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RIVIERA HOLDINGS CORP  
Form 10-Q  
November 12, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

Mark One

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the quarterly period ended September 30, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-21430

Riviera Holdings Corporation  
(Exact name of Registrant as specified in its charter)

Nevada

88-0296885

(State or other jurisdiction of  
incorporation or organization)

(IRS Employer Identification No.)

2901 Las Vegas Boulevard South, Las Vegas, Nevada

89109

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number,  
including area code

(702) 794-9527

Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to such  
filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is an accelerated filer  
(as defined in Rule 12b-2 of the Exchange Act). Yes \_\_\_ No

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE LAST FIVE YEARS

Indicate by check mark whether the registrant has filed all  
documentation and reports required to be filed by Section 12, 13, or 15(d) of  
the Securities Exchange Act of 1934 subsequent to the distribution of securities  
under a plan confirmed by a court.

Yes \_\_\_ No \_\_\_

APPLICABLE ONLY TO CORPORATE REGISTRANTS

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of November 4, 2004, there were 3,960,085 shares of Common Stock, \$.001 par value per share, outstanding.

### RIVIERA HOLDINGS CORPORATION

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors  
Riviera Holdings Corporation

We have reviewed the accompanying condensed consolidated balance sheet of Riviera Holdings Corporation (the "Company") and subsidiaries as of September 30, 2004, and the related condensed consolidated statements of operations and of cash flows for the three and nine months ended September 30, 2004 and 2003. These financial statements are the responsibility of the Company's management.

We conducted our review, in accordance with standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures to financial data and of making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to such condensed consolidated financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Riviera Holdings Corporation as of December 31, 2003, and the related consolidated statements of operations, shareholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated March 12, 2004, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2003, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

DELOITTE & TOUCHE LLP

November 8, 2004  
Las Vegas, Nevada

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RIVIERA HOLDINGS CORPORATION		
CONDENSED CONSOLIDATED BALANCE SHEETS		
(In Thousands, except share amounts)	September 30	December 31
	2004	2003
	(Unaudited)	
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 24,477	\$ 19,344
Accounts receivable, net	3,711	2,990
Inventories	1,930	2,026
Prepaid expenses and other assets	4,252	3,001
	-----	-----
Total current assets	34,370	27,361
PROPERTY AND EQUIPMENT, Net	177,213	180,293
OTHER ASSETS, Net	9,481	11,438
DEFERRED INCOME TAXES	2,446	2,446
	-----	-----
TOTAL	\$ 223,510	\$ 221,538
	=====	=====
<b>LIABILITIES AND SHAREHOLDERS' DEFICIENCY</b>		
<b>CURRENT LIABILITIES:</b>		
Current portion of long-term debt	\$ 1,525	\$ 3,750
Accounts payable	9,199	8,072
Line of credit		2,000
Accrued interest	6,990	1,096
Accrued expenses	15,960	14,870
	-----	-----
Total current liabilities	33,674	29,788
OTHER LONG-TERM LIABILITIES	4,996	5,912
	-----	-----
LONG-TERM DEBT, Net of current portion	215,441	215,875
	-----	-----
<b>SHAREHOLDERS' DEFICIENCY:</b>		
Common stock (\$.001 par value; 20,000,000 shares authorized; 5,170,608 and 5,166,208 shares issued at September 30, 2004 and December 31, 2003, respectively)	5	5
Additional paid-in capital	13,751	13,733
Treasury stock (1,682,358 shares and 1,687,957 shares at September 30, 2004 and December 31, 2003, respectively)	(11,283)	(11,320)
Accumulated Deficit	(33,074)	(32,455)
	-----	-----
Total stockholders' deficiency	(30,601)	(30,037)
	-----	-----
TOTAL	\$ 223,510	\$ 221,538
	=====	=====

See notes to condensed consolidated financial statements

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RIVIERA HOLDINGS CORPORATION  
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (unaudited)  
 FOR THE THREE AND NINE MONTHS ENDED  
 SEPTEMBER 30, 2004 AND 2003

(In thousands, except per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
REVENUES:	2004	2003	2004	2003
Casino	\$27,548	\$27,215	\$84,177	\$80,683
Rooms	11,672	11,040	35,889	33,494
Food and beverage	8,588	8,567	26,454	25,109
Entertainment	5,499	4,981	15,726	13,851
Other	1,971	2,024	6,137	6,034
	-----	-----	-----	-----
Total revenues	55,278	53,827	168,383	159,171
Less promotional allowances	4,661	4,854	14,512	14,379
	-----	-----	-----	-----
Net revenues	50,617	48,973	153,871	144,792
	-----	-----	-----	-----
COSTS AND EXPENSES:				
Direct costs and expenses of operating departments:				
Casino	13,550	14,425	40,886	42,392
Rooms	6,602	6,377	19,622	18,721
Food and beverage	6,162	5,840	18,129	16,893
Entertainment	3,825	3,182	10,602	9,057
Other	755	747	2,194	2,105
Other operating expenses:				
General and administrative	10,257	10,812	31,333	30,512
Development and project costs	1,010		1,010	
Depreciation and amortization	3,646	3,949	10,348	12,330
	-----	-----	-----	-----
Total costs and expenses	45,807	45,332	134,124	132,010
	-----	-----	-----	-----
INCOME FROM OPERATIONS	4,810	3,641	19,747	12,782
	-----	-----	-----	-----
OTHER (EXPENSE) INCOME :				
Interest expense	(6,804)	(6,794)	(20,382)	(20,548)
Interest income	6		16	18
	-----	-----	-----	-----
Total other expense	(6,798)	(6,794)	(20,366)	(20,530)
	-----	-----	-----	-----
LOSS BEFORE INCOME TAXES	(1,988)	(3,153)	(619)	(7,748)
INCOME TAXES				
	-----	-----	-----	-----
NET LOSS	\$ (1,988)	\$ (3,153)	\$ (619)	\$ (7,748)
	=====	=====	=====	=====
LOSS PER SHARE DATA:				
Loss per share:				
Basic	\$ (0.57)	\$ (0.91)	\$ (0.18)	\$ (2.23)
	-----	-----	-----	-----
Diluted	\$ (0.57)	\$ (0.91)	\$ (0.18)	\$ (2.23)

