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

check the following box [].

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

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

Riviera Holdings Corp. ______ (Name of Issuer) Common Stock, \$.001 per share ______ (Title of Class of Securities) 769627100 _____ ._____ (CUSIP Number) Andrew J. Perel Cadwalader, Wickersham & Taft LLP One World Financial Center New York, New York 10281 (212) 504-6656 _____ (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications) April 26, 2007 ______

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),

(Date of Event Which Requires Filing of this Statement)

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	SIP NO.: 769627100 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) 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	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 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 836,588 REPORTING 9 SOLE DISPOSITIVE POWER PERSON _____ 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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.71% _____ 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 Associates, LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) _ (b) X							
3	SEC USE ON							
4	SOURCE OF I	FUNDS						
	AF							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _							
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER	R OF		0					
SHARES BENEFI	CIALLY	8	SHARED VOTING POWER					
OWNED EACH	BY		836,588					
REPORT PERSON		9	SOLE DISPOSITIVE POWER	-				
			0					
		10	SHARED DISPOSITIVE POWER					
		10	836,588					
11	AGGREGATE A	AMOUNT I	BENEFICIALLY OWNED BY EACH REPORTING	PERSON	1			
	836,588							
12	CHECK BOX CERTAIN SHA		AGGREGATE AMOUNT IN ROW (11) EXCLUDES		I_I			
13	PERCENT OF	CLASS 1	REPRESENTED BY AMOUNT IN ROW (11)					
	6.71%							
14	TYPE OF REI		PERSON					
	00							

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

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

			TABL DOV THE A MEMBER OF A GROUP					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) _ (b) 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	S ICIALLY		0					
		8	SHARED VOTING POWER	=				
OWNED EACH			836,588					
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_				
			0					
		10	SHARED DISPOSITIVE POWER	_				
			836,588					
11	AGGREGATE	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSON				
	836,588							
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	s _				
13	PERCENT OF	CLASS E	REPRESENTED BY AMOUNT IN ROW (11)					
	6.71%							
14	TYPE OF RE	PORTING	PERSON					
	00							
CUSTP	NO.: 76962	7100						

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

	Flag Leisure	Group	, LLC					
2	CHECK THE AP	PROPRI	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	CITIZENSHIP	OR PLA	CE OF ORGANIZATION					
	Delaware							
			SOLE VOTING POWER					
NUMBER	OF		0					
	CIALLY BY ING	8	SHARED VOTING POWER					
OWNED I			836,588					
REPORT PERSON		9	SOLE DISPOSITIVE POWER					
			0					
		10	SHARED DISPOSITIVE POWER					
			836,588	_				
11	AGGREGATE AM	IOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSO:	N			
	CERTAIN SHAR	ES	GGREGATE AMOUNT IN ROW (11) EXCLUDES		_			
			EPRESENTED BY AMOUNT IN ROW (11)					
	6.71%							
14	TYPE OF REPO	RTING	PERSON					
	00							
	NO.: 7696271 NAMES OF REP I.R.S. IDENT	ORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				

	Sillerman F	Real Est	ate Ventures, LLC						
2	CHECK THE A	APPROPRI	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	CITIZENSHIE	OR PLA	CE OF ORGANIZATION						
	Delaware								
			SOLE VOTING POWER						
NUMBER			0						
	CIALLY	8							
OWNED :			836,588						
REPORT PERSON	ING	9	SOLE DISPOSITIVE POWER						
			0						
		10	SHARED DISPOSITIVE POWER						
			836,588						
11	AGGREGATE A	AMOUNT E	SENEFICIALLY OWNED BY EACH REPORTING	PERSON					
	836,588								
12	CERTAIN SHA	ARES	GGREGATE AMOUNT IN ROW (11) EXCLUDES	I	 _				
			EPRESENTED BY AMOUNT IN ROW (11)						
	6.71%								
14	TYPE OF REE	PORTING	PERSON						
	00								
	NO.: 769627 NAMES OF RE I.R.S. IDEN	EPORTING	F PERSONS TON NOS. OF ABOVE PERSONS (ENTITIES	ONLY)					
	Mitchell J.	. Nelson	1						

