

Southwest Value Partners Fund XIV, LP
Form SC 13D/A
November 26, 2008

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

MERITAGE HOMES CORPORATION

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

59001A102

(CUSIP Number)

J. Kevin Mann, Esq.

Seltzer Caplan McMahon Vitek

750 B Street, Suite 2100

San Diego, California 92101

(619) 685-3003

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

November 21, 2008

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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

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

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

CUSIP No. 59001A102

1. Names of Reporting Persons
McCarthy Group, LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|---------------------------------------|
| 7. | Sole Voting Power
1,185,920 |
| 8. | Shared Voting Power
1,000,000 |
| 9. | Sole Dispositive Power
1,185,920 |
| 10. | Shared Dispositive Power
1,000,000 |
- Number of Shares Beneficially Owned by Each Reporting Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
OO

* Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vi) above.

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

CUSIP No. 59001A102

1. Names of Reporting Persons
MGI Holdings, Inc.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Nebraska
- | | | | |
|---|-----|--------------------------|-----------|
| | 7. | Sole Voting Power | |
| | | | 1,185,920 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | |
| | | | 1,000,000 |
| | 9. | Sole Dispositive Power | |
| | | | 1,185,920 |
| | 10. | Shared Dispositive Power | |
| | | | 1,000,000 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
CO

* Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vi) above.

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

CUSIP No. 59001A102

1. Names of Reporting Persons
McCarthy Capital Corporation
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Nebraska
- | | | | |
|---|-----|--|--|
| | 7. | Sole Voting Power
1,185,920 | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
1,000,000 | |
| | 9. | Sole Dispositive Power
1,185,920 | |
| | 10. | Shared Dispositive Power
1,000,000 | |
| | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470* | |
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
IA, CO

* Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vi) above.

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

CUSIP No. 59001A102

1. Names of Reporting Persons
Fulcrum Growth Partners II, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--------------------------|-----|
| | 7. | Sole Voting Power | -0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | -0- |
| | 9. | Sole Dispositive Power | -0- |
| | 10. | Shared Dispositive Power | -0- |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
PN

* Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vi) above.

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

CUSIP No. 59001A102

1. Names of Reporting Persons
Fulcrum GP, L.L.C.
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
-0-
8. Shared Voting Power
-0-
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
8.8%
14. Type of Reporting Person (See Instructions)
OO

* Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vi) above.

CUSIP No. 59001A102

1. Names of Reporting Persons
Fulcrum Growth Partners III, L.L.C.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--------------------------|-----|
| | 7. | Sole Voting Power | -0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | -0- |
| | 9. | Sole Dispositive Power | -0- |
| | 10. | Shared Dispositive Power | -0- |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
OO

* Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vi) above.

CUSIP No. 59001A102

1. Names of Reporting Persons
Fulcrum Homes, LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
WC, BK
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Nebraska
- | | | | |
|---|-----|-------------------------------------|--|
| | 7. | Sole Voting Power
1,185,920 | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
-0- | |
| | 9. | Sole Dispositive Power
1,185,920 | |
| | 10. | Shared Dispositive Power
-0- | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
OO

* Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. Fulcrum Homes, LLC expressly disclaims any beneficial ownership of the shares listed in (i) (vi) and (viii) above.

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

CUSIP No. 59001A102

1. Names of Reporting Persons
Fulcrum Real Estate, LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--------------------------|-----------|
| | 7. | Sole Voting Power | -0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 1,000,000 |
| | 9. | Sole Dispositive Power | -0- |
| | 10. | Shared Dispositive Power | 1,000,000 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
OO

* Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vi) above.

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

CUSIP No. 59001A102

1. Names of Reporting Persons
Michael R. McCarthy
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
United States
- | | | | |
|---|-----|--------------------------|-----------|
| | 7. | Sole Voting Power | |
| | | | 1,185,920 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 1,000,000 |
| | 9. | Sole Dispositive Power | 1,185,920 |
| | 10. | Shared Dispositive Power | 1,000,000 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
IN

* Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vi) above.

CUSIP No. 59001A102

1. Names of Reporting Persons
Dana C. Bradford
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
United States
7. Sole Voting Power
-0-
8. Shared Voting Power
1,000,000
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
1,000,000
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
8.8%
14. Type of Reporting Person (See Instructions)
IN

* Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vi) above.

