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(q), 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 1	P NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Flag Luxury Riv, LLC						
2			ATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X			
3	SEC USE ON	SEC USE ONLY					
4	SOURCE OF	FUNDS					
	AF						
5			E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	_			
6	CITIZENSH	IP OR PLA	CE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
NUMBER SHARES			418,294				
	CIALLY	8	SHARED VOTING POWER				
EACH REPORT			0				
PERSON		9	SOLE DISPOSITIVE POWER				
			418,294				
		10	SHARED DISPOSITIVE POWER				
			0	-			
11	AGGREGATE	AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON			
	418 , 294						
12	CHECK BOX CERTAIN SE		GGREGATE AMOUNT IN ROW (11) EXCLUDES	_			
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)				
	3.36%						
14	TYPE OF RE	EPORTING					
	00						

CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Flag Luxury Properties, LLC ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |X| _____ 3 SEC USE ONLY ______ SOURCE OF FUNDS WC CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ 7 SOLE VOTING POWER NUMBER OF 0 _____ BENEFICIALLY 8 SHARED VOTING POWER OWNED BY EACH 418,294 REPORTING 9 SOLE DISPOSITIVE POWER PERSON _____ 10 SHARED DISPOSITIVE POWER 418,294 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 418,294 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 00

CUSIP NO.: 769627100

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	MJX Flag A	ssociat	es, LLC				
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X			
3	SEC USE ON						
4	SOURCE OF	 FUNDS					
	AF						
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	I_I			
6			ACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
NUMBER	S		0				
SHARES BENEFI		8	SHARED VOTING POWER				
OWNED EACH	BY		418,294				
REPORT PERSON		9	SOLE DISPOSITIVE POWER				
			0				
		10	SHARED DISPOSITIVE POWER				
			418,294				
11	AGGREGATE .	AMOUNT 1	BENEFICIALLY OWNED BY EACH REPORTING 1	PERSON			
	418,294						
12			AGGREGATE AMOUNT IN ROW (11) EXCLUDES	I_I			
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)				
	3.36%						
14	TYPE OF RE		PERSON				
	00						

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

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

			IATE BOX IF A MEMBER OF A GROUP					
2	CHECK THE	_ X						
3	SEC USE ON	LY						
4	SOURCE OF	FUNDS						
	AF							
5		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _						
6	CITIZENSHI	P OR PLA	ACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER			0					
		8	SHARED VOTING POWER	_				
OWNED EACH			418,294					
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_				
			0					
		10	SHARED DISPOSITIVE POWER					
			418,294					
11	AGGREGATE	AMOUNT I	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	N			
	418,294							
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDE:	S	_			
13	PERCENT OF	CLASS I	REPRESENTED BY AMOUNT IN ROW (11)					
	3.36%							
14	TYPE OF RE	TYPE OF REPORTING PERSON						
	00							

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

	Mitchell J.	Nelson				
2	CHECK THE A	PPROPRI	ATE BOX IF A MEMBER OF A GROUP (a	a) _ b) X		
3	SEC USE ONLY					
4	SOURCE OF F					
	00					
5	CHECK IF DI: PURSUANT TO			I_I		
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION			
	United State	es				
		7	SOLE VOTING POWER			
NUMBER SHARES			0			
	CIALLY	8	SHARED VOTING POWER			
EACH REPORT			418,294			
PERSON		9	SOLE DISPOSITIVE POWER			
			0			
		10	SHARED DISPOSITIVE POWER			
			418,294			
11	AGGREGATE AI	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PI	ERSON		
	418,294					
12	CHECK BOX II		GGREGATE AMOUNT IN ROW (11) EXCLUDES	I_I		
13	PERCENT OF (CLASS R	EPRESENTED BY AMOUNT IN ROW (11)			
	3.36%					
14	TYPE OF REP	ORTING				
	IN					
CUSIP	NO.: 769627 NAMES OF REI	PORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES O	NLY)		

ONIROT Living Trust dated 6/20/2000 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |X| ______ 3 SEC USE ONLY -----4 SOURCE OF FUNDS WC. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 1_1 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER NUMBER OF Ω SHARES ______ BENEFICIALLY 8 SHARED VOTING POWER OWNED BY EACH 418,294 REPORTING _____ 9 PERSON SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 418,294 ______ 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 418,294 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.36% ______ 14 TYPE OF REPORTING PERSON 00 -----CUSIP NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) RH1, LLC