2	CHECK THE A	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)				
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	CITIZENSHIE	OR PLA	ACE OF ORGANIZATION					
	United Stat	ces						
		7	SOLE VOTING POWER					
NUMBER			0					
SHARES BENEFI OWNED	CIALLY	8	SHARED VOTING POWER					
EACH			836,588					
REPORT PERSON		9	SOLE DISPOSITIVE POWER					
			0					
		10	SHARED DISPOSITIVE POWER					
			836,588					
11	AGGREGATE A	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING 1	PERSON	1			
	836,588							
12	CHECK BOX I	IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES		1_1			
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)					
	6.71%							
14	TYPE OF REE	PORTING	PERSON					
	IN							
	NO.: 769627 NAMES OF RE I.R.S. IDEN	EPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES (ONLY)				
	Robert Sill	Lerman						

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) _ (b) X								
3	SEC USE ONLY								
4	SOURCE OF FU	JNDS							
	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	OF		0						
SHARES BENEFIC	CIALLY	8	SHARED VOTING POWER						
OWNED I	ВУ		836,588						
REPORT: PERSON		9	SOLE DISPOSITIVE POWER	-					
			0						
		10	SHARED DISPOSITIVE POWER	-					
			836,588						
				-					
11		MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	1				
	836 , 588 								
12	CHECK BOX II		GGREGATE AMOUNT IN ROW (11) EXCLUDES		1_1				
13	PERCENT OF (CLASS R	EPRESENTED BY AMOUNT IN ROW (11)						
	6.71%								
14	TYPE OF REPO	ORTING	PERSON						
	IN								
	CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)								
	Paul Kanavos	S 							

2	CHECK THE APPE		_ X					
3	SEC USE ONLY							
4	SOURCE OF FUNI)S						
	00							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _							
6	CITIZENSHIP OF	R PLAC	E OF ORGANIZATION					
	United States							
	5	7	SOLE VOTING POWER					
NUMBER SHARES	OF		0					
		3	SHARED VOTING POWER					
EACH	ING		836,588					
PERSON		9	SOLE DISPOSITIVE POWER					
			0					
	1	L 0	SHARED DISPOSITIVE POWER					
			836,588					
11	AGGREGATE AMOU	JNT BE	NEFICIALLY OWNED BY EACH REPORTING	PERSON				
	836 , 588							
12	CHECK BOX IF TO CERTAIN SHARES		GREGATE AMOUNT IN ROW (11) EXCLUDES		1_1			
13	PERCENT OF CLA	ASS RE	PRESENTED BY AMOUNT IN ROW (11)					
	6.71%							
14	TYPE OF REPORT	 ΓING P	ERSON					
	IN							
	NO.: 769627100 NAMES OF REPOR I.R.S. IDENTIE RH1, LLC	RTING	PERSONS ON NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
2	CHECK THE APPE	ROPRIA	TE BOX IF A MEMBER OF A GROUP	(a) (b)				

3	SEC USE ONLY							
4	SOURCE OF	 FUNDS						
	WC							
5			E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	1_1				
6	CITIZENSH	IP OR PLA	CE OF ORGANIZATION					
	Nevada							
		7	SOLE VOTING POWER					
NUMBER	OF		418,294					
	CIALLY	8	SHARED VOTING POWER					
OWNED I			0					
REPORT: PERSON		9	SOLE DISPOSITIVE POWER					
			418,294					
		10	SHARED DISPOSITIVE POWER					
			0					
11	AGGREGATE	AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING I	PERSON				
12	CHECK BOX CERTAIN SE		GGREGATE AMOUNT IN ROW (11) EXCLUDES	I_I				
13	PERCENT OF	F CLASS R	EPRESENTED BY AMOUNT IN ROW (11)					
	3.36%							
14	TYPE OF RE	EPORTING	PERSON					
	00							
CUSIP 1	NO.: 76962 NAMES OF F I.R.S. IDE	REPORTING ENTIFICAT	ION NOS. OF ABOVE PERSONS (ENTITIES (DNLY)				
2	CHECK THE	APPROPRI	ATE BOX IF A MEMBER OF A GROUP	 (a)				