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Weighted-average common shares outstanding	3,488	3,477	3,487	3,473
Weighted-average common and common equivalent shares	3,488	3,477	3,487	3,473

See notes to condensed consolidated financial statements

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RIVIERA HOLDINGS CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

FOR THE THREE AND NINE MONTHS ENDED  
SEPTEMBER 30, 2004 AND 2003

	Three Months Ended September 30, 2004		Nine Months Ended September 30, 2004	
	2004	2003	2004	2003

CASH FLOWS FROM OPERATING ACTIVITIES:

Net loss	(\$1,988)	(\$3,153)	(\$619)	(\$7,748)
Adjustments to reconcile net loss to net cash provided by operating activities:				
Depreciation and amortization	3,646	3,949	10,348	12,330
Provision for bad debts	57	69	34	225
Provision for gaming discounts				7
Interest expense	6,804	6,788	20,382	20,548
Interest paid	(226)	(212)	(12,482)	(12,600)
Changes in operating assets and liabilities:				
Decrease (increase) in accounts receivable	(1,476)	(719)	(755)	183
Decrease (increase) in inventories	7	(9)	97	274
Increase in prepaid expenses and other assets	(998)	(538)	(1,250)	(425)
Increase (decrease) in accounts payable	(35)	992	1,127	448
Increase (decrease) in accrued liabilities	1,096	834	1,089	(1,068)
Increase (decrease) in deferred compensation plan liability		7	(118)	19
Increase in deferred income taxes		517		518
Decrease in non-qualified pension plan obligation to CEO upon retirement	(412)	(426)	(1,250)	(916)
Net cash provided by operating activities	6,475	8,099	16,603	11,795

CASH FLOWS FROM INVESTING ACTIVITIES:

Capital expenditures - Las Vegas, Nevada	(1,266)	(1,512)	(5,505)	(2,294)
Capital expenditures - Black Hawk, Colorado	(435)	(713)	(1,742)	(1,163)

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Increase in other assets	905	(80)	721	(458)
	-----	-----	-----	-----
Net cash (used in) investing activities	(796)	(2,305)	(6,526)	(3,915)
	-----	-----	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:				
Payments on long-term borrowings	(939)	(899)	(3,012)	(2,585)
Proceeds from long-term borrowings	58		50	
Payments on line of credit			(2,000)	
Increase in paid-in capital		18	18	69
Purchase of deferred comp treasury stock				(8)
Issuance of restricted stock				25
	-----	-----	-----	-----
Net cash (used in) financing activities	(881)	(881)	(4,944)	(2,499)
	-----	-----	-----	-----
INCREASE IN CASH AND CASH EQUIVALENTS	4,798	4,913	5,133	5,381
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	19,679	20,688	19,344	20,220
	-----	-----	-----	-----
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$24,477	\$25,601	\$24,477	\$25,601
	=====	=====	=====	=====
SUPPLEMENTAL DISCLOSURE OF NONCASH FINANCING ACTIVITIES:				
Property acquired with debt and accounts payable	\$447	\$472	\$447	\$472

See notes to condensed consolidated financial statements

RIVIERA HOLDINGS CORPORATION  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Nature of Operations

Riviera Holdings Corporation ("RHC") and its wholly owned subsidiary, Riviera Operating Corporation ("ROC") (together with their wholly-owned subsidiaries, the "Company"), were incorporated on January 27, 1993, in order to acquire all assets and liabilities of Riviera, Inc. Casino-Hotel Division on June 30, 1993, pursuant to a plan of reorganization. The Company operates the Riviera Hotel & Casino (the "Riviera Las Vegas") on the Strip in Las Vegas, Nevada.

In August 1995, Riviera Gaming Management, Inc. ("RGM") was incorporated in the State of Nevada as a wholly owned subsidiary of ROC for the purpose of obtaining management contracts in Nevada and other jurisdictions.

In February 2000, the Company opened its casino in Black Hawk, Colorado, which is owned through Riviera Black Hawk, Inc. ("RBH"), a wholly-owned subsidiary of ROC. Riviera Gaming Management of Colorado, Inc. is a wholly-owned subsidiary of RGM and manages the Black Hawk casino.

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On March 15, 2002, Riviera Gaming Management of New Mexico, Inc. ("RGM New Mexico") was incorporated in the State of New Mexico as a wholly owned subsidiary of RHC. We filed an application with the New Mexico Racing Commission in March of 2002 for a "racino" in Hobbs, New Mexico. We and three other prospective licensees made presentations to the Commission in November of 2003. The Commission awarded the racino license to one of the other applicants and we wrote off \$1.3 million of costs associated with the project in the fourth quarter of 2003.