2	CHECK THE A	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE ONLY						
4	SOURCE OF E	TUNDS					
	WC						
5			RE OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)		I_I		
6	CITIZENSHIE	P OR PLA	CE OF ORGANIZATION				
	Nevada						
			SOLE VOTING POWER				
NUMBER			418,294				
	CIALLY	8	SHARED VOTING POWER				
OWNED I			0				
REPORT PERSON		9	SOLE DISPOSITIVE POWER				
			418,294				
		10	SHARED DISPOSITIVE POWER				
			0				
11	ACCRECATE A	TMIIOM	BENEFICIALLY OWNED BY EACH REPORTING I	DFRSON	1		
11	418,294	AMOONT I	BENEFICIALLI OWNED BI EACH REPORTING I	ELINDON	V		
12	CERTAIN SHA		AGGREGATE AMOUNT IN ROW (11) EXCLUDES		1_1		
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)				
	3.36%						
14	TYPE OF REE	PORTING	PERSON				
	00						
	NO.: 769627 NAMES OF RE	EPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES (ONLY)			
	Flag Leisun	re Group	o, LLC				

2	CHECK THE	(a) (b)			
3	SEC USE ON				
4	SOURCE OF	FUNDS			
	AF				
5			E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)		I_I
6	CITIZENSHI	P OR PLA	CE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER	OF		0		
SHARES BENEFI	CIALLY	8	SHARED VOTING POWER	_	
OWNED :	BY		836,588		
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_	
			0		
		10	SHARED DISPOSITIVE POWER	_	
			836,588	_	
11	AGGREGATE	AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSC	И
	836 , 588				
12	CHECK BOX CERTAIN SH		GGREGATE AMOUNT IN ROW (11) EXCLUDE	S	1_1
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)		
	6.71%				
14	TYPE OF RE		PERSON		
	00				
		EPORTING INTIFICAT	ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
2			ntures, LLCATE BOX IF A MEMBER OF A GROUP	 (a)	

(b) |X| -----3 SEC USE ONLY -----SOURCE OF FUNDS AF 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 8 SHARED VOTING POWER OWNED BY EACH 836,588 REPORTING _____ PERSON 9 SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 836,588 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 836,588 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 1_1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.71% TYPE OF REPORTING PERSON ._____ CUSIP NO.: 769627100 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 |

3	SEC USE ONLY							
4	SOURCE OF	FUNDS						
	00							
5		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _						
6	CITIZENSH	IIP OR PLA	ACE OF ORGANIZATION					
	United St	ates						
		7	SOLE VOTING POWER					
NUMBER			0					
	CIALLY	8	SHARED VOTING POWER					
OWNED EACH	ΓING		836,588					
PERSON		9	SOLE DISPOSITIVE POWER					
			0					
		10	SHARED DISPOSITIVE POWER					
			836,588					
11	AGGREGATE	C AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING P	ERSON				
	836,588							
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	I_I				
13	PERCENT C	F CLASS F	REPRESENTED BY AMOUNT IN ROW (11)					
	6.71%							
14	TYPE OF F	REPORTING	PERSON					
	IN							
CUSIP	NO.: 7696 NAMES OF I.R.S. ID	REPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES O	NLY)				
	Paul Kana							
2	CHECK THE	APPROPRI	TATE BOX IF A MEMBER OF A GROUP (a) _				

3	SEC USE Of	NLY			
4	SOURCE OF	 FUNDS			
	00				
	00 				
5			E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)		_
	I ONDOMNI .	IO IIBN 2	(4) 01 2(6)		1_1
6	CITIZENSH	 IP OR PLA	CE OF ORGANIZATION		
	United Sta	a+ o.g			
		7	SOLE VOTING POWER		
NUMBER			0		
SHARES BENEFI	CIALLY	8	SHARED VOTING POWER		
OWNED :	BY		836,588		
REPORT				-	
PERSON		9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER	•	
			836,588		
				•	
11	AGGREGATE	AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	I
	836,588				
12	CHECK BOY	 TE TUE N	GGREGATE AMOUNT IN ROW (11) EXCLUDES		
12	CERTAIN SI		GGREGATE AMOUNT IN NOW (II) EXCLUDES		_
13	PERCENT OF	F CLASS R	EPRESENTED BY AMOUNT IN ROW (11)		
	6.71%				
14	TYPE OF RE	 EPORTING	PERSON		
	IN				
CUSIP 1	NO.: 76962 NAMES OF B		PERSONS		
_			ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	Brett Tor:	ino			
2	CHECK THE	APPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a)	 _
				(b)	