3	SEC USE (ONLY			
4	SOURCE O	 F FUNDS			
1	BOOKOE O	1 1000			
	AF 				
5			E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	I	_1
6	CITIZENS	HIP OR PLAC	CE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER	OF		418,294		
SHARES BENEFIC	עדזגדי	0	SHARED VOTING POWER		
OWNED E		0	SHARED VOIING FOWER		
EACH REPORTI	INC		0		
PERSON	LING	9	SOLE DISPOSITIVE POWER		
			418,294		
		10	SHARED DISPOSITIVE POWER		
			0		
	AGGREGATI	E AMOUNT BI	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	
12	CHECK BOX		GGREGATE AMOUNT IN ROW (11) EXCLUDES		_l
13		OF CLASS RI	EPRESENTED BY AMOUNT IN ROW (11)		
	3.36% 				
14	TYPE OF I	REPORTING I	PERSON		
	00				
CUSIP N		REPORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	FC208, L				
2	CHECK THI		ATE BOX IF A MEMBER OF A GROUP	(a) (b)	

3	SEC USE O	NLY			
4	SOURCE OF	FUNDS			
	AF				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		I_I
6	CITIZENSH	IP OR PLA	ACE OF ORGANIZATION		
	Colorado				
		7	SOLE VOTING POWER		
NUMBER	OF		0		
	CIALLY	8	SHARED VOTING POWER		
OWNED :			418,294		
REPORT PERSON	ING	9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER		
			418,294		
11	AGGREGATE	AMOUNT F	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	N
	418,294				
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUDES		I_I
 13	PERCENT O	 F CLASS F	REPRESENTED BY AMOUNT IN ROW (11)		
	3.36%				
14	TYPE OF RI	EPORTING	PERSON		
	00				
	NO.: 76962 NAMES OF I	REPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	TTERB Liv	ing Trust	dated 6/20/2000		
2	CHECK THE	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)	
 3	SEC USE O	NLY			

4	SOURCE OF FUNDS							
	AF							
5			RE OF LEGAL PROCEEDINGS IS REQUIRED		I_I			
6	CITIZENSHIE	OR PLA	ACE OF ORGANIZATION					
	Nevada							
		7	SOLE VOTING POWER					
NUMBER	OF		0					
		8	SHARED VOTING POWER	-				
OWNED I			418,294					
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER	-				
			0					
		10	SHARED DISPOSITIVE POWER	-				
			418,294					
11	AGGREGATE A	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSON	N			
12	CHECK BOX I		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	3	I_I			
13	PERCENT OF	CLASS E	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)				
	Brett Torir	10						
2	CHECK THE A	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)				
3	SEC USE ONI							

4	SOURCE OF	FUNDS				
	WC					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _					
6	CITIZENSHI	IP OR PL	ACE OF ORGANIZATION			
	United Sta	ates				
		7	SOLE VOTING POWER			
NUMBER			0			
	CIALLY	8	SHARED VOTING POWER			
OWNED :	BY		418,294			
REPORT PERSON		9	SOLE DISPOSITIVE POWER			
			0			
		10	SHARED DISPOSITIVE POWER			
			418,294			
11	AGGREGATE 418,294	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDES			
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)			
	3.36%					
14	TYPE OF RE	EPORTING	PERSON			
	IN					
	NO.: 76962 NAMES OF F I.R.S. IDE	REPORTIN	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Rivacq LLC	C				
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP (a) _ (b) X			

4	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 PLA	ACE OF ORGANIZATION				
	Delaware						
			SOLE VOTING POWER				
NUMBER			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		MOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSO!	N		
	627,442						
12	CHECK BOX I		AGGREGATE AMOUNT IN ROW (11) EXCLUDE:	S	1_1		
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF REP	ORTING	PERSON				
	00						
	CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	SOF U.S. Ho	tel Co-	-Invest Holdings, L.L.C				
2	CHECK THE A	PPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE ONL	Y					

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	OF		0			
SHARES BENEFI	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		I_I	
13	PERCENT OF	CLASS E	REPRESENTED BY AMOUNT IN ROW (11)			
	5.03%					
14	TYPE OF RE	PORTING	PERSON			
	00					
	NO.: 76962 NAMES OF R I.R.S. IDE	EPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
	SOF-VII U.	S. Hote	l Holdings, L.L.C.			
2	CHECK THE	APPROPRI	IATE BOX IF A MEMBER OF A GROUP	(a) (b)		
3	SEC USE ON					