On June 5, 2002, Riviera Gaming Management of Missouri, Inc. ("RGM Missouri") was incorporated in the State of Missouri as a wholly owned subsidiary of RHC to develop a casino project in Jefferson County, Missouri, approximately 27 miles south of the center of St. Louis, Missouri. In August 2004 the Missouri Gaming Commission awarded the license to one of the other applicants and we wrote off \$600,000 of costs associated with the project in the third quarter of 2004. We also reclassified \$410,000 previously included as general and administrative expenses, which resulted in total development and project costs of \$1,010,000.

Casino operations are subject to extensive regulation in the states of Nevada and Colorado by the respective Gaming Control Boards and various other state and local regulatory agencies. Management believes that the Company's procedures comply, in all material respects, with the applicable regulations for supervising casino operations, recording casino and other revenues, and granting credit.

### Principles of Consolidation

The consolidated financial statements include the accounts of RHC, its wholly-owned subsidiary ROC, and various direct or indirect wholly owned subsidiaries. All material intercompany accounts and transactions have been eliminated.

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The financial information at September 30, 2004 and for the three and nine months ended September 30, 2004 and 2003 is unaudited. However, such information reflects all adjustments (consisting solely of normal and recurring adjustments) that are, in the opinion of management, necessary for a fair presentation of the financial position, results of operations, and cash flows for the interim periods. The results of operations for the three and nine month periods ended September 30, 2004 and 2003, respectively, are not necessarily indicative of the results for the entire year. These financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2003, included in the Company's Annual Report on Form 10-K.

### Earnings Per Share

Basic per share amounts are computed by dividing net loss by weighted average shares outstanding during the period. Diluted net loss per share amounts are computed by dividing net loss by weighted average shares outstanding plus the dilutive effect of common share equivalents. The effect of options outstanding was not included in diluted calculations for the three and nine months ended September 30, 2004 and 2003 since the Company incurred a net loss and their effect would have been antidilutive. The number of potentially dilutive options was 194,739 and 147,118 for the three and nine months ended September 30, 2004, respectively, and 206,500 and 78,000 for the three and nine months ended September 30, 2003, respectively.

### Income Taxes



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The cash flow projections used by the Company in the application of Statement of Accounting Financial Standards ("SFAS") No. 109 for the realization of deferred tax assets indicate that a valuation allowance should be recorded on the tax benefits earned by the Company in 2003 and 2004. The estimates used to determine the remaining valuation allowance are based upon recent operating results and budgets for future operating results. These estimates are made using assumptions about the economic, social and regulatory environments in which we operate. These estimates could be impacted by numerous unforeseen events including changes to regulations affecting how the Company operates the business, changes in the labor market or economic downturns in the areas where the Company operates.

### Estimates and Assumptions

The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported period. Significant estimates used by the Company include estimated useful lives for depreciable and amortizable assets, certain accrued liabilities and the estimated allowance for receivables. Actual results may differ from estimates.

### Stock-Based Compensation

As of September 30, 2004, the Company has two stock-based employee compensation plans. The effect of stock options in the income statement is reported in accordance with Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. The Company has adopted the disclosure-only provisions of SFAS No. 123, Accounting for Stock-Based Compensation. Accordingly, no compensation cost has been recognized for stock options issued under the stock option plan, as all options granted had an exercise price equal to the market value of the underlying common stock on the date of grant.

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No compensation cost has been recognized for unexercised options remaining in the stock option plans. Had compensation cost for the Company's stock option plans been determined based on the fair value at the date of grant for awards consistently with the provisions of SFAS No. 123 (using an intrinsic value method), the Company's net loss and pro forma net loss per common share and common share equivalent would have been increased to the pro forma amounts indicated below for three and nine months ended September 30 (in thousands, except per share amounts):

	September 30,		September 30,	
	2004	2003	2004	2003
Net (loss) as reported	\$(1,988)	\$(3,153)	\$(619)	\$(7,748)
Deduct: Total stock-based employee compensation expense determined under fair value-based methods for awards net of related tax effects	12	67	36	184

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	----- \$ (2,000) =====	----- \$ (3,220) =====	----- \$ (655) =====	----- \$ (7,932) =====
Net (loss) pro forma				
Basic (loss) per common share-as reported	\$ (0.57)	\$ (0.91)	\$ (0.18)	\$ (2.23)
Basic (loss) per common share-pro forma	\$ (0.57)	\$ (0.93)	\$ (0.19)	\$ (2.28)
Diluted (loss) per common and common share equivalent as reported	\$ (0.57)	\$ (0.91)	\$ (0.18)	\$ (2.23)
Diluted (loss) per common and common share equivalent pro forma	\$ (0.57)	\$ (0.93)	\$ (0.19)	\$ (2.28)

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions used for grants 2003: dividend yield of 0%; expected volatility of 52%; risk-free interest rate of 2.27%; and expected live of 10 years. No options have been granted in 2004. The weighted fair value of options granted to directors in 2003 was \$2.69 per share calculated under the Black-Scholes option pricing model.

During the third quarter of 2004, we determined that 132,500 stock options, which we had attempted to grant under our stock option plans between July 15, 2003 and May 10, 2004, could not be granted because those plans had expired on June 30, 2003. Prior to this determination, we had reported those options as being outstanding and unexercised. We are currently considering alternatives to rectify this situation for directors, officers and employees to whom we intended to grant such options.

### Recently Issued Accounting Standards

The Financial Accounting Standards Board has issued a proposed standard that will impact the accounting for share-based payments. The standard, which is proposed to be effective for periods beginning after June 15, 2005, would require that we recognize an expense for our share-based payments, including stock options. We are currently evaluating the provisions of this proposed standard to determine its impact on our future financial statements.