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

CUSIP No. 59001A102

1. Names of Reporting Persons
Southwest Value Partners Fund XIV, LP
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)
WC, AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
 7. Sole Voting Power
1,000,000
 8. Shared Voting Power
-0-
 9. Sole Dispositive Power
1,000,000
 10. Shared Dispositive Power
-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
8.8%
14. Type of Reporting Person (See Instructions)
PN

** Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vii) above.

CUSIP No. 59001A102

1. Names of Reporting Persons
SWVP Fund XIV GP, LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--------------------------|-----------|
| | 7. | Sole Voting Power | 1,000,000 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | -0- |
| | 9. | Sole Dispositive Power | 1,000,000 |
| | 10. | Shared Dispositive Power | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470**
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
OO

** Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vii) above.

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

CUSIP No. 59001A102

1. Names of Reporting Persons
Southwest Value Partners, LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--|-------------|
| | 7. | Sole Voting Power | 1,000,000 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | -0- |
| | 9. | Sole Dispositive Power | 1,000,000 |
| | 10. | Shared Dispositive Power | -0- |
| | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | 2,692,470** |
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
OO

** Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vii) above.

CUSIP No. 59001A102

1. Names of Reporting Persons
SWVP XIV, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
-0-
8. Shared Voting Power
1,000,000
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
1,000,000
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
8.8%
14. Type of Reporting Person (See Instructions)
OO

** Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vii) above.

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

CUSIP No. 59001A102

1. Names of Reporting Persons
SWVP XIV Management Co., Inc.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
California
- | | | | |
|---|-----|--------------------------|--|
| | 7. | Sole Voting Power | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | | -0- | |
| | 8. | Shared Voting Power | |
| | | 1,000,000 | |
| | 9. | Sole Dispositive Power | |
| | | -0- | |
| | 10. | Shared Dispositive Power | |
| | | 1,000,000 | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470**
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
CO

** Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vii) above.

CUSIP No. 59001A102

1. Names of Reporting Persons
Robert G. Sarver
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF, OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
United States
- | | | | |
|---|-----|--|--|
| | 7. | Sole Voting Power
496,300 | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
1,000,000 | |
| | 9. | Sole Dispositive Power
496,300 | |
| | 10. | Shared Dispositive Power
1,000,000 | |
| | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470*** | |
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
IN

*** Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. Does not include 8,000 shares of unvested restricted stock, which Mr. Sarver has no power to vote or dispose. Mr. Sarver expressly disclaims any beneficial ownership of the shares listed in (ii) (v) and (vii) above.

CUSIP No. 59001A102

1. Names of Reporting Persons
Mark A. Schlossberg
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
United States
- | | | | |
|---|-----|--------------------------|-----------|
| | 7. | Sole Voting Power | -0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 1,000,000 |
| | 9. | Sole Dispositive Power | -0- |
| | 10. | Shared Dispositive Power | 1,000,000 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,692,470**
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.8%
 14. Type of Reporting Person (See Instructions)
IN

** Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vii) above.

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

This Amendment No. 2 amends and supplements the statement on Schedule 13D (the "Statement") originally filed with the Securities and Exchange Commission on August 16, 2007 and amended on August 17, 2007 by McCarthy Group, LLC; MGI Holdings, Inc.; McCarthy Capital Corporation; Fulcrum Growth Partners II, L.P.; Fulcrum GP, L.L.C., Fulcrum Growth Partners III, L.L.C.; Fulcrum Homes, LLC; Fulcrum Real Estate, LLC; Michael R. McCarthy; Dana C. Bradford; Southwest Value Partners XIV, LP; SWVP Fund, XIV GP, LLC; Southwest Value Partners, LLC; SWVP XIV, LLC; SWVP XIV Management Co., Inc.; Robert G. Sarver and Mark A. Schlossberg (each a "Reporting Person" and collectively, the "Reporting Persons") with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of Meritage Homes Corporation, a Maryland corporation (the "Issuer"). Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Statement. From and after the date hereof, all references in the Statement to the Statement or terms of similar import shall be deemed to refer to the Statement as amended and supplemented hereby. Information regarding the ownership of Common Stock set forth herein is as of the close of business on November 21, 2008.

Item 1. Security and Issuer

Response unchanged.

Item 2. Identity and Background

Item 2 is hereby supplemented as follows:

As of the date of this filing, the Reporting Persons are the beneficial owners of, in the aggregate, 2,692,470 shares of Common Stock, representing approximately 8.8% of the shares of Common Stock presently outstanding.

Item 3. Source and Amount of Funds or Other Consideration

Response unchanged.

Item 4. Purpose of Transaction

Response unchanged.

Item 5. Interest in Securities of the Issuer

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

Item 5 is hereby amended and restated in its entirety as follows:

(a) (b) As a result of certain matters described in Items 2 and 4 above, the Reporting Persons may be deemed to constitute a group within the meaning of Rule 13d-5(b) under the Act. However, neither the present filing nor anything contained herein shall be construed as an admission that all or any of the Reporting Persons constitute a group within the meaning of Rule 13d-5(b) under the Act. As a member of a group, each Reporting Person may be deemed to beneficially own all of the Common Stock beneficially owned by the members of the group as a whole. The Reporting Persons beneficially own in the aggregate approximately 2,692,470 shares of Common Stock, which represent approximately 8.8% of the class (based on 30,693,856 outstanding shares of Common Stock as of November 4, 2008, as reported in Issuer's Form 10-Q filed November 5, 2008). Each of the Reporting Persons expressly disclaims beneficial ownership of securities held by any person or entity other than, to the extent of any pecuniary interest therein, the various accounts under such Reporting Person's management and control.