	AF						
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _						
6	 CITIZENSH	IP OR PL	ACE OF ORGANIZATION				
	Delaware						
		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				
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUDE:	 S	I_I		
			DEDDEGENEED DV AMOUNT IN DOW (11)				
13	5.03%	r CLASS I	REPRESENTED BY AMOUNT IN ROW (11)				
	7.03% TYPE OF R		DEDCON				
14	00	LFORTING	FERSON				
		REPORTING ENTIFICA	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES ings, L.L.C.	ONLY)			
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE O	NLY					
4	SOURCE OF	FUNDS					

	AF						
5		F DISCLOSUF	I_I				
6	CITIZENS	SHIP OR PLA	ACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
NUMBER			0				
	CIALLY	8	SHARED VOTING POWER	_			
OWNED :			627,442				
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_			
			0				
		10	SHARED DISPOSITIVE POWER	-			
			627,442				
11	AGGREGAT 627,442	TE AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSON			
12	CHECK BC		AGGREGATE AMOUNT IN ROW (11) EXCLUDE:	s _			
13	PERCENT	OF CLASS R	REPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF REPORTING PERSON						
	00						
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 TH	HE APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X			
3	SEC USE	ONLY					
4	SOURCE C	OF FUNDS					
	WC						

5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _						
6	CITIZENSHI						
	Delaware						
		7	SOLE VOTING POWER				
NUMBER SHARES	OF		0	_			
		8	SHARED VOTING POWER				
EACH REPORT	TNG		627,442	_			
PERSON		9	SOLE DISPOSITIVE POWER				
			0				
		10	SHARED DISPOSITIVE POWER	•			
			627,442				
11	AGGREGATE 627,442	AMOUNT I	BENEFICIALLY OWNED BY EACH REPORTING	PERSON			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _						
13	PERCENT OF		REPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF RE	PORTING	PERSON				
	PN						
	CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	Starwood G	Global Op	oportunity Fund VII-B, L.P.				
2	CHECK THE	APPROPR:	IATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X			
3	SEC USE ON	ILY					
4	SOURCE OF	FUNDS					
	WC						

5			RE OF LEGAL PROCEEDINGS IS REQUIRES 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	LING	9	SOLE DISPOSITIVE POWER	
			0	
		10	SHARED DISPOSITIVE POWER	
			627,442	
				_
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUI	DES _
13		F CLASS 1	REPRESENTED BY AMOUNT IN ROW (11)	
	5.03%		DEDCOM	
14	TYPE OF R	EPORTING	PERSON	
	PN 			
CUSIP N 1	NO.: 7696 NAMES OF I.R.S. ID	REPORTING	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIE	ES ONLY)
	Starwood	US Opport	cunity Fund VII-D, L.P.	
2	CHECK THE	APPROPR:	IATE BOX IF A MEMBER OF A GROUP	(a) _ (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 US Opportunity Fund VII-D-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 PL	ACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
NUMBER			0			
SHARES BENEFI		8	SHARED VOTING POWER			
OWNED EACH			627,442			
REPORT PERSON	_	9	SOLE DISPOSITIVE POWER			
			0			
		10	SHARED DISPOSITIVE POWER			
			627,442			
11	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING I	PERSON		
	627,442					
12	CHECK BOX I CERTAIN SHA	ARES	AGGREGATE AMOUNT IN ROW (11) EXCLUDES	1_1		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	5.03%					
14	TYPE OF REPORTING PERSON					
	PN					
	NO.: 769627					
1	NAMES OF RE		G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES (ONLY)		
	Starwood Ca	pital	Hospitality Fund I-1, L.P.			
2	CHECK THE A	 APPROPR		(a) _ (b) X		
3	SEC USE ONI	Y				
4	SOURCE OF F	UNDS				
	WC					
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	I_I		