### 2. OTHER ASSETS

Other assets at September 30, 2004 and 2003 include deferred loan fees of approximately \$8.1 million and \$9.7 million, respectively, associated with the 2002 refinancing of the Company's debt, which is being amortized over the 8-year life of the indebtedness.

### 3. LONG-TERM DEBT AND COMMITMENTS

On June 26, 2002, we issued 11% Senior Secured Notes with a principal amount of \$215 million, substantially all of which were later exchanged for our Securities Act of 1933-registered Notes with substantially the same terms (collectively, the "11% Notes"). The 11% Notes were issued at a discount in the amount of \$3.2 million. The discount is being amortized over the 8-year life of the 11% Notes. The Company incurred fees of approximately \$9.3 million with the issuance of the 11% Notes, which are included in other assets and are being amortized to interest expense over the term of the indebtedness.

Effective July 26, 2002, we entered into a \$30 million, five-year revolving

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credit arrangement with a financial institution. Terms of the arrangement include interest at prime plus .75 percent or a LIBOR -derived rate. There were no advances outstanding on this revolver at September 30, 2004. The Company incurred loan fees of approximately \$1.5 million, which are being expensed over the term of the arrangement. Fees are due monthly based on .5 percent of the unused portion of the credit line.

#### 4. LEGAL PROCEEDINGS

The Company is a party to several routine lawsuits, either as plaintiff or as defendant, arising from the normal operations of a hotel or casino. The Company does not believe that the outcome of such litigation, in the aggregate, will have a material adverse effect on its financial position or results of its operations.

#### 5. STOCK REPURCHASES

There were no shares of treasury stock purchased by the Deferred Compensation Plan (the "Plan") during the nine months ended September 30, 2004 and 1,703 shares purchased at \$4.27 per share during the nine months ended September 30, 2003. The Plan distributed 5,569 shares to participants during the nine months ended September 30, 2004 as required by the terms of the Plan.

#### 6. ISSUANCE OF RESTRICTED STOCK

There were no shares of our stock issued under the Restricted Stock Plan for executive compensation during the nine months ended September 30, 2004 and 5,435 shares, valued at \$4.60 per share, issued during the nine months ended September 30, 2003.

#### 7. GUARANTOR INFORMATION

The 11% Notes and the \$30 million line of credit are guaranteed by our restricted subsidiaries. These guaranties are full, unconditional, and joint and several. RGM Missouri and RGM New Mexico are unrestricted subsidiaries and are not guarantors of the 11% Notes. Their financial position and results of operations are not material to the Company's consolidated financial position or results of operations. Their primary assets have been written off.

#### 8. SUBSEQUENT EVENTS

Subsequent to September 30, 2004 non-insiders exercised 156,000 options and insiders exercised 189,500 options.

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#### 9. SEGMENT DISCLOSURES

The Company determines its segments based upon review process of the chief decision maker who reviews by geographic gaming market segments: Riviera Las Vegas and Riviera Black Hawk. The key indicator reviewed by the chief decision maker is EBITDA as defined below. All intersegment revenues have been eliminated.

	Three months ended		Nine months ended	
	September 30,		September 30,	
(Dollars in thousands)	2004	2003	2004	2003
Net revenues:				

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Riviera Las Vegas	\$ 36,815	\$ 35,944	\$ 113,575	\$ 107,706
Riviera Black Hawk	13,802	13,029	40,296	37,086
	-----	-----	-----	-----
Total net revenues	\$ 50,617	\$ 48,973	\$ 153,871	\$ 144,792
	=====	=====	=====	=====
EBITDA (1) (2):				
Riviera Las Vegas	\$ 5,709	\$ 5,073	\$ 21,352	\$ 18,476
Riviera Black Hawk	4,418	3,579	12,926	10,114
	-----	-----	-----	-----
Total property EBITDA	10,127	8,652	34,278	28,590
	-----	-----	-----	-----
Other costs and expenses:				
Corporate Expenses (2)	661	1,062	3,173	3,478
Depreciation	3,646	3,949	10,348	12,330
Development and project costs	1,010	0	1,010	0
Interest Expense	6,804	6,794	20,382	20,548
Interest Income	(6)	-	(16)	(18)
	-----	-----	-----	-----
Total other costs and expenses	12,115	11,805	34,897	36,338
	-----	-----	-----	-----
Net Loss	\$ (1,988)	\$ (3,153)	\$ (619)	\$ (7,748)
	=====	=====	=====	=====

(1) EBITDA consists of earnings before interest, income taxes, depreciation, amortization and development and project costs. EBITDA is presented solely as a supplemental disclosure because management believes that it is 1) a widely used measure of operating performance in the gaming industry, and 2) a principal basis for valuation of gaming companies by certain analysts and investors. Management uses property-level EBITDA (earnings before interest, income taxes, depreciation, amortization and corporate expense) as the primary measure of the Company's business segment properties' performance, including the evaluation of operating personnel. EBITDA should not be construed as an alternative to operating income, as an indicator of the Company's operating performance, as an alternative to cash flows from operating activities, as a measure of liquidity, or as any other measure determined in accordance with generally accepted accounting principles. The Company has significant uses of cash flows, including capital expenditures, interest payments and debt principal repayments, which are not reflected in EBITDA. Also, other companies that report EBITDA information may calculate EBITDA in a different manner than the Company.