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

Such shares of Common Stock are beneficially owned by the Reporting Persons as follows:

Reporting Person(s)	Aggregate Number Beneficially Owned	Percentage of Class (1)	Sole Power to Vote or Direct the Vote	Shared Power to Vote or Direct the Vote	Sole Power to Dispose or Direct the Disposition	Shared Power to Dispose or Direct the Disposition
McCarthy Group, LLC	2,692,470(2)	8.8%	1,185,920	1,000,000	1,185,920	1,000,000
MGI Holdings, Inc.	2,692,470(2)	8.8%	1,185,920	1,000,000	1,185,920	1,000,000
McCarthy Capital Corporation	2,692,470(2)	8.8%	1,185,920	1,000,000	1,185,920	1,000,000
Fulcrum Growth Partners II, L.P.	2,692,470(2)	8.8%	0	0	0	0
Fulcrum GP, L.L.C.	2,692,470(2)	8.8%	0	0	0	0
Fulcrum Growth Partners III, L.L.C.	2,692,470(2)	8.8%	0	0	0	0
Fulcrum Homes, LLC	2,692,470(3)	8.8%	1,185,920	0	1,185,920	0
Fulcrum Real Estate, LLC	2,692,470(2)	8.8%	0	1,000,000	0	1,000,000
Michael R. McCarthy	2,692,470(2)	8.8%	1,185,920	1,000,000	1,185,920	1,000,000
Dana C. Bradford	2,692,470(2)	8.8%	0	1,000,000	0	1,000,000
Southwest Value Partners Fund XIV, LP	2,692,470(4)	8.8%	1,000,000	0	1,000,000	0
SWVP Fund XIV GP, LLC	2,692,470(4)	8.8%	1,000,000	0	1,000,000	0
Southwest Value Partners, LLC	2,692,470(4)	8.8%	1,000,000	0	1,000,000	0
SWVP XIV, LLC	2,692,470(4)	8.8%	0	1,000,000	0	1,000,000
SWVP XIV Management Co., Inc.	2,692,470(4)	8.8%	0	1,000,000	0	1,000,000
Robert G. Sarver	2,692,470(5)	8.8%	498,550	1,000,000	498,550	1,000,000
Mark A. Schlossberg	2,692,470(4)	8.8%	0	1,000,000	0	1,000,000

(1) Based on 30,693,856 shares of Common Stock outstanding as of November 4, 2008 (as reported in the Issuer's Form 10-Q filed on November 5, 2008).

(2) Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) - (vi) above.

(3) Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held

as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. Fulcrum Homes, LLC expressly disclaims any beneficial ownership of the shares listed in (i) (vi) and (viii) above.

(4) Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. This Reporting Person expressly disclaims any beneficial ownership of the shares listed in (i) (vii) above.

(5) Includes (i) 474,000 shares of Common Stock held by The Robert Sarver Trust, of which Robert Sarver is the sole trustee; (ii) 4,400 shares of Common Stock held by the Eva Lauren Hilton Trust FBO Eva Lauren Hilton, of which Robert Sarver is the sole trustee; (iii) 4,400 shares of Common Stock held by the Shari Rachel Hilton Trust FBO Shari Rachel Hilton, of which Robert Sarver is the sole trustee; (iv) 6,000 shares of Common Stock held as separate property by Penny Sarver, the spouse of Robert Sarver; (v) 2,000 shares of Common Stock held by Penny Sarver (spouse of Robert Sarver) as custodian FBO Max Sarver (their minor son); (vi) options currently exercisable (or exercisable within 60 days) to acquire 15,750 shares of Common Stock held by Robert Sarver; (vii) 1,185,920 shares of Common Stock held by Fulcrum Homes, LLC; and (viii) 1,000,000 shares of Common Stock held by Southwest Value Partners Fund XIV, LP. Does not include 8,000 shares of unvested restricted stock, which Mr. Sarver has no power to vote or dispose. Mr. Sarver expressly disclaims any beneficial ownership of the shares listed in (ii) (v) and (vii) above.

(c) The purchases of Common Stock executed by each of the Reporting Persons within the last 60 days are summarized below to report (i) the total amount of shares that were the subject of transactions effected on each day, and (ii) the lowest and highest price per shares at which the transactions were effected:

Fulcrum Homes, LLC:

Date	Quantity	Low	High
11/21/2008	185,920	5.22	6.00

Southwest Value Partners Fund XIV, LP:

Date	Quantity	Low	High
11/21/2008	125,000	5.307035	6.55

All such transactions were effected in the secondary market through broker-dealers or an electronic trading network; there were no sales of Common Stock by any of the Reporting Persons within the last 60 days.

