

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

RIVIERA HOLDINGS CORP  
Form SC 13D/A  
April 27, 2007

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 12)\*

Riviera Holdings Corp.

-----  
(Name of Issuer)

Common Stock, \$.001 per share

-----  
(Title of Class of Securities)

769627100

-----  
(CUSIP Number)

Andrew J. Perel  
Cadwalader, Wickersham & Taft LLP  
One World Financial Center  
New York, New York 10281  
(212) 504-6656

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

April 26, 2007

-----  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.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).

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CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Flag Luxury Riv, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			418,294
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			0
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			418,294
			-----
	10	SHARED DISPOSITIVE POWER	
			0
			-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
418,294

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.36%

14 TYPE OF REPORTING PERSON  
OO

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CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Flag Luxury Properties, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			836,588
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0
			-----
	10	SHARED DISPOSITIVE POWER	
			836,588
			-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

836,588

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.71%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO.: 769627100

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MJX Flag Associates, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			836,588
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0
			-----
	10	SHARED DISPOSITIVE POWER	
			836,588
			-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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6.71%

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CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LMN 134 Family Company LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			836,588
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0
			-----
	10	SHARED DISPOSITIVE POWER	
			836,588
			-----

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CUSIP NO.: 769627100

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Flag Leisure Group, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |  |  
(b) |  |

3 SEC USE ONLY

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AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |  |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			836,588
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0
			-----
	10	SHARED DISPOSITIVE POWER	
			836,588
			-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

836,588

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |  |

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CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
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Sillerman Real Estate Ventures, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			836,588
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0
			-----
	10	SHARED DISPOSITIVE POWER	
			836,588
			-----

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836,588

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6.71%

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CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Mitchell J. Nelson

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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4 SOURCE OF FUNDS  
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			836,588
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0
			-----
	10	SHARED DISPOSITIVE POWER	
			836,588
			-----

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836,588

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6.71%

14 TYPE OF REPORTING PERSON  
IN

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Robert Sillerman



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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |  |  
(b) |  |

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) |  |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			836,588
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0
			-----
	10	SHARED DISPOSITIVE POWER	
			836,588
			-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

836,588

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CERTAIN SHARES |  |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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14 TYPE OF REPORTING PERSON

IN

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
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Paul Kanavos

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |  |  
(b) |  |

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OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) |  |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			836,588
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0
			-----
	10	SHARED DISPOSITIVE POWER	
			836,588
			-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

836,588

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CERTAIN SHARES |  |

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6.71%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RH1, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |  |  
(b) |  |

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4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			418,294
	8	SHARED VOTING POWER	
			0
	9	SOLE DISPOSITIVE POWER	
			418,294
	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

418,294

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.36%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Metro Investment, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

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3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			418,294
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			0
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			418,294
			-----
	10	SHARED DISPOSITIVE POWER	
			0
			-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

418,294

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.36%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FC208, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Colorado

	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			0
	8	SHARED VOTING POWER	
			418,294
	9	SOLE DISPOSITIVE POWER	
			0
	10	SHARED DISPOSITIVE POWER	
			418,294

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

418,294

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.36%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

TTERB Living Trust dated 6/20/2000

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

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-----  
4 SOURCE OF FUNDS

AF  
-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

\_

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada  
-----

7 SOLE VOTING POWER  
NUMBER OF SHARES 0  
BENEFICIALLY OWNED BY EACH REPORTING PERSON

8 SHARED VOTING POWER  
418,294

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
418,294  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

418,294  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

\_

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.36%  
-----

14 TYPE OF REPORTING PERSON

OO  
-----

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Brett Torino  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |\_ |  
(b) |X |  
-----

3 SEC USE ONLY

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4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF  
SHARES

0

BENEFICIALLY  
OWNED BY

8 SHARED VOTING POWER

EACH  
REPORTING  
PERSON

418,294

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

418,294

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

418,294

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.36%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Rivacq LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF SHARES		627,442	-----
BENEFICIALLY OWNED BY EACH REPORTING PERSON	8	SHARED VOTING POWER	
		0	-----
	9	SOLE DISPOSITIVE POWER	
		627,442	-----
	10	SHARED DISPOSITIVE POWER	
		0	-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SOF U.S. Hotel Co-Invest Holdings, L.L.C

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY



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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0
			-----
	10	SHARED DISPOSITIVE POWER	
			627,442
			-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

