his/her units of ownership.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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. Actual results could differ from those estimates.

Investments

Investments are carried at fair value. Fair value is the amount that would be received from selling an asset in an orderly transaction between market participants at the measurement date. For securities with observable market quotations, the Partnership values these investments based upon current market quotations or pricing sources. In the absence of observable market quotations, investments are valued by procedures adopted by the General Partner. The General Partner utilizes data from a variety of sources, taking into account the characteristics of the security, any changes in the credit quality of the securities in the portfolio, the overall movement of interest rates, current market conditions and other factors, which in the General Partner's good faith and judgment are relevant to the value of the security. Because of the inherent uncertainty of valuation, the fair values estimated by the General Partner may not necessarily represent amounts that could be realized from sales or dispositions of investments, and the differences may be material.

Securities traded on a national securities exchange are valued at the last sale price on the last business day of the year. Mutual funds are valued at their net asset value on the last business day of the year. A limited partnership investment is valued at its net asset value on the last day of the year. Investment transactions are accounted for on the trade date. The net realized gain or loss on security transactions is determined, for accounting and tax purposes, on the specific-identification basis.

Investment Income

The Partnership follows industry practice and records security transactions on the trade date. Dividend and interest income are recorded on the accrual basis.

Investment Expenses

Investment expenses are recorded on the accrual basis.

Income Tax Status

The Partnership is not subject to federal or state income tax. The partners must include their proportionate share of the Partnership's taxable income in their personal income tax returns, whether or not it is distributed to them.

The Partnership's Forms 1065, *U.S. Return of Partnership Income*, for the years ended 2009, 2010, 2011, and 2012 are subject to examination by the IRS, generally for three years after their original due date.

CEDAR FUND, L.P.
Notes to Financial Statements

Note 1 (continued)

Cash and Cash Equivalents

Cash and cash equivalents consist of cash deposits in money market accounts. At December 31, 2012 and 2011, the Partnership's cash accounts were not covered by federal insurance.

Date of Management's Review

Management has evaluated subsequent events through March 1, 2013, the date on which the financial statements were available to be issued.

Note 2 - Investment Advisory Agreement

Pursuant to an investment advisory agreement, the Partnership has retained its general partner, Harris Harper Counsel, Inc., as its primary investment advisor. Harris Harper Counsel, Inc. provides investment advice, administrative services and facilities in return for an annual management fee of 1% of the Partnership's average monthly net asset values. The investment advisory fees paid to Harris Harper Counsel, Inc. were \$251,757 and \$250,333 for the years ended December 31, 2012 and 2011.

Note 3 - Investments

Investments consist of the following:

December 31	2012		2011	
	Cost	Fair Value	Cost	Fair Value
Common stock	\$ 1,060,602	\$ 7,507,360	\$ 959,400	\$ 6,655,790
Mutual Funds	10,254,861	11,951,311	9,922,899	10,797,355
Limited partnership	3,867,385	5,316,498	5,169,327	6,087,892
	\$ 15,182,848	\$ 24,775,169	\$ 16,051,626	\$ 23,541,037

The Partnership follows guidance which requires enhanced disclosures about investments that are measured and reported at fair value. This guidance establishes a fair value hierarchy that prioritizes the inputs to the valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level I Measurements) and the lowest priority to unobservable pricing inputs (Level III Measurements). The three levels of the fair value hierarchy are described below:

- Level I- Valuations are based on unadjusted, quoted prices in active markets for identical, unrestricted assets or liabilities;
- Level II- Valuations are based on quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active;
- Level III- Prices or valuations that are unobservable and where there is little, if any, market activity for the investments. The inputs into the determination of fair value for these investments require significant judgment or estimation.

CEDAR FUND, L.P.
Notes to Financial Statements

Note 3 (continued)

Fair value measurements are as follows:

	December 31, 2012			
	Level I	Level II	Level III	Total
Common stock	\$ 7,507,360			\$ 7,507,360
Mutual Funds	11,951,311			11,951,311
Limited partnership		\$ 5,316,498		5,316,498
	\$ 19,458,671	\$ 5,316,498	\$ -	\$ 24,775,169

	December 31, 2011			
	Level I	Level II	Level III	Total
Common stock	\$ 6,655,790			\$ 6,655,790
Mutual Funds	10,797,355			10,797,355
Limited partnership		\$ 6,087,892		6,087,892
	\$ 17,453,145	\$ 6,087,892	\$ -	\$ 23,541,037

Note 4 - Investment in Harfam Partners

The Partnership has an investment in Harfam Partners, an Indiana limited partnership. Harfam Partners owns a diversified portfolio of securities, including common stocks and mutual and hedge funds that hold primarily common stocks. The Partnership's investment was valued at \$5,316,498 and \$6,087,892 on December 31, 2012 and 2011. Its investment represented a 51% and 57% ownership interest in Harfam Partners at December 31, 2012 and 2011, respectively. The stockholders of Harris Harper Counsel, Inc., the general partner and investment advisor of Cedar Fund, L.P., are general partners in Harfam Partners. The Partnership's investment in Harfam Partners represented approximately 22% and 26% of total investment assets at December 31, 2012 and 2011, respectively.

Note 5 - Major Investment

The Partnership had 30% and 28% of its total investment assets in one common stock as of December 31, 2012 and 2011, respectively.