(d) Certain Reporting Persons are parties to a number of different operating agreements and partnership agreements pursuant to which non-Reporting Persons have rights to receive dividends from, or the proceeds of the sale of, Common Stock. However, none of such non-Reporting Persons have the power to cause the sale of Common Stock nor to direct the receipt of dividends from, or proceeds from the sale of, Common Stock.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended and restated in its entirety as follows:

The Reporting Persons have not entered into any formal written agreements with each other with respect to the acquisition or disposition of the shares or other matters reported herein. Although certain Reporting Persons are parties to a number of different operating agreements and partnership agreements, each of such agreements were entered into in advance of the Reporting Persons' discussions with respect to the securities of the Issuer, and except as described above in Item 4 and incorporated herein by this reference, the Reporting Persons have no other contracts, agreements, understandings or relationships with respect to the securities of the Issuer.

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

Mr. Robert Sarver is a director of the Issuer, and has received restricted stock and options to purchase Common Stock as compensation for his services. As of November 21, 2008, Mr. Sarver holds (a) 12,000 shares of restricted stock granted in 2007 under the Issuer's 2006 Stock Incentive Plan (see Exhibit 7.05) and (b) options to acquire an aggregate of 21,500 shares of Common Stock granted under the Issuer's 1997 Stock Option Plan (see Exhibit 7.06). Of the 12,000 shares of restricted stock, 8,000 shares are currently unvested, and will vest in equal increments on the second and third anniversaries of the date of grant; prior to vesting, Mr. Sarver does not have the power to vote or to direct the disposition of these 8,000 shares of

restricted stock. Options to acquire 15,750 shares of Common Stock are currently, or will be within 60 days, vested and exercisable by Mr. Sarver. The material terms of Mr. Sarver's options outstanding as of November 21, 2008 are set forth in the table below:

Number of underlying Shares	Exercise Price	Grant Date	Vesting Date	Expiration Date
5,000	\$ 31.31	5/13/2004	5/13/2005	5/12/2011
5,000	\$ 31.31	5/13/2004	5/13/2006	5/12/2011
2,000	\$ 42.82	1/29/2007	1/29/2008	1/28/2014
2,000	\$ 42.82	1/29/2007	1/29/2009	1/28/2014
3,750	\$ 15.98	12/11/2007	12/11/08	12/10/2014
3,750	\$ 15.98	12/11/2007	12/11/09	12/10/2014

Item 7. Material to Be Filed as Exhibits

Response unchanged.

(signature pages follow)

SIGNATURE

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

Date: November 24, 2008

McCarthy Group, LLC,
a Delaware limited liability company

By: */s/ Michael R. McCarthy*
Michael R. McCarthy, Chairman

SIGNATURE

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

Date: November 24, 2008

MGI Holdings, Inc.,
a Nebraska corporation

By: */s/ Michael R. McCarthy*
Michael R. McCarthy, Chairman

SIGNATURE

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

Date: November 24, 2008

McCarthy Capital Corporation,
a Nebraska corporation

By: */s/ Michael R. McCarthy*
Michael R. McCarthy, Chairman

SIGNATURE

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

Date: November 24, 2008

Fulcrum Growth Partners II, L.P.,
a Delaware limited partnership

By: Fulcrum GP, L.L.C.,
a Delaware limited liability company
Its: General Partner

By: McCarthy Capital Corporation,
a Nebraska corporation
Its: Manager

By: */s/ Michael R. McCarthy*
Michael R. McCarthy, Chairman

SIGNATURE

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

Date: November 24, 2008

Fulcrum GP, L.L.C.,
a Delaware limited liability company

By: McCarthy Capital Corporation,
a Nebraska corporation
Its: Manager

By: */s/ Michael R. McCarthy*
Michael R. McCarthy, Chairman

SIGNATURE

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

Date: November 24, 2008

Fulcrum Growth Partners III, L.L.C.,
a Delaware limited liability company

By: McCarthy Group, LLC,
a Delaware limited liability company
Its: Managing Member

By: */s/ Michael R. McCarthy*
Michael R. McCarthy, Chairman

SIGNATURE

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

Date: November 24, 2008

Fulcrum Homes, LLC,
a Nebraska limited liability company

By: McCarthy Capital Corporation
a Nebraska corporation

Its: Manager

By: */s/ Michael R. McCarthy*
Michael R. McCarthy, Chairman

SIGNATURE

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

Date: November 24, 2008

Fulcrum Real Estate, LLC,
a Delaware limited liability company

By: McCarthy Capital Corporation
a Nebraska corporation
Its: Manager

By: */s/ Michael R. McCarthy*
Michael R. McCarthy, Chairman

SIGNATURE

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

Date: November 24, 2008

/s/ Michael R. McCarthy
Michael R. McCarthy

SIGNATURE

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

Date: November 24, 2008

/s/ Dana C. Bradford
Dana C. Bradford

SIGNATURE

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

Date: November 26, 2008

Southwest Value Partners Fund XIV, LP,
a Delaware limited partnership

By: SWVP FUND XIV GP, LLC,
a Delaware limited liability company
Its: General Partner