3	SEC USE O	NLY			
4	SOURCE OF	FUNDS			
	WC				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		_
6	CITIZENSH	IP OR PL	ACE OF ORGANIZATION		
	United St	ates			
		7	SOLE VOTING POWER		
NUMBER	OF		0		
SHARES BENEFIC		8	SHARED VOTING POWER		
OWNED I			836,588		
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER		
			836,588		
11 12	836,588	IF THE	BENEFICIALLY OWNED BY EACH REPORTIN AGGREGATE AMOUNT IN ROW (11) EXCLUD		NO
					· — ·
13	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	6.71%				
14	TYPE OF R	EPORTING	PERSON		
	IN				
	NO.: 7696 NAMES OF I	REPORTIN	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIE	S ONLY)	
	Rivacq LL	С			
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	· ·
3	SEC USE O	 NLY			

4	SOURCE OF FUNDS							
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		1_1			
6	CITIZENSHI	P OR PLA	ACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER	OF		627,442					
	CIALLY	8	SHARED VOTING POWER					
OWNED I			0					
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER					
			627,442					
		10	SHARED DISPOSITIVE POWER					
			0					
11	AGGREGATE A	I TNUOMA	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	4			
12	CHECK BOX I		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	;	1_1			
13	PERCENT OF	CLASS I	REPRESENTED BY AMOUNT IN ROW (11)					
	5.03%							
14	TYPE OF RE	PORTING	PERSON					
	00							
	NO.: 76962° NAMES OF RE	EPORTING	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
	SOF U.S. Ho	otel Co-	-Invest Holdings, L.L.C					
2	CHECK THE A	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)				
3	SEC USE ONI							

4	SOURCE OF	FUNDS		
	AF			
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	I_I
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
NUMBER	OF		0	
	CIALLY	8	SHARED VOTING POWER	
OWNED I			627,442	
REPORT: PERSON		9	SOLE DISPOSITIVE POWER	
			0	
		10	SHARED DISPOSITIVE POWER	
			627,442	
11 12	627,442		BENEFICIALLY OWNED BY EACH REPORTING P	ERSON
12	CERTAIN SH		ACCIDENT IN NOW (II) EXCEPTED	1_1
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	5.03%			
14	TYPE OF RE	PORTING	PERSON	
	00			
	NO.: 76962 NAMES OF R I.R.S. IDE	REPORTIN	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES C	NLY)
	SOF-VII U.	S. Hote	l Holdings, L.L.C.	
2	CHECK THE	APPROPR		a) _
				b) X

4	SOURCE OF FUNDS							
	AF							
5	CHECK IF DIS PURSUANT TO		E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)		1_1			
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION					
	Delaware							
			SOLE VOTING POWER					
NUMBER	OF		0					
		8	SHARED VOTING POWER	-				
OWNED I	3Y		627,442					
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER	-				
			0					
		10	SHARED DISPOSITIVE POWER	-				
			627,442					
				-				
11	AGGREGATE AM	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	I			
	627 , 442							
12	CHECK BOX IF CERTAIN SHAF		GGREGATE AMOUNT IN ROW (11) EXCLUDES	3	1_1			
13	PERCENT OF C	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)					
	5.03%							
14	TYPE OF REPO	ORTING	PERSON					
	00							
	NO.: 7696271 NAMES OF REF I.R.S. IDENT	PORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
	I-1/I-2 U.S.	. Holdi	ngs, L.L.C.					
2	CHECK THE AF	PPROPRI	ATE 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	CITIZENSHI	IP OR PLA	ACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
NUMBER	OF		0				
	CIALLY	8	SHARED VOTING POWER	· -			
OWNED I			627,442				
REPORT PERSON	ING	9	SOLE DISPOSITIVE POWER	· -			
			0				
		10	SHARED DISPOSITIVE POWER	-			
			627,442				
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	:S	I_I		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	5.03%						
14	TYPE OF RE	EPORTING	PERSON				
	00						
CUSIP 1	NO.: 76962 NAMES OF F I.R.S. IDE	REPORTING	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	Starwood G	Global Or	oportunity Fund VII-A, L.P.				
2	CHECK THE	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE ON						