(2) Development and project costs associated with the Missouri casino project totaling \$600,000 were written off during the quarter and \$410,000 of Missouri casino project costs included in corporate expenses in the first two quarters of 2004 were reclassified as development and project costs in the current quarter and, therefore, were added back to EBITDA in the current quarter.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overall Outlook

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We own and operate the Riviera Hotel and Casino on the Strip in Las Vegas, Nevada ("Riviera Las Vegas"), and the Riviera Black Hawk Casino in Colorado ("Riviera Black Hawk").

Our capital expenditures for Las Vegas are geared to maintain the hotel rooms and amenities in sufficient condition to compete for customers in the convention market and the mature adult customer. Room rates and slot revenues are the primary factors driving our operating margins. We use technology to maintain labor costs at a reasonable level, including kiosks for hotel check-in and slot club redemptions. In addition, we are in the process of updating our gaming monitoring systems, and adding the capability for "ticket-in/ticket-out" ("TITO") on our slot machines. As of October 31, 2004 substantially all of our slot machines had been converted to the new gaming monitoring system. By the end of 2004 we anticipate that we will have 560 slot machines, or approximately 40 percent of our slot machines in Las Vegas, on TITO. Depending upon the success of these conversions, we may accelerate the conversion of the remaining machines or we may convert them based on normal replacement schedules. If we accelerate the process, we would have to finance the additional slot machine purchases by using our revolving credit facility or separate financing arrangements for \$5 million to \$10 million.

In Black Hawk, the \$5 maximum bet restricts table games to a minimum and the area is basically a "locals" slot customer market. Our capital expenditures in Black Hawk are geared to maintain competitive slot machines compared to the market. The Colorado gaming authorities approved TITO systems for Riviera Black Hawk on December 16, 2003. By the end of 2004 we anticipate that we will have approximately 500 slot machines, or 50 percent of our slot machines in Black Hawk, on TITO. Again, depending upon the success of these conversions, we may accelerate the conversion of the remaining machines or we may convert them based on normal replacement schedules. If we accelerate the process, we would have to finance the additional slot machine purchases by using our revolving credit facility or separate financing arrangements for approximately \$3 million.

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Three Months Ended September 30, 2004 Compared to Three Months Ended September 30, 2003

The following table sets forth, for the periods indicated, certain operating data for Riviera Las Vegas and Riviera Black Hawk. Income from Operations includes intercompany management fees.

(In Thousands)	Third Quarter 2004	2003	Incr/ (Decr)	% Incr/ (Decr)
	----	----	-----	-----
Net revenues:				
Riviera Las Vegas	\$36,815	\$35,944	\$871	2.4%
Riviera Black Hawk	13,802	13,029	773	5.9%
	-----	-----	---	
Total Net Revenues	\$50,617	\$48,973	\$1,644	3.4%

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	=====	=====	=====	
Income (Loss) from Operations				
Riviera Las Vegas	\$3,592	\$2,556	\$1,036	40.5%
Riviera Black Hawk	2,889	2,147	742	34.6%
	-----	-----	-----	
Property Income from Operations	6,481	4,703	1,778	37.8%
Development and Project Costs	(1,010)	-	(1,010)	
Corporate Expenses	(661)	(1,062)	401	37.8%
	-----	-----	-----	
Total Income from Operations	\$4,810	\$3,641	\$1,169	32.1%
	=====	=====	=====	
Operating Margins				
Riviera Las Vegas	9.8%	7.1%	2.7%	
Riviera Black Hawk	20.9%	16.5%	4.4%	
Consolidated	9.5%	7.4%	2.1%	

### Riviera Las Vegas

#### Revenues

Riviera Las Vegas is following the trend on the Las Vegas Strip with net revenues increasing \$871,000 or 2.4 percent in the third quarter compared to the same period last year.

Casino revenues were down 3.9 percent compared to the third quarter of last year, as the business mix of customers in our hotel rooms this quarter included more convention guests who generally have a lower gaming profile but pay higher room rates. We have completed the installation of our new slot monitoring system on substantially all of our machines. The system provides us with new marketing tools. We recently began using these new tools and have initiated promotions and direct mail offers, which we believe will stimulate our gaming revenues in a cost-effective manner. We are on track to complete the conversion of approximately 560 slot machines (40 percent of our total) to TITO by the end of 2004.

Room revenue increased \$632,000, or 5.7 percent, from \$11.1 million in 2003 to \$11.7 million in 2004 due to an increase in convention room nights. Hotel occupancy decreased to 90.6 percent, from last year's 96.7 percent, while average daily room rate increased \$7.91 from \$57.32 in 2003 to \$65.23 in 2004. Rev Par (revenue per available room) increased 6.6 percent or \$3.67 to \$59.12 compared with \$55.45 for the third quarter last year. Convention room nights represented 33 percent of total occupancy and 43 percent of the revenue, as the average daily room rate ("ADR") was over \$84 for this sector of our business.

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Entertainment revenue increased \$594,000, or 12.2 percent; from \$4.9 million in 2003 to \$5.5 million in 2004 primarily due to an increase of 17,000 cash tickets sold this quarter compared to the same quarter last year.

Promotional allowances decreased by approximately \$391,000, or 10.1 percent, from \$3.9 million during 2003 to \$3.5 million during 2004 primarily due to more restrictive promotional policies and decreased casino activity.

#### Costs and Expenses

Food and beverage departmental costs and expenses increased by 8.5 percent in the 2004 quarter, due primarily to higher payroll and operating costs.