By: Southwest Value Partners, LLC,
a Delaware limited liability company

Its: Member

By: SWVP XIV, LLC,
a Delaware limited liability company
Its Manager

By: */s/ Mark A. Schlossberg*
Mark A. Schlossberg, President

SIGNATURE

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

Date: November 26, 2008

SWVP FUND XIV GP, LLC,
a Delaware limited liability company

By: Southwest Value Partners, LLC,
a Delaware limited liability company

Its: Member

By: SWVP XIV, LLC,
a Delaware limited liability company
Its: Manager

By: */s/ Mark A. Schlossberg*
Mark A. Schlossberg, President

SIGNATURE

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

Date: November 26, 2008

Southwest Value Partners, LLC,
a Delaware limited liability company

By: SWVP XIV, LLC,
a Delaware limited liability company
Its: Manager

By: */s/ Mark A. Schlossberg*
Mark A. Schlossberg, President

SIGNATURE

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

Date: November 26, 2008

SWVP XIV, LLC,
a Delaware limited liability company

By: */s/ Mark A. Schlossberg*
Mark A. Schlossberg, President

SIGNATURE

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

Date: November 26, 2008

SWVP XIV Management Co., Inc.,
a California corporation

By: */s/ Mark A. Schlossberg*
Mark A. Schlossberg, President

SIGNATURE

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

Date: November 26, 2008

/s/ Robert Gary Sarver
Robert Gary Sarver

SIGNATURE

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

Date: November 26, 2008

/s/ Mark A. Schlossberg
Mark A. Schlossberg

40

VALIGN="top" ALIGN="center">/s/ James E. KrahulecDirectorMay 9, 2003 James E. Krahulec

II-17

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Camp Hill, State of Pennsylvania, on May 9, 2003.

RITE AID OF VERMONT, INC.

By: */s/ Robert B. Sari*
Name: Robert B. Sari
Title: Vice President and Secretary

Each person whose signature appears below hereby constitutes and appoints Robert B. Sari and Kevin J. Twomey, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all (1) amendments (including post-effective amendments) and additions to this Registration Statement and (2) Registration Statements, and any and all amendments thereto (including post-effective amendments), relating to the offering contemplated pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u><i>/s/ Kevin J. Twomey</i></u> Kevin J. Twomey	President (Principal Executive Officer)	May 9, 2003

<u>/s/ Christopher Hall</u> Christopher Hall	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 9, 2003
<u>/s/ August Dobish</u> August Dobish	Director	May 9, 2003
<u>/s/ Emily Calkins</u> Emily Calkins	Director	May 9, 2003
<u>/s/ Adam Rector</u> Adam Rector	Director	May 9, 2003
<u>/s/ Maureen Orzell</u> Maureen Orzell	Director	May 9, 2003
<u>/s/ Stephen Savage</u> Stephen Savage	Director	May 9, 2003
<u>/s/ Steven Lawson</u> Steven Lawson	Director	May 9, 2003

II-18

EXHIBIT INDEX

Exhibit Number	Description	Incorporation by Reference to
3.1	Restated Certificate of Incorporation dated December 12, 1996	Exhibit 3(i) to Form 8-K filed on November 2, 1999
3.2	Certificate of Amendment to the Restated Certificate of Incorporation dated October 25, 1999	Exhibit 3(ii) to Form 8-K filed on November 2, 1999
3.3	Certificate of Amendment to Restated Certificate of Incorporation dated June 27, 2001	Exhibit 3.4 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001
3.4	8% Series D Cumulative Pay-in-kind Preferred Stock Certificate of Designation dated October 3, 2001	Exhibit 3.5 to Form 10-Q filed on October 12, 2001
3.5	By-laws, as amended on November 8, 2000	Exhibit 3.1 to Form 8-K filed on November 13, 2000
3.6	Amendment to By-laws, adopted January 30, 2002	Exhibit T3B.2 to Form T-3 filed on March 4, 2002
4.1	Indenture dated August 1, 1993 by and between Rite Aid Corporation, as issuer, and Morgan Guaranty Trust Company of New York, as trustee, related to the Company's 6.70% Notes due 2001, 7.125% Notes due 2007, 7.70% Notes due 2027, 7.625% Notes due 2005 and 6.875% Notes due 2013	Exhibit 4A to Registration Statement on Form S-3, File No. 333-63794, filed on June 3, 1993
4.2	Supplemental Indenture dated as of February 3, 2000, between Rite Aid Corporation, as issuer, and U.S. Bank Trust	Exhibit 4.1 to Form 8-K filed on February 7, 2000

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

National Association, to the Indenture dated as of August 1, 1993 and Morgan Guaranty Trust Company of New York, relating to the Company's 6.70% Notes due 2001, 7.125% Notes due 2007, 7.70% Notes due 2027, 7.625% Notes due 2005 and 6.875% Notes due 2013