	CITIZENSIII	P OR PL	ACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
NUMBER			0	
	ICIALLY	8	SHARED VOTING POWER	
OWNED EACH			627,442	
REPORT PERSON		9	SOLE DISPOSITIVE POWER	
			0	
		10		
			627,442	
11	ACCRECATE	ΔM∩IINT '	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	627,442	AMOUNT .	DENEFICIALLI OWNED DI EACH REFORTING FERSON	
12		TE THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES	
12	CERTAIN SH		_	
13			REPRESENTED BY AMOUNT IN ROW (11)	
10	5.03%	021100	10110011111	
14	TYPE OF RE	PORTING	PERSON	
14	TYPE OF RE	PORTING	PERSON	
14		PORTING	PERSON	
			PERSON	
	PN NO.: 76962 NAMES OF R	7100 EPORTIN	G PERSONS	
	PN NO.: 76962 NAMES OF R I.R.S. IDE	7100 EPORTIN NTIFICA	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C	7100 EPORTIN NTIFICA apital	G PERSONS	
CUSIP	PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C	7100 EPORTIN NTIFICA apital	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P.	
CUSIP 1	PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C	7100 EPORTIN NTIFICA apital APPROPR	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P. IATE BOX IF A MEMBER OF A GROUP (a) _	
CUSIP 1	PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C CHECK THE	7100 EPORTIN NTIFICA apital APPROPR	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P. IATE BOX IF A MEMBER OF A GROUP (a) _	
CUSIP 1	PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C CHECK THE SEC USE ON	7100 EPORTINA NTIFICA apital APPROPR LY	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P. IATE BOX IF A MEMBER OF A GROUP (a) _	
CUSIP 12 3	PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C CHECK THE SEC USE ON	7100 EPORTINA NTIFICA apital APPROPR LY	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P.	
CUSIP 12 3	PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C CHECK THE SEC USE ON SOURCE OF WC	7100 EPORTINA NTIFICA apital APPROPR LY FUNDS	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P.	

6 CITIZENSHIP OR PLACE OF ORGANIZATION

	Delaware				
		7	SOLE VOTING POWER		
NUMBER			0		
SHARES BENEFI OWNED	CIALLY	8	SHARED VOTING POWER	_	
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) EXCLUDES	 S	1_1
13	PERCENT OF (CLASS F	REPRESENTED BY AMOUNT IN ROW (11)		
	5.03%				
14	TYPE OF REPO	ORTING	PERSON		
	PN				
CUSIP 1	NO.: 7696273 NAMES OF REI	PORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	SOF-VII Mana	agement	., L.L.C.		
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 DIS		RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION		

	Delaware						
		7	SOLE VOTING POWER				
NUMBER			0				
	CIALLY	8	SHARED VOTING POWER	_			
OWNED EACH	BY		627,442				
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_			
			0				
		10	SHARED DISPOSITIVE POWER	_			
			627,442				
				_			
11	AGGREGATE AI	MOUNT I	BENEFICIALLY OWNED BY EACH REPORTING	PERSC	N		
	627,442						
12	CHECK BOX II		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	S	1_1		
13	PERCENT OF	CLASS I	REPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF REP	ORTING	PERSON				
	00						
	NO.: 769627 NAMES OF RE	PORTING		OMT W			
			TION NOS. OF ABOVE PERSONS (ENTITIES	ONLI)			
	SCG Hotel M						
2	CHECK THE A	PPROPR.	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	_ X		
3	SEC USE ONL	 Y					
 4	SOURCE OF F	 UNDS					
	AF						
 5	CHECK IF DI	 SCLOSUI	RE OF LEGAL PROCEEDINGS IS REQUIRED				
	PURSUANT TO				1_1		
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION				

Delaware SOLE VOTING POWER NUMBER OF Ω SHARES _____ BENEFICIALLY 8 SHARED VOTING POWER OWNED BY EACH 627,442 REPORTING 9 SOLE DISPOSITIVE POWER PERSON 10 SHARED DISPOSITIVE POWER 627,442 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 627,442 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 12 CERTAIN SHARES ______ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.03% 14 TYPE OF REPORTING PERSON 00 ______ CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Starwood Capital Group Global, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |X| ______ 3 SEC USE ONLY ______ 4 SOURCE OF FUNDS AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 1_1 6 CITIZENSHIP OR PLACE OF ORGANIZATION Connecticut