	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			0					
		8	SHARED VOTING POWER	_				
OWNED EACH			627,442					
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_				
			0					
		10	SHARED DISPOSITIVE POWER	_				
			627,442					
12	627,442 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _							
	CERTAIN 5				<u>_</u>			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	5.03%							
14	TYPE OF REPORTING PERSON							
	PN 							
		REPORTING ENTIFICA	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES oportunity Fund VII-B, L.P.	ONLY)				
2	CHECK THE	APPROPR:	IATE BOX IF A MEMBER OF A GROUP	(a) (b)				
3	SEC USE O	NLY						
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	2					
		7	SOLE VOTING POWER				
NUMBER			0				
	CIALLY	8	SHARED VOTING POWER	_			
OWNED EACH			627,442				
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_			
			0				
		10	SHARED DISPOSITIVE POWER	_			
			627,442				
11	AGGREGAT 627,442	E AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSC	N		
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 1	I.R.S. I	REPORTING DENTIFICAT	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES Lunity Fund VII-D, L.P.	ONLY)			
2	CHECK TH	IE APPROPRI	IATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE	ONLY					
4	SOURCE C						
	WC						

5	CHECK IF DEPURSUANT TO		1_1				
6	CITIZENSHI						
	Delaware						
		7	SOLE VOTING POWER				
NUMBER SHARES			0	_			
	CIALLY BY 'ING	8	SHARED VOTING POWER				
EACH REPORT			627,442	_			
PERSON		9					
			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		REPRESENTED BY AMOUNT IN ROW (11)				
			DEDGON				
14	TYPE OF RE	SPORTING	PERSON				
	PN 						
	IP NO.: 769627100 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	APPROPRI	IATE BOX IF A MEMBER OF A GROUP				
				(b)	X		
3	SEC USE ON	NLY					
4	SOURCE OF						
	WC						

5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	D _			
 5	CITIZENSH	IP OR PL	ACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
NUMBER	OF		0				
SHARES BENEFIC DWNED E	CIALLY	8					
EACH			627,442				
REPORTI PERSON	LNG	9	SOLE DISPOSITIVE POWER				
			0				
		10	SHARED DISPOSITIVE POWER				
			627,442				
				_			
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLU	DES _			
 13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	5.03%						
 14	TYPE OF REPORTING PERSON						
	PN						
CUSTP N	NO.: 7696	27100					
1	NAMES OF	REPORTING	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITI)	ES ONLY)			
			Hospitality Fund I-1, L.P.	,			
 2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP				
				(b) X			
3	SEC USE O	NLY					
 1	SOURCE OF	FUNDS					
	WC						
 5	CHECK IF	DISCLOSU	RE OF LEGAL PROCEEDINGS IS REQUIRE	 D			

PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware -----7 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 8 SHARED VOTING POWER OWNED BY 627,442 REPORTING 9 SOLE DISPOSITIVE POWER PERSON 10 SHARED DISPOSITIVE POWER 627,442 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 627,442 ______ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 1_1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.03% 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. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ______ 3 SEC USE ONLY -----SOURCE OF FUNDS CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 1_1

6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
NUMBER	OF		0	
	CIALLY	8	SHARED VOTING POWER	_
OWNED E			627,442	
REPORT:	ING	9	SOLE DISPOSITIVE POWER	_
			0	
		10	SHARED DISPOSITIVE POWER	_
			627,442	_
11	ACCRECATE AM	MOUNT R	ENEFICIALLY OWNED BY EACH REPORTING	PERSON
11	627,442	IOONI D	ENELICIABLI OWNED DI EACH REFORTING	I BROOM
12	[,]		GGREGATE AMOUNT IN ROW (11) EXCLUDES	s _
 13	PERCENT OF C	LASS R	EPRESENTED BY AMOUNT IN ROW (11)	
	5.03%			
14	TYPE OF REPO	RTING	PERSON	
	PN			
CUSIP N	NO.: 7696271 NAMES OF REF I.R.S. IDENT	ORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
	SOF-VII Mana	gement	, L.L.C.	
2	CHECK THE AF	PROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X
3	SEC USE ONLY	·		
4	SOURCE OF FU			
	AF			
5	CHECK IF DIS		E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	I_I

