

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

RIVIERA HOLDINGS CORP
Form SC 13D/A
May 04, 2007

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

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

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)

May 3, 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			418,294
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			418,294

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

3.36%

14 TYPE OF REPORTING PERSON

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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			418,294
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0

	10	SHARED DISPOSITIVE POWER	
			418,294

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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3.36%

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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)

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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			418,294
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0

	10	SHARED DISPOSITIVE POWER	
			418,294

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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Mitchell J. Nelson

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

United States

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

	10	SHARED DISPOSITIVE POWER	
			418,294

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418,294

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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)

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ONIROT Living Trust dated 6/20/2000

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 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)
RH1, LLC

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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

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

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

Flag Leisure Group, LLC

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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

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 0
BENEFICIALLY OWNED BY EACH REPORTING PERSON 8 SHARED VOTING POWER
836,588
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

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

MJX Real Estate Ventures, LLC

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

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(b) |X|

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 SHARES		0	-----
BENEFICIALLY OWNED BY EACH REPORTING PERSON	8	SHARED VOTING POWER	
		836,588	-----
	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

1 NAMES OF REPORTING PERSONS

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

Robert Sillerman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X|

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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)

6.71%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
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Paul Kanavos

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			0
	8	SHARED VOTING POWER	
			836,588
	9	SOLE DISPOSITIVE POWER	
			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)

Brett Torino

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

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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 BENEFICIALLY OWNED BY EACH REPORTING PERSON			0
	8	SHARED VOTING POWER	
			836,588
	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

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 627,442
SHARES

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH
EACH 0
REPORTING
PERSON

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) |X |

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

0

BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

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

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5.03%

14 TYPE OF REPORTING PERSON

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

SOF-VII U.S. Hotel 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 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

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CERTAIN SHARES

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

5.03%

14 TYPE OF REPORTING PERSON

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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			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			627,442

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14 TYPE OF REPORTING PERSON

OO

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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WC

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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 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

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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)

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WC

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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

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

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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)

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4 SOURCE OF FUNDS

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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

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PN

CUSIP NO.: 769627100

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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

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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 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 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

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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 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 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)

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)

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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

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)

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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

OO

CUSIP NO.: 769627100

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

Starwood Capital Group Global, 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

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United States

	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		123,200	
	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. 13 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, Amendment No. 11 on April 17, 2007 and Amendment No. 12 on April 27, 2007 by Flag Luxury Riv, LLC; Flag Luxury Properties, LLC; MJX Flag Associates, LLC; Flag Leisure Group, LLC; MJX Real Estate Ventures, LLC; LMN 134 Family Company LLC; Mitchell Nelson; ONIROT Living Trust dated 6/20/2000; Robert Sillerman; Paul Kanavos; RH1, LLC; 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. Metro Investment, LLC; FC208, LLC and TTERB Living Trust dated 6/20/2000 are no longer required to file this Statement as more fully described in Item 4 herein. 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

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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 Fifth Amended and Restated Joint Filing Agreement, dated as of May 3, 2007, a copy of which was filed as Exhibit 10.20 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

Item 2 is hereby supplemented as follows:

FLR is a limited liability company formed under the laws of Delaware with its business address at 650 Madison Avenue, New York, NY 10022. FLR's principal business is the holding of Common Stock.

FLP, a limited liability company formed under the laws of Delaware, is a member of FLR, with a 100% equity interest in FLR. FLP's business address is 650 Madison Avenue, New York, NY 10022 and its principal business is the development of high-end residential and hotel real estate properties.

MJX, a limited liability company formed under the laws of Delaware, is a member of FLP with an approximate 25.81% equity interest in FLP. MJX's business address is 650 Madison Avenue, New York, NY 10022 and its principal business is the holding of a membership interest in FLP.

LMN134, a limited liability company formed under the laws of Delaware, is a partner of MJX with an approximate 1.67% equity interest in MJX. LMN134's business address is 134 East 80th Street, NYC 10021 and its principal business is investment of its assets and the management of its investment holdings.

Mitchell J. Nelson is the managing member of LMN 134. Mr. Nelson is a citizen of the United States. Mr. Nelson's business address is 650 Madison Avenue, New York, NY 10022, and his principal occupation is Senior Vice President of Business Affairs of FLP.

ONIROT is a member of FLP with an approximate 26.36% interest in FLP. ONIROT is a living trust formed under the laws of Nevada for the sole benefit of Brett Torino, and its business address is 4445 Wagon Trail Ave, Las Vegas, NV 89118.

RH1 is a limited-liability company formed under the laws of Nevada with its business address at 4445 Wagon Trail Ave, Las Vegas, NV 89118. RH1's principal business is the holding of Common Stock.

FLG, a limited liability company formed under the laws of Delaware, is the managing member of FLP with an approximate 6.6% equity interest in FLP and is the sole member of RH1 with a 100% equity interest in RH1. FLG's business address is 650 Madison Avenue, New York, NY 10022 and its principal business is the management of FLP.

MJX Real Estate Ventures, LLC ("MREV"), formerly named Sillerman Real Estate Ventures, LLC, is a member of FLG with an approximate 33.33% equity

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interest in FLG, and MREV is a member of MJX with an approximate 98.33% equity interest in MJX. MREV is a limited-liability company formed under the laws of Delaware with its business address at 650 Madison Avenue, New York, NY 10022. MREV's principal business is the holding of a membership interest in FLG and MJX and lending funds to FLP and its affiliates.