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Entertainment departmental costs and expenses increased by 23.4 percent in the quarter, due primarily to increased show ticket sales.

### Income from Operations

Income from operations in Las Vegas increased \$1.0 million, or 40.5 percent, from \$2.6 million in 2003 to \$3.6 million in 2004 due to the \$871,000 or 2.4 percent increase in net revenues as explained above and a \$237,000 decrease in depreciation expenses due to assets becoming fully depreciated.

### Riviera Black Hawk

#### Revenues

Net revenues increased by approximately \$773,000, or 5.9 percent from \$13.0 million in 2003 to \$13.8 million in 2004. Food and beverage revenues were approximately \$1.5 million in 2004, of which \$1.2 million was complimentary (promotional allowance).

The third quarter benefited from the continued strength of our marketing programs. We continue to invest our marketing dollars in areas that profitably build slot revenues and market share. We were able to achieve record results even though the primary highway providing access to the market was closed 11 days in September for repairs.

Gaming revenue in the Black Hawk/Central City Market continued to grow in the third quarter. Improved economic conditions in the Denver Metro area and effective marketing programs by casinos in the market appear to be the driving force behind this growth. The new access road is expected to be open before year-end. This new road will provide additional access to the Black Hawk/Central City Market, expanding the capabilities of the market to handle additional weekend traffic.

#### Income From Operations

Income from operations in Black Hawk, Colorado increased \$742,000, or 34.6 percent, from \$2.1 million in 2003 to \$2.9 million in 2004 due to the \$773,000 increase in net revenues. Our operating margins increased from 16.5 percent in the third quarter of 2003 to 20.9 percent in the third quarter of 2004.

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### Consolidated Operations

#### Other Costs and Expenses

Development and project costs associated with the Missouri casino project totaling \$600,000 were written off during the quarter and \$410,000 of Missouri casino projects included in corporate expenses in the first two quarters of 2004 were reclassified as development and project costs in the current quarter.

Corporate expenses also decreased in 2004 as a result of reduced professional fees and costs associated with business proposals and shareholder meeting proposals.

#### Net Income (Loss)

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Net loss decreased \$1.2 million from a net loss of \$3.2 million in 2003 to a net loss of \$2.0 million in 2004 due primarily to increased net revenues of \$1.6 million.

Nine Months Ended September 30, 2004 Compared to Nine Months Ended September 30, 2003

The following table sets forth, for the periods indicated, certain operating data for Riviera Las Vegas and Riviera Black Hawk. Operating Income includes intercompany management fees.

(In Thousands)	Nine Months Ended 2004	2003	Incr/ (Decr)	% Incr/ (Decr)
	----	----	-----	-----
Net revenues:				
Riviera Las Vegas	\$113,575	\$107,706	\$5,869	5.4%
Riviera Black Hawk	40,296	37,086	3,210	8.7%
	-----	-----	-----	
Total Net Revenues	\$153,871	\$144,792	\$9,079	6.3%
	=====	=====	=====	
Income (Loss) from Operations				
Riviera Las Vegas	\$15,435	\$10,509	\$4,926	46.9%
Riviera Black Hawk	8,495	5,751	2,744	47.7%
	-----	-----	-----	
Property Income from Operations	23,930	16,260	7,670	47.2%
Development and Project Costs	(1,010)	-	(1,010)	
Corporate Expenses	(3,173)	(3,478)	305	8.8%
	-----	-----	---	
Total Income from Operations	\$19,747	\$12,782	\$6,965	54.5%
	=====	=====	=====	
Operating Margins				
Riviera Las Vegas	13.6%	9.8%	3.8%	
Riviera Black Hawk	21.1%	15.5%	5.6%	
Consolidated	12.8%	8.8%	4.0%	

Riviera Las Vegas

Revenues

Net revenues increased approximately \$5.9 million, or 5.4 percent, from \$107.7 million in 2003 to \$113.6 million in 2004 due primarily to increased revenues in Hotel, Food and Beverage and Entertainment.

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Room revenue increased \$2.4 million, or 7.2 percent, from \$33.5 million in 2003 to \$35.9 million in 2004 due to an increase in convention room nights and an overall increase in average room rate. Hotel occupancy was comparable to last year at 94.0 percent and ADR increased \$5.11 to \$64.92 in 2004 from \$59.81 in 2003. Rev Par (revenue per available room) increased 8.0 percent or \$4.50 to \$60.76. We believe airline seat capacity increases and the general state of the economy are driving these increases.

Food and beverage revenues increased \$1.4 million, or 6.8 percent, from \$20.7 million in 2003 to \$22.1 million in 2004 due to increased average sale per customer in all our outlets.



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Entertainment revenues increased by approximately \$2.0 million, or 14.9 percent, from \$13.7 million during 2003 to \$15.7 million during 2004 due primarily to a 20 percent increase in ticket sales.

### Costs and Expenses

Casino expenses decreased \$1.6 million or 6.5 percent from \$25.3 million in 2003 to \$23.7 million in 2004 due to reduced casino marketing costs and payroll reductions.

Rooms departmental costs and expenses increased by 4.5 percent due in part to the wage scale increases under the renewed union contracts.

Food and beverage costs increased \$1.6 million, or 10.6 percent, as a result of increased covers in all outlets and wage scale increases under the renewed union contracts.

Entertainment costs increased \$1.7 million, or 19.3 percent, as a result of increased ticket sales.