	OIIIBBNONI	P OR PL	ACE OF ORGANIZATION
	Delaware		
		7	SOLE VOTING POWER
NUMBER			0
SHARES BENEFI OWNED	ICIALLY	8	SHARED VOTING POWER
EACH REPORT			627,442
PERSON		9	SOLE DISPOSITIVE POWER
			0
		10	
			627,442
11	AGGREGATE	AMOUNT :	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	627,442		
12			AGGREGATE AMOUNT IN ROW (11) EXCLUDES
13		CLASS :	REPRESENTED BY AMOUNT IN ROW (11)
	5.03% 		
1 /			
14	TYPE OF RE	PORTING	PERSON
	TYPE OF RE	PORTING	PERSON
	00		PERSON
	00 NO.: 76962 NAMES OF R	7100 EPORTIN	
CUSIP	NO.: 76962 NAMES OF R	7100 EPORTIN NTIFICA	G PERSONS
CUSIP	NO.: 76962 NAMES OF R I.R.S. IDE	7100 EPORTIN NTIFICA Managem	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
CUSIP 1	NO.: 76962 NAMES OF R I.R.S. IDE	7100 EPORTIN NTIFICA Managem APPROPR	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ent, L.L.C. IATE BOX IF A MEMBER OF A GROUP (a) _
CUSIP 1	NO.: 76962 NAMES OF R I.R.S. IDE SCG Hotel CHECK THE	7100 EPORTINA NTIFICA Managema APPROPR LY	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ent, L.L.C. IATE BOX IF A MEMBER OF A GROUP (a) _
CUSIP 12 3	NO.: 76962 NAMES OF R I.R.S. IDE SCG Hotel CHECK THE	7100 EPORTINA NTIFICA Managema APPROPR LY	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ent, L.L.C. HATE BOX IF A MEMBER OF A GROUP (b) X

6 CITIZENSHIP OR PLACE OF ORGANIZATION

	Delaware						
		7	SOLE VOTING POWER				
	S CCIALLY BY CING		0				
		8	SHARED VOTING POWER	_			
OWNED EACH REPORT			627,442	_			
PERSON		9	SOLE DISPOSITIVE POWER				
			0	_			
		10	SHARED DISPOSITIVE POWER				
			627,442	_			
11	AGGREGATE AN	MOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	N		
	627,442						
12			AGGREGATE AMOUNT IN ROW (11) EXCLUDE:	 S	I_I		
13	PERCENT OF (CLASS F	REPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF REPO	ORTING	PERSON				
	00						
CUSIP 1	NO.: 769627 NAMES OF REI I.R.S. IDEN	PORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	Starwood Cap	pital 0	Group Global, LLC				
2			TATE BOX IF A MEMBER OF A GROUP	(a) (b)	_ X		
3	SEC USE ONLY						
4	SOURCE OF FU	 JNDS					
	AF						
 5	CHECK IF DI	 SCLOSUF	RE OF LEGAL PROCEEDINGS IS REQUIRED				
	PURSUANT TO				_		
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION				

	Connecticut				
		7	SOLE VOTING POWER		
NUMBER	R OF		0		
	CIALLY	8	SHARED VOTING POWER	_	
OWNED EACH			627,442		
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_	
			0		
		10	SHARED DISPOSITIVE POWER	_	
			627,442		
				_	
11		MOUNT 1	BENEFICIALLY OWNED BY EACH REPORTING	PERSC	DN
	627,442				
12	CHECK BOX I CERTAIN SHA		AGGREGATE AMOUNT IN ROW (11) EXCLUDE:	S	1_1
13	PERCENT OF	CLASS 1	REPRESENTED BY AMOUNT IN ROW (11)		
	5.03%				
14	TYPE OF REP	ORTING	PERSON		
	00				
CUSIP 1	NO.: 769627 NAMES OF RE I.R.S. IDEN	PORTIN	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	Barry S. St	ernlic	nt		
2	CHECK THE A	PPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	_ X
3	SEC USE ONL	 Ү			
	SOURCE OF F	 UNDS			
	00				
 5			RE OF LEGAL PROCEEDINGS IS REQUIRED		
J			2(d) or 2(e)		1_1
6	CITIZENSHIP	OR PL	ACE OF ORGANIZATION		

United States

		7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY			123,200	
		8	SHARED VOTING POWER	
EACH	OWNED BY EACH		627,442	
REPORT PERSON	-	9	SOLE DISPOSITIVE POWER	
			123,200	
		10	SHARED DISPOSITIVE POWER	
			627,442	
11	AGGREGATE AN	MOUNT E	SENEFICIALLY OWNED BY EACH REPORTING F	PERSON
	750,642			
12			GGREGATE AMOUNT IN ROW (11) EXCLUDES	
12	CERTAIN SHAI		AGGREGATE AMOUNT IN ROW (II) EXCEDDES	1_1
13	PERCENT OF		REPRESENTED BY AMOUNT IN ROW (11)	
	6.02%			
14	TYPE OF REPO	ORTING	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

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 $650~\mathrm{Madison}$ 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

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

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.

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

 $\ensuremath{\mathsf{MJX}}$ 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

/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

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