RIVIERA HOLDINGS CORP Form SC 13D/A June 01, 2007

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 17)\*

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 31, 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).

CUSIP 1	NO.: 76962 NAMES OF F I.R.S. IDE	REPORTING ENTIFICAT	ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
2			ATE BOX IF A MEMBER OF A GROUP	(a)  _  (b)  X		
3	SEC USE ON	NTA 				
4	SOURCE OF	FUNDS				
	AF					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(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 <b>,</b> 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 R		G PERSONS FION 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			0	
SHARES BENEFI	CIALLY 8	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)

			TARE DOV. IT A MEMBER OF A GROUP			
2	CHECK THE	APPROPR:	IATE BOX IF A MEMBER OF A GROUP	(a) (b)		
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			
	REPORTING PERSON		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	PORTING	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 ONL	Y				
4	SOURCE OF F					
	00					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  _					
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION			
	United State	es				
		7	SOLE VOTING POWER			
NUMBER SHARES			0			
BENEFI	BENEFICIALLY 8 OWNED BY		SHARED VOTING POWER			
EACH			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 ONI	LY				
4	SOURCE OF E	TUNDS				
	WC					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  _					
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	APPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ON	ILY			
4	SOURCE OF	FUNDS			
	AF				
5	CHECK IF D		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 <b>,</b> 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 C	 ONLY		
4	SOURCE OF	FUNDS		
	00			
5			RE OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	I_I
6	CITIZENSH	IIP OR PLA	ACE OF ORGANIZATION	
	United St	ates		
		7	SOLE VOTING POWER	
NUMBER			0	
	CIALLY	8	SHARED VOTING POWER	
OWNED EACH			836,588	
REPORT 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)	· <del></del> ·
3	SEC USE O	 NLY			

4	SOURCE OF FUNDS							
	AF							
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		_			
6	CITIZENSHIE	P OR PL	ACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER SHARES	OF		319,995	_				
		8	SHARED VOTING POWER					
EACH			0					
REPORTI PERSON	LNG	9	SOLE DISPOSITIVE POWER	-				
			319,995					
		10	SHARED DISPOSITIVE POWER	-				
			0					
11	AGGREGATE A	I TNUOMA	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	N			
12	CHECK BOX I		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	·	1_1			
13	PERCENT OF	CLASS I	REPRESENTED BY AMOUNT IN ROW (11)					
	2.57%							
14	TYPE OF REE	PORTING	PERSON					
	00							
	NO.: 769627 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							

	SOURCE OF	ELINDC			
4		I ONDS			
	AF 				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	1_1	
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER	OF		0		
	CIALLY	8	SHARED VOTING POWER	-	
OWNED I			319,995		
REPORT: PERSON	-	9	SOLE DISPOSITIVE POWER	-	
			0		
		10	SHARED DISPOSITIVE POWER	-	
			319,995		
11	AGGREGATE 319,995	AMOUNT 1	BENEFICIALLY OWNED BY EACH REPORTING	PERSON	
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	s  _	
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	2.57%				
14	TYPE OF RE		PERSON		
	00				
CUSIP I	NO.: 76962	27100			
1	NAMES OF R		G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	SOF-VII U.	S. Hote	l Holdings, L.L.C.		
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a)  _  (b)  X	
3	SEC USE ON	 ILY			

ITEM 2	E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)		 I_I
ITEM 2	(d) or 2(e)		I_I
ITEM 2	(d) or 2(e)		I_I
	.CE OF ORGANIZATION		
7			
	0		
8	SHARED VOTING POWER	-	
	319,995		
9	SOLE DISPOSITIVE POWER	-	
	0		
10	SHARED DISPOSITIVE POWER	-	
	319,995		
	<del>_</del>	-	
MOUNT E	ENEFICIALLY OWNED BY EACH REPORTING	PERSO	Ŋ
THE A			_
CLASS F	EPRESENTED BY AMOUNT IN ROW (11)		
ORTING	PERSON		
PORTING		ONLY)	
. Holdi	ngs, L.L.C.		
PPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) (b)	
 Ľ			
	7 8 9 10 MOUNT B F THE A RES CLASS R CLASS R CRING FORTING HOLD HOLD HOLD HOLD HOLD HOLD HOLD HOLD	O  8 SHARED VOTING POWER  319,995  9 SOLE DISPOSITIVE POWER  0  10 SHARED DISPOSITIVE POWER  319,995  MOUNT BENEFICIALLY OWNED BY EACH REPORTING  F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES RES  CLASS REPRESENTED BY AMOUNT IN ROW (11)  DRIING PERSON  100  PORTING PERSONS FIFICATION NOS. OF ABOVE PERSONS (ENTITIES  Holdings, L.L.C.  PPROPRIATE BOX IF A MEMBER OF A GROUP	8 SHARED VOTING POWER  319,995  9 SOLE DISPOSITIVE POWER  0  10 SHARED DISPOSITIVE POWER  319,995  40UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  RES  CLASS REPRESENTED BY AMOUNT IN ROW (11)  DRTING PERSON  100  PORTING PERSONS  FIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Holdings, L.L.C.  PPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