		7	SOLE VOTING POWER		
NUMBER OF			0		
	ICIALLY	8	SHARED VOTING POWER		
OWNED EACH			627,442		
REPORT PERSON		9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER		
			627,442		
11	AGGREGATE A	AMOUNT 1	BENEFICIALLY OWNED BY EACH REPORTING	F PERSC	N
	627,442				
12	CHECK BOX T		AGGREGATE AMOUNT IN ROW (11) EXCLUDI	ES	1_1
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	5.03%				
14	TYPE OF RE	PORTING	PERSON		
	00				
	NO.: 76962				
1	NAMES OF RE		G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	S ONLY)	
	Barry S. St	ernlic	ht		
2	CHECK THE A	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ONI				
4	SOURCE OF E				
	00				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED		
			2(d) or 2(e)		1_1
6	CITIZENSHI	OR PL	ACE OF ORGANIZATION		
	United Stat	ces			

		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 AN	MOUNT E	ENEFICIALLY OWNED BY EACH REPORTING PERSO	ON
	750,642			
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES			
	CERTAIN SHARES _			1_1
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	6.02%			
14	TYPE OF REPORTING PERSON			
	IN			

This Amendment No. 12 amends and supplements the statement on Schedule 13D (the "Statement") originally filed with the Securities and Exchange Commission on December 28, 2005, and amended by Amendment No. 1 on March 3, 2006, Amendment No. 2 on March 23, 2006, Amendment No. 3 on April 5, 2006, Amendment No. 4 on May 18, 2006, Amendment No. 5 on August 2, 2006, Amendment No. 6 on August 4, 2006, Amendment No. 7 on March 12, 2007, Amendment No. 8 on March 23, 2007, Amendment No. 9 on March 26, 2007, Amendment No. 10 on March 30, 2007 and Amendment No. 11 on April 17, 2007 by Flag Luxury Riv, LLC; Flag Luxury Properties, LLC; MJX Flag Associates, LLC; Flag Leisure Group, LLC; Sillerman Real Estate Ventures, LLC; LMN 134 Family Company LLC; Mitchell Nelson; Robert Sillerman; Paul Kanavos; RH1, LLC; Metro Investment, LLC; FC208, LLC; TTERB Living Trust dated 6/20/2000; Brett Torino; Rivacq LLC; SOF U.S. Hotel Co-Invest Holdings, L.L.C.; SOF-VII US Hotel Holdings, L.L.C.; I-1/I-2 U.S. Holdings, L.L.C.; Starwood Global Opportunity Fund VII-A, L.P.; Starwood Global Opportunity Fund VII-B, L.P.; Starwood U.S. Opportunity Fund VII-D, L.P.; Starwood U.S. Opportunity Fund VII-D-2, L.P.; Starwood Capital Hospitality Fund I-1, L.P.; Starwood Capital Hospitality Fund I-2, L.P.; SOF-VII Management, L.L.C.; SCG Hotel Management, L.L.C.; Starwood Capital Group Global, LLC; and Barry S. Sternlicht with respect to the common stock, par value \$0.001 per share, of Riviera Holdings Corporation, a Nevada corporation. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Statement. From and after the date hereof, all references in the Statement to the Statement or terms of similar import shall be deemed to refer to the Statement as amended and supplemented hereby.

The Reporting Persons have entered into a Fourth Amended and Restated

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

ITEM 1. SECURITY AND ISSUER

Response unchanged.

ITEM 2. IDENTITY AND BACKGROUND

Response unchanged.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Response unchanged.

ITEM 4. PURPOSE OF TRANSACTION

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

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

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

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY

Response unchanged.

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

Item 6 is hereby supplemented as follows:

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

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby supplemented as follows:

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

SIGNATURE

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

Flag Luxury Riv, LLC

By: /s/ Paul Kanavos

Name: Paul Kanavos Title: President

Flag Luxury Properties, LLC

By: /s/ Paul Kanavos

Name: Paul Kanavos Title: President

MJX Flag Associates, LLC

By: /s/ Robert Sillerman

Name: Member

Title: Robert Sillerman

Flag Leisure Group, LLC

By: /s/ Paul Kanavos

Name: Paul Kanavos Title: President

Sillerman Real Estate Ventures, LLC

By: /s/ Robert Sillerman

Name: Robert Sillerman

Title: Member

LMN 134 Family Company LLC

By: /s/ Mitchell J. Nelson

Name: Mitchell J. Nelson Title: Managing Member

Mitchell J. Nelson

/s/ Mitchell J. Nelson

[Amendment No. 12 to Schedule 13D]