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CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
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SOF-VII U.S. Hotel Holdings, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER  
NUMBER OF SHARES 0  
BENEFICIALLY OWNED BY EACH REPORTING PERSON 8 SHARED VOTING POWER  
627,442  
9 SOLE DISPOSITIVE POWER  
0  
10 SHARED DISPOSITIVE POWER  
627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.03%

14 TYPE OF REPORTING PERSON  
OO

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

I-1/I-2 U.S. Holdings, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			627,442
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0
			-----
	10	SHARED DISPOSITIVE POWER	
			627,442
			-----

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CERTAIN SHARES

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5.03%

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CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Starwood Global Opportunity Fund VII-A, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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4 SOURCE OF FUNDS

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PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			627,442
EACH			-----
REPORTING			
PERSON	9	SOLE DISPOSITIVE POWER	
			0
			-----
	10	SHARED DISPOSITIVE POWER	
			627,442
			-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Starwood Global Opportunity Fund VII-B, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER  
NUMBER OF SHARES 0  
BENEFICIALLY OWNED BY EACH REPORTING PERSON 8 SHARED VOTING POWER  
627,442  
9 SOLE DISPOSITIVE POWER  
0  
10 SHARED DISPOSITIVE POWER  
627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.03%

14 TYPE OF REPORTING PERSON  
PN

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Starwood US Opportunity Fund VII-D, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0
			-----
	10	SHARED DISPOSITIVE POWER	
			627,442
			-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Starwood US Opportunity Fund VII-D-2, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 0  
8 SHARED VOTING POWER  
627,442  
9 SOLE DISPOSITIVE POWER  
0  
10 SHARED DISPOSITIVE POWER  
627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Starwood Capital Hospitality Fund I-1, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 0  
8 SHARED VOTING POWER  
627,442  
9 SOLE DISPOSITIVE POWER  
0  
10 SHARED DISPOSITIVE POWER  
627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Starwood Capital Hospitality Fund I-2, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)



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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
 7 SOLE VOTING POWER  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 0  
 -----  
 8 SHARED VOTING POWER  
 627,442  
 -----  
 9 SOLE DISPOSITIVE POWER  
 0  
 -----  
 10 SHARED DISPOSITIVE POWER  
 627,442  
 -----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SOF-VII Management, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

-----

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0
			-----
	10	SHARED DISPOSITIVE POWER	
			627,442
			-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.03%

14 TYPE OF REPORTING PERSON  
OO

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
SCG Hotel Management, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION



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-----

	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		0	-----
	8	SHARED VOTING POWER	
		627,442	-----
	9	SOLE DISPOSITIVE POWER	
		0	-----
	10	SHARED DISPOSITIVE POWER	
		627,442	-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

-----

14 TYPE OF REPORTING PERSON

OO

-----

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Barry S. Sternlicht

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS

OO

-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----

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	7	SOLE VOTING POWER	
NUMBER OF SHARES		123,200	
		-----	
BENEFICIALLY OWNED BY EACH REPORTING PERSON	8	SHARED VOTING POWER	
		627,442	
		-----	
	9	SOLE DISPOSITIVE POWER	
		123,200	
		-----	
	10	SHARED DISPOSITIVE POWER	
		627,442	
		-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		750,642	
		-----	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		6.02%	
14	TYPE OF REPORTING PERSON		
		IN	
		-----	

This Amendment No. 12 amends and supplements the statement on Schedule 13D (the "Statement") originally filed with the Securities and Exchange Commission on December 28, 2005, and amended by Amendment No. 1 on March 3, 2006, Amendment No. 2 on March 23, 2006, Amendment No. 3 on April 5, 2006, Amendment No. 4 on May 18, 2006, Amendment No. 5 on August 2, 2006, Amendment No. 6 on August 4, 2006, Amendment No. 7 on March 12, 2007, Amendment No. 8 on March 23, 2007, Amendment No. 9 on March 26, 2007, Amendment No. 10 on March 30, 2007 and Amendment No. 11 on April 17, 2007 by Flag Luxury Riv, LLC; Flag Luxury Properties, LLC; MJX Flag Associates, LLC; Flag Leisure Group, LLC; Sillerman Real Estate Ventures, LLC; LMN 134 Family Company LLC; Mitchell Nelson; Robert Sillerman; Paul Kanavos; RH1, LLC; Metro Investment, LLC; FC208, LLC; TTERB Living Trust dated 6/20/2000; Brett Torino; Rivacq LLC; SOF U.S. Hotel Co-Invest Holdings, L.L.C.; SOF-VII US Hotel Holdings, L.L.C.; I-1/I-2 U.S. Holdings, L.L.C.; Starwood Global Opportunity Fund VII-A, L.P.; Starwood Global Opportunity Fund VII-B, L.P.; Starwood U.S. Opportunity Fund VII-D, L.P.; Starwood U.S. Opportunity Fund VII-D-2, L.P.; Starwood Capital Hospitality Fund I-1, L.P.; Starwood Capital Hospitality Fund I-2, L.P.; SOF-VII Management, L.L.C.; SCG Hotel Management, L.L.C.; Starwood Capital Group Global, LLC; and Barry S. Sternlicht with respect to the common stock, par value \$0.001 per share, of Riviera Holdings Corporation, a Nevada corporation. 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.