- | | | |
|-----|---|--|
| 4.3 | Indenture dated as of September 22, 1998 by and between Rite Aid Corporation, as issuer, and Harris Trust and Savings Bank, as trustee, related to the Company's 6% Dealer Remarketable Securities | Exhibit 4.1 to Registration Statement on Form S-4, File No. 333-66901, filed on November 6, 1998 |
| 4.4 | Supplemental Indenture, dated as of February 3, 2000, between Rite Aid Corporation and Harris Trust and Savings bank, to the Indenture dated September 22, 1998, between Rite Aid Corporation and Harris Trust and Savings Bank, related to the Company's 6% Dealer Remarketable Securities | Exhibit 4.3 to Form 8-K filed on February 7, 2000 |
| 4.5 | Indenture dated as of December 21, 1998, between Rite Aid Corporation, as issuer, and Harris Trust and Savings Bank, as trustee, related to the Company's 5.50% Notes due 2000, 6% Notes due 2005, 6.125% Notes due 2008 and 6.875% Notes due 2028 | Exhibit 4.1 to Registration Statement on Form S-4, File No. 333-74751, filed on March 19, 1999 |

Exhibit

Numbers Description

- | Numbers | Description | Incorporation by Reference to |
|---------|---|---|
| 4.6 | Supplemental Indenture, dated as of February 3, 2000, between Rite Aid Corporation and Harris Trust and Savings Bank, to the Indenture dated December 21, 1998, between Rite Aid Corporation and Harris Trust and Savings Bank, related to the Company's 5.50% Notes due 2013, 6% Notes due 2005, 6.125% Notes due 2008 and 6.875% Notes due 2028 | Exhibit 4.4 to Form 8-K filed on February 7, 2000 |
| 4.7 | Indenture, dated as of June 27, 2001, between Rite Aid Corporation, as issuer and State Street Bank and Trust Company, as trustee, related to the Company's 12.50% Senior Secured Notes due 2006 | Exhibit 4.7 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001 |
| 4.8 | Indenture, dated as of June 27, 2001 between Rite Aid Corporation, as issuer and BNY Midwest Trust Company, as trustee, related to the Company's 11¼% Senior Notes due 2008 | Exhibit 4.8 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001 |
| 4.9 | Indenture dated as of November 19, 2001, between Rite Aid Corporation, as issuer, and BNY Midwest Trust Company, as trustee, related to the Company's 4.75% Convertible Notes due December 1, 2006 | Exhibit 4.3 to Form 10-Q filed on January 15, 2002 |
| 4.10 | Indenture dated as of February 12, 2003, between Rite Aid Corporation, as issuer, and BNY Midwest Trust Company, as trustee, related to the Company's 9½% Senior Secured Notes due 2011 | Exhibit 4.1 to Form 8-K filed on March 5, 2003 |
| 4.11 | Indenture, dated as of April 22, 2003, between Rite Aid Corporation, as issuer, and BNY Midwest Trust Company, as trustee, related to the Company's 8.125% Senior Secured Notes due 2010. | Exhibit 4.11 to Form 10-K filed on May 2, 2003 |
| 5 | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP | To be filed by amendment |

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

10.1	1999 Stock Option Plan	Exhibit 10.1 to Form 10-K filed on May 21, 2001
10.2	2000 Omnibus Equity Plan	Included in Proxy Statement dated October 24, 2000
10.3	2001 Stock Option Plan	Exhibit 10.3 to Form 10-K filed on May 21, 2001
10.4	Rite Aid Corporation Special Deferred Compensation Plan	Exhibit 10.21 to Form 10-K filed on July 11, 2000
10.5	Employment Agreement by and between Rite Aid Corporation and Robert G. Miller dated as of December 5, 1999	Exhibit 10.1 to Form 8-K filed on January 18, 2000
10.6	Amendment No. 1 to Employment Agreement by and between Rite Aid Corporation and Robert G. Miller, dated as of May 7, 2001	Exhibit 10.9 to Form 10-K filed on May 21, 2001

Exhibit

Exhibit Numbers	Description	Incorporation by Reference to
10.7	Employment Agreement by and between Rite Aid Corporation and Robert G. Miller, dated as of April 9, 2003	Exhibit 10.7 to Form 10-K filed on May 2, 2003
10.8	Employment Agreement by and between Rite Aid Corporation and Mary F. Sammons, dated as of December 5, 1999	Exhibit 10.2 to Form 8-K filed on January 18, 2000
10.9	Amendment No. 1 to Employment Agreement by and between Rite Aid Corporation and Mary F. Sammons, dated as of May 7, 2001	Exhibit 10.12 to Form 10-K filed on May 21, 2001
10.10	Employment Agreement by and between Rite Aid Corporation and John T. Standley, dated as of December 5, 1999	Exhibit 10.4 to Form 8-K filed on January 18, 2000
10.11	Employment Agreement by and between Rite Aid Corporation and James Mastrian, dated as of September 27, 2000	Exhibit 10.20 to Form 10-K filed on May 21, 2001
10.12	Employment Agreement by and between Rite Aid Corporation and Christopher Hall, dated as of January 26, 2000	Exhibit 10.48 to Form 10-K filed on May 21, 2001
10.13	Employment Agreement by and between Rite Aid Corporation and Robert B. Sari, dated as of February 28, 2001	Exhibit 10.49 to Form 10-K filed on May 21, 2001
10.14	Credit Agreement, dated as of June 27, 2001 among Rite Aid Corporation, the financial institutions party thereto, Citicorp USA, Inc., as senior administrative agent and as senior collateral agent, and The Chase Manhattan Bank, Credit Suisse First Boston and Fleet Retail Finance Inc., as syndication agents	Exhibit 10.30 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001
10.15	Amendment No. 1 to the Senior Credit Agreement dated June 27, 2001, dated as of September 19, 2001, among Rite Aid Corporation, the Banks (as defined therein), Citicorp USA, Inc., as a Swingline Bank, as an Issuing Bank and as administrative agent for the Banks, Citicorp USA, Inc., as a collateral agent for the Banks and J.P. Morgan Chase Manhattan Bank, Credit Suisse First Boston and Fleet Retail	Exhibit 10.62 to Form 10-Q filed on October 12, 2001