Robert Sillerman

/s/ Robert Sillerman

Paul Kanavos

/s/ Paul Kanavos

RH1, LLC

By: Metro Investment, LLC Its sole member

By: FC208, LLC Member

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

By: /s/ Brett Torino

Name: Brett Torino Title: Trustee

Metro Investment, LLC

By: FC208, LLC Member

By: TTERB Living Trust dated 6/20/2000

Its sole member

By: /s/ Brett Torino

Name: Brett Torino Title: Trustee

FC208, LLC

By: TTERB Living Trust dated 6/20/2000

Its sole member

By: /s/ Brett Torino

Name: Brett Torino Title: Trustee

[Amendment No. 12 to Schedule 13D]

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TTERB Living Trust dated 6/20/2000
                          By: /s/ Brett Torino
                               _____
                          Name: Brett Torino
                          Title: Trustee
                          Brett Torino
                          /s/ Brett Torino
                          Rivacq LLC
                          By: SOF U.S. Hotel Co-Invest Holdings, L.L.C.
                             By: SOF-VII U.S. Hotel Holdings, L.L.C.
                                 By: /s/ Barry S. Sternlicht
                                      ______
                                 Name: Barry S. Sternlicht
                                 Title: Chief Executive Officer
                             By: I-1/I-2 U.S. Holdings, L.L.C.
                                 By: /s/ Barry S. Sternlicht
                                 Name: Barry S. Sternlicht
                                 Title: Chief Executive Officer
                          SOF U.S. Hotel Co-Invest Holdings, L.L.C.
                          By: SOF-VII U.S. Hotel Holdings, L.L.C.
                             By: /s/ Barry S. Sternlicht
                             Name: Barry S. Sternlicht
                             Title: Chief Executive Officer
                          By: I-1/I-2 U.S. Holdings, L.L.C.
                             By: /s/ Barry S. Sternlicht
                             Name: Barry S. Sternlicht
                             Title: Chief Executive Officer
[Amendment No. 12 to Schedule 13D]
                          SOF-VII U.S. Hotel Holdings, L.L.C.
                          By: /s/ Barry S. Sternlicht
                               ______
                          Name: Barry S. Sternlicht
                          Title: Chief Executive Officer
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I-1/I-2 U.S. Holdings, L.L.C.
                            By: /s/ Barry S. Sternlicht
                                 _____
                           Name: Barry S. Sternlicht
                           Title: Chief Executive Officer
                           Starwood Global Opportunity Fund VII-A, L.P.
                            By: SOF-VII Management, L.L.C.
                               Its general partner
                               By: Starwood Capital Group Global, L.L.C.
                               Its General manager
                                      By: /s/ Barry S. Sternlicht
                                      Name: Barry S. Sternlicht
                                      Title: Chief Executive Officer
                            Starwood Global Opportunity Fund VII-B, L.P.
                            By: SOF-VII Management, L.L.C.
                               Its general partner
                               By: Starwood Capital Group Global, L.L.C.
                                   Its General manager
                                      By: /s/ Barry S. Sternlicht
                                           _____
                                      Name: Barry S. Sternlicht
                                      Title: Chief Executive Officer
                            Starwood U.S. Opportunity Fund VII-D, L.P.
                            By: SOF-VII Management, L.L.C.
                               Its general partner
                               By: Starwood Capital Group Global, L.L.C.
                               Its General manager
                                      By: /s/ Barry S. Sternlicht
                                      Name: Barry S. Sternlicht
                                      Title: Chief Executive Officer
[Amendment No. 12 to Schedule 13D]
                            Starwood U.S. Opportunity Fund
                           VII-D-2, L.P.
                            By: SOF-VII Management, L.L.C.
                               Its general partner
                               By: Starwood Capital Group Global, L.L.C.
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Its General manager

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht Title: Chief Executive Officer

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

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

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

Its General manager

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

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

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

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

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

SOF-VII Management, L.L.C.

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

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht Title: Chief Executive Officer

[Amendment No. 12 to Schedule 13D]

SCG Hotel Management, L.L.C.

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

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht Title: Chief Executive Officer

Starwood Capital Group Global, LLC

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht Title: Chief Executive Officer

Barry S. Sternlicht

/s/ Barry S. Sternlicht

Dated: April 27, 2007