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	3Y		319,995		
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER	_	
			0		
		10	SHARED DISPOSITIVE POWER	· <del>_</del>	
			319,995		
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	:S	I_I
13	PERCENT OF	CLASS 1	REPRESENTED BY AMOUNT IN ROW (11)		
	2.57%				
14	TYPE OF RE	PORTING	PERSON		
	00				
CUSIP 1	NO.: 76962 NAMES OF RI	EPORTIN	G PERSONS IION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	Starwood G	lobal O <sub>l</sub>	pportunity Fund VII-A, L.P.		
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	. — .
3	SEC USE ON				
4	SOURCE OF	 FUNDS			

	WC								
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		I_I				
6	 CITIZENSH	CITIZENSHIP OR PLACE OF ORGANIZATION							
	Delaware								
		7	SOLE VOTING POWER						
NUMBER			0						
	CIALLY	8	SHARED VOTING POWER	_					
OWNED EACH			319,995						
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_					
			0						
		10	SHARED DISPOSITIVE POWER	_					
			319,995						
12	319,995  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  CERTAIN SHARES   _								
13		F CLASS I	REPRESENTED BY AMOUNT IN ROW (11)						
	2.57% 								
14	TYPE OF R	EPORTING	PERSON						
	PN 								
		REPORTING ENTIFICA	G PERSONS IION 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	CITIZENS	CITIZENSHIP OR PLACE OF ORGANIZATION						
	Delaware	2						
		7	SOLE VOTING POWER					
NUMBER			0					
SHARES BENEFICI OWNED BY EACH REPORTIN PERSON	CIALLY	8	SHARED VOTING POWER	_				
	BY		319,995					
		9	SOLE DISPOSITIVE POWER	_				
			0					
		10	SHARED DISPOSITIVE POWER	_				
			319,995					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 319,995							
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  CERTAIN SHARES  _							
13	PERCENT	OF CLASS F	REPRESENTED BY AMOUNT IN ROW (11)					
	2.57%							
14	TYPE OF	REPORTING	PERSON					
	PN							
CUSIP 1	I.R.S. I	REPORTING DENTIFICAT	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES Tunity 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 DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  PURSUANT TO ITEM 2(d) or 2(e)  _					
6	CITIZENSH	IP OR PLA	ACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
NUMBER			0			
	CIALLY BY 'ING	8				
OWNED DEACH REPORT:			319,995			
		9				
			0			
		10	SHARED DISPOSITIVE POWER			
			319,995			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 319,995					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  CERTAIN SHARES					
13	PERCENT O		REPRESENTED BY AMOUNT IN ROW (11)			
	2.57%					
14	TYPE OF R	 EPORTING	PERSON			
	PN					
	P 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				(a)  _		
	CHECK INE	APPROPRI	LAIL DOX IF A MEMBER OF A GROUP	(a)  _  (b)  X		
3	SEC USE O	NLY				
4	SOURCE OF	FUNDS				
	WC					