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

Finance Inc., as syndication agent

- 10.16 Amendment No. 2, dated as February 22, 2002, to the Senior Exhibit 10.1 to Form 8-K filed Credit agreement, dated as of June 27, 2001 and amended as on February 27, 2002 of September 19, 2001, among Rite Aid Corporation, the Banks party thereto, Citicorp USA, Inc., as Senior Administrative Agent, Citicorp USA, Inc., as Senior Collateral Agent, and JPMorgan Chase Bank, Credit Suisse First Boston and Fleet Retail Finance Inc., as Syndication Agents

Exhibit

Numbers	Description	Incorporation by Reference to
10.17	Amendment No. 3 to the Senior Credit Agreement dated June 27, 2001, dated as of December 23, 2002, among Rite Aid Corporation, the Banks (as defined therein), Citicorp USA, Inc., as a Swingline Bank, as an Issuing Bank and as administrative agent for the Banks, Citicorp USA, Inc., as a collateral agent for the Banks and J.P. Morgan Chase Manhattan Bank, Credit Suisse First Boston and Fleet Retail Finance Inc., as syndication agent	Exhibit 10.1 to Form 10-Q filed on December 27, 2002
10.18	Amendment No. 4 to the Senior Credit Agreement, dated as of February 6, 2003, among Rite Aid Corporation, the Banks (as defined therein), Citicorp USA, Inc., as a Swingline Bank, as Issuing Bank and as an Administrative Agent for the Banks, Citicorp USA, Inc., as Collateral Agent for the Banks, and JPMorgan Chase Bank, Credit Suisse First Boston and Fleet Retail Finance, Inc., as Syndication Agents	Exhibit 10.1 to Form 8-K filed on February 6, 2003
10.19	Amendment No. 5 to the Senior Credit Agreement, dated as of April 14, 2003, among Rite Aid Corporation, the Banks (as defined therein), Citicorp USA, Inc. as a Swingline Bank, as Issuing Bank and as an Administrative Agent for the Banks, Citicorp USA, Inc., as Collateral Agent for the Banks, and JPMorgan Chase Bank, Credit Suisse First Boston and Fleet Retail Finance, Inc., as Syndication Agents	Exhibit 10.19 to Form 10-K filed on May 2, 2003
10.20	Senior Subsidiary Guarantee Agreement, dated as of June 27, 2001 among the Subsidiary Guarantors and Citicorp USA, Inc., as senior collateral agent	Exhibit 10.31 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001
10.21	Senior Subsidiary Security Agreement, dated as of June 27, 2001 by the Subsidiary Guarantors in favor of the Citicorp USA (senior collateral agent)	Exhibit 10.32 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001
10.22	Collateral Trust and Intercreditor Agreement, dated June 27, 2001 among Rite Aid Corporation, the Subsidiary Guarantors, Wilmington Trust Company, as collateral trustee for the holders from time to time of the Second Priority Debt Obligations, Citicorp USA, Inc., as collateral agent for the Senior Secured Parties under the Senior Loan Documents, State Street Bank and Trust Company, as trustee under 10.50% Notes, Citibank USA, Inc. as agent,	Exhibit 10.33 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

and Wells Fargo Bank Northwest, National Association, as trustee of RAC Distributions Statutory Trust, as collateral agent for the Synthetic Lease Documents, State Street Bank and Trust Company, as trustee under the Exchange Note Indenture for the holders of the Exchange Notes, and each other Second Priority Representative which from time to time becomes a party thereto