### Income from Operations

Income from operations in Las Vegas increased \$4.9 million, or 46.9 percent, from \$10.5 million in 2003 to \$15.4 million in 2004 based on increased net revenues of \$5.9 million and a decrease in depreciation of approximately \$1.7 million due to assets becoming fully depreciated.

### Riviera Black Hawk

#### Revenues

Net revenues increased by approximately \$3.2 million, or 8.7%, from \$37.1 million in 2003 to \$40.3 million in 2004. Casino revenues increased \$3.7 million, or 10.4%, from \$35.1 million in 2003 to \$38.8 million in 2004.

Riviera Black Hawk continues to refine its marketing efforts by regularly measuring the success rates of its programs, while monitoring the offerings of competitors. The operation is attempting to strike a balance between player incentives, gaming product, food offerings and entertainment as its primary marketing programs. Year-to-date the market has grown by 3.1 percent. Improved economic conditions in the Denver Metro area and effective marketing programs by casinos in the market appear to be the driving force behind this growth.

### Income from Operations

Income from operations in Black Hawk, Colorado increased \$2.7 million, or 47.7%, from \$5.8 million in 2003 to \$8.5 million in 2004 as a result of refining direct marketing and promotional programs for the casino to match the economic conditions in the Denver area.

### Consolidated Operations

#### Other Costs and Expenses

Interest expense decreased \$166,000 due to reduced interest associated with equipment financing. Interest expense on the \$215 million 11% Senior

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Secured Notes issued by the Company (the "11% Notes") of \$17.7 million plus related amortization of loan fees and other financing costs totaled approximately \$19.0 million in 2004. Interest expense on equipment and other financing totaled approximately \$1.4 million for the first nine months of 2004.

### Net Income (Loss)

Net loss decreased \$7.1 million from a net loss of \$7.7 million in 2003 to net loss of \$619,000 in 2004 due primarily to the \$7.0 million increase in operating income and the \$166,000 decrease in net interest costs.

### Liquidity and Capital Resources

At September 30, 2004, the Company had cash and cash equivalents of \$24.5 million. The cash and cash equivalents increased \$5.1 million during the first nine months of 2004, as a result of \$16.6 million of cash provided by operations, \$6.5 million of cash outflow for investing activities and \$5.0 million outflow for financing activities. Cash balances include amounts that could be required to fund our Chief Executive Officer's pension obligation in a rabbi trust with 5 days notice. (See Note 7 to the 2003 annual consolidated financial statements, Other Long-Term Liabilities, included in Form 10-K as filed with the Securities and Exchange Commission (the "SEC")). The Company continues to pay Mr. Westerman \$250,000 per quarter from his pension plan. In exchange for these payments, Mr. Westerman has agreed to continue his forbearance of his right to receive full transfer of his pension fund balance to the rabbi trust. This does not limit his ability to give the five-day notice at any time. Although there is no current intention to require this funding, under certain circumstances the Company might have to disburse approximately \$5.4 million for this purpose in a short period.

We believe that cash flow from operations, combined with the \$24.5 million cash and cash equivalents and the \$30 million revolving credit facility, will be sufficient to cover our debt service and enable investment in budgeted capital expenditures for the balance of 2004 for both the Las Vegas (\$2.5 million) and Black Hawk (\$1.6 million) properties.

Cash flow from operations may not to be sufficient to pay 100% of the principal of the 11% Notes at maturity on June 15, 2010. Accordingly, our ability to repay the 11% Notes at maturity may be dependent upon our ability to refinance them. There can be no assurance that we will be able to refinance the principal amount of the 11% Notes at maturity.

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The 11% Notes provide that, in certain circumstances, we must offer to repurchase the 11% Notes, upon the occurrence of a change of control, at 101% of the principal amount. Each holder of 11% Notes would have the right but not the obligation to accept this offer. In the event of such mandatory redemption or repurchase of a substantial portion of the 11% Notes prior to maturity, we would be unable to pay this obligation without a refinancing.

At any time prior to June 15, 2005, we may on any one or more occasions redeem up to 35% of the aggregate principal amount of the 11% Notes at a redemption price of 111% of the principal amount, plus accrued and unpaid interest and liquidated damages, if any, to the redemption date, with the net cash proceeds of one or more public equity offerings; provided that:

- (1) at least 65% of the aggregate principal amount of the 11% Notes remains outstanding immediately after the occurrence of such redemption (excluding such notes held by us); and

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(2) the redemption occurs within 45 days of the date of the closing of such public equity offering.

Except pursuant to the preceding paragraph, the 11% Notes are not redeemable at our option prior to June 15, 2006.

On or after June 15, 2006, we may redeem all or part of the 11% Notes upon not less than 30 nor more than 60 days' notice, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest and liquidated damages, if any, on the 11% Notes redeemed, to the applicable redemption date, if redeemed during the twelve-month period beginning on June 15 of the years indicated below:

Year	Percentage
----	-----
2006 .....	105.500%
2007.....	103.667%
2008.....	101.833%
2009 and thereafter.....	100.000%

The 11% Notes and the \$30 million revolving credit facility contain certain covenants, which limit our ability, subject to certain exceptions, to do, among other things, the following: (i) incur additional indebtedness; (ii) pay dividends or other distributions, repurchase capital stock or other equity interests or subordinated indebtedness; (iii) enter into certain transactions with affiliates; (iv) create certain liens or sell certain assets; and (v) enter into certain mergers and consolidations. As a result of these restrictions, our ability to incur additional indebtedness to fund operations or to make capital expenditures is limited. In the event that cash flow from operations is insufficient to cover cash requirements, we would be required to curtail or defer certain capital expenditure programs under these circumstances, which could have an adverse effect on operations.