5	CHECK IF I	D  _			
6	CITIZENSH	IP OR PL	ACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER SHARES	OF		0		
	CIALLY	8	SHARED VOTING POWER		
EACH			319,995		
REPORTI PERSON	ING	9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER		
			319,995		
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	 ES	1_1
 13			REPRESENTED BY AMOUNT IN ROW (11)		
	2.57%				
 14	TYPE OF R	EPORTING	PERSON		
	PN				
CUSIP 1	NO.: 7696 NAMES OF I	REPORTIN	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	S ONLY)	
	Starwood (	Capital I	Hospitality Fund I-1, L.P.		
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE O	NLY			
 1	SOURCE OF	FUNDS			
	WC				
 5	CHECK IF	DISCLOSU	RE 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 SHARES BENEFICIALLY 8 SHARED VOTING POWER OWNED BY 319,995 REPORTING 9 PERSON SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 319,995 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 319,995 \_\_\_\_\_\_ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 1\_1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.57% 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	CITIZENSHI	P OR PL	ACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
NUMBER	OF		0	
	CIALLY	8	SHARED VOTING POWER	-
OWNED I			319,995	
REPORT: PERSON		9	SOLE DISPOSITIVE POWER	-
			0	
		10	SHARED DISPOSITIVE POWER	-
			319,995	
				_
11		AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSON
	319 <b>,</b> 995 			
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	_   _
 13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	2.57%			
14	TYPE OF RE	PORTING	PERSON	
	PN			
CUSIP 1	NO.: 76962	7100		
1	NAMES OF R		G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
	SOF-VII U.	S. Mana	gement, L.L.C.	
 2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	· · · · · — ·
				(b)  X
 3	SEC USE ON	ILY		
4	SOURCE OF			
	AF			
 5			RE OF LEGAL PROCEEDINGS IS REQUIRED	
	PURSUANT T	O ITEM	2(d) or 2(e)	_

		1 01( 11	ACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER SHARES			0		
	ICIALLY	8	SHARED VOTING POWER	_	
EACH REPORT			319,995		
PERSON	_	9	SOLE DISPOSITIVE POWER		
			0	_	
		10			
			319,995	_	
11	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	ON
	319,995				
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	 S	  _
			DEDDE DE MOUNT DE DOIS (11)		
13	2.57%	CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
		DODEING	DEDCON		
14	TYPE OF RE	LOVITING	FERSON		
	00				
	00				
CUSIP	NO.: 76962 NAMES OF R	 7100 EPORTIN		ONLY)	
	NO.: 76962 NAMES OF R I.R.S. IDE	7100 EPORTIN NTIFICA	G PERSONS	ONLY)	
1	NO.: 76962 NAMES OF R I.R.S. IDE SCG Hotel	7100 EPORTIN NTIFICA Managem	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES		  _
1 2	NO.: 76962 NAMES OF R I.R.S. IDE SCG Hotel	7100 EPORTIN NTIFICA Managem  APPROPR	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ent, L.L.C.	 (a)	  _
12	NO.: 76962 NAMES OF R I.R.S. IDE SCG Hotel CHECK THE	7100 EPORTIN NTIFICA Managem APPROPR LY	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ent, L.L.C.	(a) (b)	  _
1 23	NO.: 76962 NAMES OF R I.R.S. IDE SCG Hotel CHECK THE	7100 EPORTIN NTIFICA Managem APPROPR LY	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ent, L.L.C	(a) (b)	  _

6 CITIZENSHIP OR PLACE OF ORGANIZATION

	Delaware				
		7	SOLE VOTING POWER		
NUMBER	OF		0		
	CIALLY	8	SHARED VOTING POWER	-	
OWNED :			319,995		
REPORT PERSON	ING	9	SOLE DISPOSITIVE POWER	-	
			0		
		10	SHARED DISPOSITIVE POWER	-	
			319,995		
11	ACCDECATE AN	MOUNT F	DENDETICIALLY OWNED BY EACH DEDODTING	DEDCO	.T
11		MOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSOI	V
12	319,995 CHECK BOX II		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	 }	I_I
 13	PERCENT OF (	 CLASS F	REPRESENTED BY AMOUNT IN ROW (11)		
	2.57%				
 14	TYPE OF REPO	 ORTING	PERSON		
	00				
CUSIP :		PORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES Group Global, LLC	ONLY)	
2					_   X
3	SEC USE ONLY	Y			
4	SOURCE OF FU	UNDS			
	AF				
5	CHECK IF DIS		RE OF LEGAL PROCEEDINGS IS REQUIRED		I_I
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION		

	Connecticut				
		7	SOLE VOTING POWER		
NUMBER			0		
	ICIALLY	8	SHARED VOTING POWER	_	
OWNED EACH			319,995		
REPORT PERSON	_	9	SOLE DISPOSITIVE POWER	_	
			0		
		10	SHARED DISPOSITIVE POWER	_	
			319,995		
				_	
11		MOUNT 1	BENEFICIALLY OWNED BY EACH REPORTING	PERSC	N
	319 <b>,</b> 995 				
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)		
2.57%					
14	TYPE OF REF	ORTING	PERSON		
	00				
	NO.: 769627				
1			G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	Barry S. St	ernlic	ht		
2	CHECK THE A	PPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	_   X
3	SEC USE ONI	 .Y			
4	SOURCE OF F	UNDS			
	00				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		I_I
6	CITIZENSHIE	OR PL	ACE OF ORGANIZATION		