The Reporting Persons have entered into a Fourth Amended and Restated

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Joint Filing Agreement, dated as of April 16, 2007, a copy of which was filed as Exhibit 10.17 to the Statement, and which is incorporated herein by reference. Neither the fact of this filing nor anything contained herein shall be deemed an admission by the Reporting Persons that they constitute a "group" as such term is used in Section 13(d) (1) (k) of the rules and regulations under the Securities Exchange Act of 1934, as amended.

### ITEM 1. SECURITY AND ISSUER

Response unchanged.

### ITEM 2. IDENTITY AND BACKGROUND

Response unchanged.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Response unchanged.

### ITEM 4. PURPOSE OF TRANSACTION

On April 26, 2007, FLR, Rivacq and RH1 sent a letter to the Company nominating the following five individuals to stand for election to the Board at the 2007 Annual Meeting of Stockholders of the Company: Michael D. Rumbolz, Larry duBoef, W. Dan Reichartz, Thalia M. Dondero and Daniel W. Yih (the "Nomination Letter").

On April 26, 2007, FLR sent a letter to the Company demanding access to the Company's list of stockholders and other related materials pursuant to the Nevada Revised Statutes for the purpose of soliciting proxies (the "Demand Letter").

The foregoing and subsequent references to, and descriptions of, the Nomination Letter and the Demand Letter are qualified in their entirety by reference to the Nomination Letter and the Demand Letter, the terms of which are incorporated herein by reference to Exhibits 10.18 and 10.19, respectively.

### ITEM 5. INTEREST IN SECURITIES OF THE COMPANY

Response unchanged.

### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS, OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE COMPANY.

Item 6 is hereby supplemented as follows:

17. On April 26, 2007, FLR, Rivacq and RH1 sent the Nomination Letter to the Company, the contents of which are described in Item 4 herein. A copy of such letter is filed herewith as Exhibit 10.18 and incorporated herein by reference.
18. On April 26, 2007, FLR sent the Demand Letter to the Company, the contents of which are described in Item 4 herein. A copy of such letter is filed herewith as Exhibit 10.19 and incorporated herein by reference.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby supplemented as follows:

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10.18 Letter to Riviera Holdings Corporation, dated April 26, 2007, from Flag Luxury Riv, LLC, RH1, LLC and Rivacq LLC.

10.19 Letter to Riviera Holdings Corporation, dated April 26, 2007, from Flag Luxury Riv, LLC.

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.

Flag Luxury Riv, LLC

By: /s/ Paul Kanavos

-----  
Name: Paul Kanavos  
Title: President

Flag Luxury Properties, LLC

By: /s/ Paul Kanavos

-----  
Name: Paul Kanavos  
Title: President

MJX Flag Associates, LLC

By: /s/ Robert Sillerman

-----  
Name: Member  
Title: Robert Sillerman

Flag Leisure Group, LLC

By: /s/ Paul Kanavos

-----  
Name: Paul Kanavos  
Title: President

Sillerman Real Estate Ventures, LLC

By: /s/ Robert Sillerman

-----  
Name: Robert Sillerman  
Title: Member

LMN 134 Family Company LLC

By: /s/ Mitchell J. Nelson

-----  
Name: Mitchell J. Nelson  
Title: Managing Member

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Mitchell J. Nelson

/s/ Mitchell J. Nelson  
-----

[Amendment No. 12 to Schedule 13D]