Exhibit

Numbers	Description	Incorporation by Reference to
10.23	Amendment No. 1 to the Collateral Trust and Intercreditor Agreement dated as of June 27, 2001, dated as of April 15, 2003, by Rite Aid, the Subsidiary Guarantors, Citicorp USA, Inc., as senior collateral agent, Wilmington Trust Company, as second priority collateral agent and BNY Midwest Trust Company, as a second priority representative	Exhibit 10.23 to Form 10-K filed on May 2, 2003
10.24	Second Priority Subsidiary Guarantee Agreement, dated as of June 27, 2001 among the Subsidiary Guarantors and Wilmington Trust Company, as collateral agent	Exhibit 10.34 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001
10.25	Second Priority Subsidiary Security Agreement, dated as of June 27, 2001 by the Subsidiary Guarantors in favor of Wilmington Trust Company, as collateral trustee	Exhibit 10.35 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001
10.26	Amendment to the Second Priority Subsidiary Security Agreement dated as of June 27, 2001, dated as of February 12, 2003, by the Subsidiary Guarantors in favor of Wilmington Trust Company, as collateral trustee	Exhibit 10.26 to Form 10-K filed May 2, 2003
10.27	Amendment No. 1 to the Second Priority Subsidiary Security Agreement, the Second Priority Subsidiary Guarantee and the Second Priority Indemnity, Subrogation and Contribution Agreement dated as of April 15, 2003, by Rite Aid Corporation, the Subsidiary Guarantors/Grantors and Wilmington Trust Company, as second priority collateral trustee.	Exhibit 10.27 to Form 10-K filed May 2, 2003
10.28	Exchange and Registration Rights Agreement dated February 12, 2003 by and between Rite Aid Corporation and Salomon Smith Barney Inc., J.P. Morgan Securities Inc., and Fleet Securities, Inc., as representatives of the initial purchasers of the Company's 9½% Senior Secured Notes due 2011	Exhibit 10.2 to Form 8-K filed on March 5, 2003
10.29	Purchase Agreement dated February 12, 2003 by and between Rite Aid Corporation and Salomon Smith Barney Inc., J.P. Morgan Securities Inc., and Fleet Securities, Inc., as representatives of the initial purchasers of the Company's 9½% Senior Secured Notes due 2011	Exhibit 10.1 to Form 8-K filed on March 5, 2003
10.30	Participation Agreement, dated as of June 27, 2001, among Rite Aid Realty Corp., as lessee, Rite Aid Corporation, as guarantor, Wells Fargo, as trustee and lessor, the persons named therein as note holders and certificate holders and	Exhibit 10.38 to Registration Statement on Form S-1, File No. 333-64950, filed on July 12, 2001

Edgar Filing: Southwest Value Partners Fund XIV, LP - Form SC 13D/A

Citicorp USA, Inc., as administrative agent

Exhibit Numbers	Description	Incorporation by Reference to
10.31	Amendment No. 1 to the Participation Agreement, dated as of June 27, 2001, dated as of February 22, 2002, among Rite Aid Realty Corp., as lessee, Rite Aid Corporation, as guarantor, Wells Fargo, as trustee and lessor, the persons named therein as note holders and certificate holders and Citicorp USA, Inc., as administrative agent	Exhibit 10.29 to Form 10-K filed May 2, 2003
10.32	Amendment No. 2 to the Participation Agreement, dated as of June 27, 2001, dated as of December 23, 2002, among Rite Aid Realty Corp., as lessee, Rite Aid Corporation, as guarantor, Wells Fargo, as trustee and lessor, the persons named therein as note holders and certificate holders and Citicorp USA, Inc., as administrative agent	Exhibit 10.30 to Form 10-K filed May 2, 2003
10.33	Amendment No. 3 to the Participation Agreement, dated as of June 27, 2001, dated as of February 6, 2003, among Rite Aid Realty Corp., as lessee, Rite Aid Corporation, as guarantor, Wells Fargo, as trustee and lessor, the persons named therein as note holders and certificate holders and Citicorp USA, Inc., as administrative agent	Exhibit 10.31 to Form 10-K filed May 2, 2003
10.34	Exchange and Registration Rights Agreement, dated as of April 22, 2003, between Rite Aid Corporation, the Subsidiary Guarantors named therein, and Citicorp Global Markets Inc., J.P. Morgan Securities Inc., and Fleet Securities, Inc., as initial purchasers of the Company's 8.125% Senior Secured Notes due 2010	Exhibit 10.32 to Form 10-K filed on May 2, 2003
10.35	Purchase Agreement, dated April 5, 2003 by and between Rite Aid Corporation and Citicorp Global Markets Inc., J.P. Morgan Securities Inc. and Fleet Securities, Inc., as representatives of the initial purchasers of the Company's 8.125% Senior Secured Notes due 2010	Exhibit 10.33 to Form 10-K filed on May 2, 2003
10.36	Employment Agreement by and between Rite Aid Corporation and Mark C. Panzer	Exhibit 10.34 to Form 10-K filed on May 2, 2003
21	Subsidiaries of the registrant	Exhibit 21 to Form 10-K filed on May 2, 2003
23	Consent of Deloitte & Touche LLP	Filed herewith
25	Statement of Eligibility of Trustee	Filed herewith
99.1	Form of Letter of Transmittal	Filed herewith
99.2	Form of Notice of Guaranteed Delivery	Filed herewith
99.3	Form of Letter to Clients	Filed herewith
99.4	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees	Filed herewith