United States

		7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			123,200
		8	SHARED VOTING POWER
			319,995
		9	SOLE DISPOSITIVE POWER
			123,200
		10	SHARED DISPOSITIVE POWER
			319,995
11	AGGREGATE AN	MOUNT E	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	443,195		
12			AGGREGATE AMOUNT IN ROW (11) EXCLUDES
	CERTAIN SHAI	RES	1_1
13			REPRESENTED BY AMOUNT IN ROW (11)
	3.56%		
14	TYPE OF REPO	ORTING	PERSON
	IN		

This Amendment No. 17 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, Amendment No. 12 on April 27, 2007, Amendment No. 13 on May 4, 2007; Amendment No. 14 on May 15, 2007; Amendment No. 15 on May 16, 2007 and Amendment No. 16 on May 30, 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. 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

Response unchanged.

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

Response unchanged.

#### ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby supplemented as follows:

On May 31, 2007, Rivacq, SOF Co-Invest, Arrow, Arrow Capital and Arrow Offshore Ltd., a Cayman Islands exempted company ("Arrow Cayman" and, together with Arrow and Arrow Capital, the "Arrow Parties") entered into a Stock Purchase Agreement (the "Arrow Stock Purchase Agreement"), pursuant to which (i) the Option and Voting Agreement, a copy of which was filed as Exhibit 10.9 to this Statement, was terminated, and (ii) the Arrow Parties agreed to purchase from Rivacq 307,447 shares of Common Stock.

The foregoing and subsequent references to, and descriptions of, the Arrow Stock Purchase Agreement are qualified in their entirety by reference to the Arrow Stock Purchase Agreement, the contents of which are incorporated herein by reference to Exhibit 10.26 hereto.

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

Item 5 is hereby supplemented as follows:

On May 31, 2007, pursuant to the terms of the Arrow Stock Purchase Agreement, Rivacq agreed to transfer 307,447 shares of Common Stock to the Buyers. Upon completion of such transfer, Rivacq may be deemed the beneficial owner of 319,995 shares of Common Stock, which represent approximately 2.57% of the outstanding shares of Common Stock as of February 23, 2007. SOF Co-Invest, as the sole member of Rivacq, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Each of SOF VII and Hotel Fund, as the sole members of SOF Co-Invest with 25% and 75% equity interests in SOF Co-Invest, respectively, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Each of the Opportunity Funds, as the sole members of SOF VII, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Each of the Hospitality Funds, as the sole members of Hotel Fund, may be deemed to have beneficial ownership of the foregoing shares of Common Stock. SOF VII Management, as the general partner of each of the Opportunity Funds, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Hotel Management, as the general partner of each of the Hospitality Funds, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. SCGG, as the managing member of SOF VII Management and Hotel Management, may also be deemed to have

beneficial ownership of the foregoing shares of Common Stock. Barry S. Sternlicht, as the President and CEO of SCGG and CEO of SOF VII and Hotel Fund, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Mr. Sternlicht also directly holds 123,200 shares of Common Stock, which represent approximately 1.0% of the outstanding shares of Common Stock as of February 23, 2007, and which, together with the 319,995 shares of Common Stock that he may be deemed to own beneficially in his capacity as Chairman and CEO of SCGG and as an executive officer of certain affiliates as described above, constitute approximately 3.56% of the outstanding shares of Common Stock as of February 23, 2007.

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

Item 6 is hereby supplemented as follows:

21. On May 31, 2007, Rivacq, SOF Co-Invest and the Arrow Parties entered into the Arrow Stock Purchase Agreement. A copy of the Arrow Stock Purchase Agreement is filed herewith as Exhibit 10.26 and incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby supplemented as follows:

10.26 Stock Purchase Agreement, dated as of May 31, 2007, between Arrow Partners LP, Arrow Capital Management LLC and Arrow Offshore Ltd., of the first part, and SOF U.S. Hotel Co Invest Holdings, L.L.C. and Rivacq LLC of the second part.

#### 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

/s/ Mitchell J. Nelson

\_\_\_\_\_

Robert Sillerman

/s/ Robert Sillerman

-----

Paul Kanavos

/s/ Paul Kanavos

-----

ONIROT Living Trust Dated 06/20/2000

By: /s/ Brett Torino

-----

Name: Brett Torino
Title: Trustee

Brett Torino

By: /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 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
          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.

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: June 1, 2007