Robert Sillerman

/s/ Robert Sillerman  
-----

Paul Kanavos

/s/ Paul Kanavos  
-----

RH1, LLC

By: Metro Investment, LLC  
Its sole member

By: FC208, LLC  
Member

By: TTERB Living Trust dated 6/20/2000  
Its sole member

By: /s/ Brett Torino  
-----

Name: Brett Torino  
Title: Trustee

Metro Investment, LLC

By: FC208, LLC  
Member

By: TTERB Living Trust dated 6/20/2000  
Its sole member

By: /s/ Brett Torino  
-----

Name: Brett Torino  
Title: Trustee

FC208, LLC

By: TTERB Living Trust dated 6/20/2000  
Its sole member

By: /s/ Brett Torino  
-----

Name: Brett Torino  
Title: Trustee



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[Amendment No. 12 to Schedule 13D]

TTERB Living Trust dated 6/20/2000

By: /s/ Brett Torino

-----  
Name: Brett Torino  
Title: Trustee

Brett Torino

/s/ Brett Torino  
-----

Rivacq LLC

By: SOF U.S. Hotel Co-Invest Holdings, L.L.C.

By: SOF-VII U.S. Hotel Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

-----  
Name: Barry S. Sternlicht  
Title: Chief Executive Officer

By: I-1/I-2 U.S. Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

-----  
Name: Barry S. Sternlicht  
Title: Chief Executive Officer

SOF U.S. Hotel Co-Invest Holdings, L.L.C.

By: SOF-VII U.S. Hotel Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

-----  
Name: Barry S. Sternlicht  
Title: Chief Executive Officer

By: I-1/I-2 U.S. Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

-----  
Name: Barry S. Sternlicht  
Title: Chief Executive Officer

[Amendment No. 12 to Schedule 13D]

SOF-VII U.S. Hotel Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

-----  
Name: Barry S. Sternlicht  
Title: Chief Executive Officer

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I-1/I-2 U.S. Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

-----  
Name: Barry S. Sternlicht  
Title: Chief Executive Officer

Starwood Global Opportunity Fund VII-A, L.P.

By: SOF-VII Management, L.L.C.  
Its general partner

By: Starwood Capital Group Global, L.L.C.  
Its General manager

By: /s/ Barry S. Sternlicht

-----  
Name: Barry S. Sternlicht  
Title: Chief Executive Officer

Starwood Global Opportunity Fund VII-B, L.P.

By: SOF-VII Management, L.L.C.  
Its general partner

By: Starwood Capital Group Global, L.L.C.  
Its General manager

By: /s/ Barry S. Sternlicht

-----  
Name: Barry S. Sternlicht  
Title: Chief Executive Officer

Starwood U.S. Opportunity Fund VII-D, L.P.

By: SOF-VII Management, L.L.C.  
Its general partner

By: Starwood Capital Group Global, L.L.C.  
Its General manager

By: /s/ Barry S. Sternlicht

-----  
Name: Barry S. Sternlicht  
Title: Chief Executive Officer

[Amendment No. 12 to Schedule 13D]

Starwood U.S. Opportunity Fund  
VII-D-2, L.P.

By: SOF-VII Management, L.L.C.  
Its general partner

By: Starwood Capital Group Global, L.L.C.

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

Its General manager

By: /s/ Barry S. Sternlicht  
-----

Name: Barry S. Sternlicht  
Title: Chief Executive Officer

Starwood Capital Hospitality Fund I-1, L.P.

By: SCG Hotel Management, L.L.C.  
Its general partner

By: Starwood Capital Group Global, L.L.C.  
Its General manager

By: /s/ Barry S. Sternlicht  
-----

Name: Barry S. Sternlicht  
Title: Chief Executive Officer

Starwood Capital Hospitality Fund I-2, L.P.

By: SCG Hotel Management, L.L.C.  
Its general partner

By: Starwood Capital Group Global, L.L.C.  
Its General manager

By: /s/ Barry S. Sternlicht  
-----

Name: Barry S. Sternlicht  
Title: Chief Executive Officer

SOF-VII Management, L.L.C.

By: Starwood Capital Group Global, L.L.C.  
Its General manager

By: /s/ Barry S. Sternlicht  
-----

Name: Barry S. Sternlicht  
Title: Chief Executive Officer

[Amendment No. 12 to Schedule 13D]

SCG Hotel Management, L.L.C.

By: Starwood Capital Group Global, L.L.C.  
Its General manager

By: /s/ Barry S. Sternlicht  
-----

Name: Barry S. Sternlicht  
Title: Chief Executive Officer

Starwood Capital Group Global, LLC

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By: /s/ Barry S. Sternlicht

-----  
Name: Barry S. Sternlicht

Title: Chief Executive Officer

Barry S. Sternlicht

/s/ Barry S. Sternlicht

-----  
Dated: April 27, 2007