Robert Sillerman is the president and sole member of MREV with a 100% equity interest in MREV, and Mr. Sillerman is the president of MJX. Mr. Sillerman is a citizen of the United States. Mr. Sillerman's business address is 650 Madison Avenue, New York, NY 10022 and his present principal occupation is Chairman and Chief Executive Officer of CKX, Inc.

Paul Kanavos is the president of FLR, FLP and FLG. Mr. Kanavos is a member of FLP with an approximate 25.81% equity interest in FLP and Mr. Kanavos is a member of FLG with an approximate 33.33% equity interest in FLG. Mr. Kanavos is a citizen of the United States. Mr. Kanavos' business address is 650 Madison Avenue, New York, NY 10022 and his principal occupation is President of FLP.

Brett Torino is a member of FLG with an approximate 33.33% equity interest in FLG, and Mr. Torino is the sole trustee and beneficiary of ONIROT. Mr. Torino is a citizen of the United States. Mr. Torino's business address is 4445 Wagon Trail Ave, Las Vegas, NV 89118 and his present principal occupation is as a real estate professional.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Response unchanged.

ITEM 4. PURPOSE OF TRANSACTION

On May 3, 2007, the equity interests formerly held by Metro Investment in RH1 were transferred to FLG. FLG is the managing member of FLP and is owned in equal one-third interests by MREV, Paul Kanavos, and Brett Torino. Upon completion of such transfer, Metro Investment, FC208 and TTERB may be deemed to be the beneficial owners of 0 shares of Common Stock. In addition to this transfer, ONIROT made an investment in FLP equal to 26.36% of the equity interest in FLP.

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY

Item 5 is hereby supplemented as follows:

FLR is the direct beneficial owner of 418,294 shares of Common Stock, which represent approximately 3.36% of the outstanding shares of Common Stock as of March 29, 2007. FLP, as a member of FLR with a 100% equity interest in FLR, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. MJX, as a member of FLP with an approximate 25.81% equity interest in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. LMN134, a member of MJX with an approximate 1.67% equity interest in MJX, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Mitchell Nelson, as the managing member of LMN134, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. ONIROT, as a member of FLP with an approximate 26.36% equity interest in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. FLG, as the managing member of FLP with an approximate 6.6% equity interest in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. MREV, as a member of FLG with an approximate 33.33% equity interest in FLG, and as a member of MJX with an approximate 98.33% equity interest in MJX, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Robert Sillerman, as the

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president and sole member of MREV with a 100% equity interest in MREV, and as president of MJX, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Paul Kanavos, as President of FLR, FLP, and FLG, and as a member of FLP with an approximate 25.81% equity interest in FLP, and as a member of FLG with an approximate 33.33% equity interest in FLG, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Brett Torino, as a member of FLG with an approximate 33.33% equity interest in FLG, and as sole trustee and beneficiary of ONIROT, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock.

RH1 is the direct beneficial owner of 418,294 shares of Common Stock, which represent approximately 3.36% of the outstanding shares of Common Stock as of March 29, 2007. FLG, as the sole member of RH1 with a 100% equity interest in RH1, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. MREV, as a member of FLG with an approximate 33.33% equity interest in FLG, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Robert Sillerman, as the president and sole member of MREV with a 100% equity interest in MREV may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Paul Kanavos, as President of FLG, and as a member of FLG with an approximate 33.33% equity interest in FLG, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Brett Torino, as a member of FLG with an approximate 33.33% equity interest in FLG, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock.

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

Item 6 is hereby supplemented as follows:

19. On May 3, 2007, FLR, FLP, MJX, FLG, MREV, LMN134, Mitchell J. Nelson, ONIROT, Robert Sillerman, Paul Kanavos, RH1, Brett Torino, Rivacq, SOF Co-Invest, SOF VII, Hotel Fund, Opportunity Fund VII-A, Opportunity Fund VII-B, Opportunity Fund VII-D, Opportunity Fund VII D-2, Hospitality Fund I-1, Hospitality I-2, SOF VII Management, Hotel Management, SCGG and Barry S. Sternlicht entered into the Fifth Amended and Restated Joint Filing Agreement. A copy of the Fifth Amended and Restated Joint Filing Agreement is filed herewith as Exhibit 10.20 and incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby supplemented as follows:

10.20 Fifth Amended and Restated Joint Filing Agreement, dated May 3, 2007 by and among Flag Luxury Riv, LLC; Flag Luxury Properties, LLC; MJX Flag Associates, LLC; Flag Leisure Group, LLC; MJX Real Estate Ventures, LLC; LMN 134 Family Company LLC; Mitchell J. Nelson; ONIROT Living Trust dated 6/20/2000; Robert Sillerman; Paul Kanavos; RH1, LLC; 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.

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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

RH1, LLC

By: Flag Leisure Group, LLC
Its sole member

By: /s/ Paul Kanavos

Name: Paul Kanavos
Title: President

Flag Leisure Group, LLC

By: /s/ Paul Kanavos

Name: Paul Kanavos
Title: President

MJX 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

Mitchell J. Nelson

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/s/ Mitchell J. Nelson

Robert Sillerman

/s/ Robert Sillerman

Paul Kanavos

/s/ Paul Kanavos

Brett Torino

/s/ Brett Torino

ONIROT Living Trust Dated 06/20/2000

By: /s/ Brett Torino

Name: Brett Torino

Title: Trustee

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

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

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht

Title: Chief Executive Officer

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

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By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

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.
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

SCG Hotel Management, L.L.C.

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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

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

Barry S. Sternlicht

/s/ Barry S. Sternlicht

Dated: May 3, 2007