At September 30, 2004, we believe that we are in compliance with the covenants of the 11% Notes and the \$30 million revolving credit facility.

Las Vegas Land Valuation

Our location on the Las Vegas Strip will continue to see more foot traffic as the Hilton Grand Vacations Club time-shares, Wynn Las Vegas and recently announced luxury condominium projects draw more people to the north end. Riviera Las Vegas is located on 26 acres of prime real estate on the north end of the Las Vegas Strip. Recent land transactions on the Las Vegas Strip are indicators that the land in our financial statements has a fair market value well in excess of its \$21 million recorded book value.

Recently Issued Accounting Standards

The Financial Accounting Standards Board ("FASB") has issued a proposed standard that will impact the accounting for share-based payments. The standard, which is proposed to be effective for periods beginning after June 15, 2005, would require that we recognize an expense for our share-based payments, including stock options. We are currently evaluating the provisions of this

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proposed standard to determine its impact on our future financial statements.

### AMEX Listing

Riviera Holdings Corporation owns and operates the Riviera Hotel and Casino on the Las Vegas Strip and the Riviera Black Hawk Casino in Black Hawk, Colorado. Riviera is traded on the American Stock Exchange ("AMEX") under the symbol RIV. Informal discussions with AMEX staff indicate that the Company may meet the standards of AMEX policy Sec. 1003(a). According to that policy, AMEX will not normally consider suspending dealings in or delisting the securities of a company, which is below the earnings or net worth standards if the Company is in compliance with the following:

- (1) Total value of market capitalization of at least \$50,000,000; or total assets and revenue of \$50,000,000 each in its last fiscal year, or in two of its last three fiscal years; and
- (2) The company has at least 1,000,000 shares publicly held, a market value of publicly held shares of at least \$15,000,000 and at least 400 round lot shareholders.

### Stock Options

During the third quarter of 2004, we determined that 132,500 stock options, which we had attempted to grant under our stock option plans between July 15, 2003 and May 10, 2004, could not be granted because those plans had expired on June 30, 2003. Prior to this determination, we had reported those options as being outstanding and unexercised. We are currently considering alternatives to rectify this situation for directors, officers and employees to whom we intended to grant such options.

### Critical Accounting Policies

A description of our critical accounting policies and estimates can be found in Part 1., Item 7 of our 2003 Form 10-K and for a more extensive discussion of our accounting policies, see Note 1, Summary of Significant Accounting Policies, in the Notes to the Consolidated Financial Statements in our 2003 Form 10-K filed with the SEC on March 16, 2004.

### Forward-Looking Statements

This report includes "forward-looking statements," as defined in Section 21E of the Securities Exchange Act of 1934, as amended ("the Exchange Act"). Statements in this report regarding future events or conditions, including statements regarding industry prospects and our expected financial position and business and financing plans, are forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Important factors that could cause actual results to differ materially from our expectations are disclosed in this report as well as in our most recent annual report on Form 10-K, and include our substantial leverage, the risks associated with the possible expansion of our business, as well as factors that affect the gaming industry generally. We caution you not to place undue reliance on these

forward-looking statements, which speak only as of the date of this report. We undertake no obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Specific factors that might cause actual results to differ from our expectations or might cause us to modify our plans or objectives include, but are not limited

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to:

- o the availability and adequacy of our cash flow to meet our requirements, including payment of amounts due under our indebtedness;
  - o our substantial indebtedness, debt service requirements and liquidity constraints;
  - o risks related to our 11% Notes and to high-yield securities and gaming securities generally;
  - o changes in our business strategy, capital improvements or development plans;
  - o the need for additional capital to support capital improvements and development;
  - o competition in the gaming industry, including the availability and success of alternative gaming venues and other entertainment attractions;
  - o economic, competitive, demographic, business and other conditions in our local and regional markets;
  - o changes or developments in laws, regulations or taxes in the gaming industry;
  - o actions taken or omitted to be taken by third parties, including our customers, suppliers, and competitors as well as legislative, regulatory, judicial and other governmental authorities;
  - o a decline in the public acceptance of gaming;
  - o changes in personnel or compensation, including federal or state minimum wage requirements;
  - o our failure to obtain, delays in obtaining, or the loss of any, licenses, permits or approvals, including gaming and liquor licenses, or the limitation, conditioning, suspension or revocation of any such licenses, permits or approvals, or our failure to obtain an unconditional renewal of any such licenses, permits or approvals on a timely basis;
  - o the loss of any of our casino facilities due to terrorist acts, casualty, weather, mechanical failure or any extended or extraordinary maintenance or inspection that may be required;
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- o other adverse conditions, such as economic downturns, changes in general customer confidence or spending, increased transportation costs, travel concerns or weather-related factors, that may adversely affect the economy in general and/or the casino industry in particular; and
  - o factors relating to the current state of world affairs and any future acts of terrorism or any other destabilizing events in the United States or elsewhere.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risks relating to our operations result primarily from changes in interest rates. We invest our cash and cash equivalents in U.S. Treasury Bills with maturities of 30 days or less. Such investments are generally not affected by changes in interest rates.

As of September 30, 2004, we had \$217.0 million in borrowings. The borrowings include \$215 million in 11% Notes maturing in 2010 and capital leases maturing at various dates through 2005. The interest rate on the 11% Notes is fixed. The equipment loans and capital leases have interest rates ranging from 5.4% to 13.5%. Our borrowings also include \$651,000 in a special improvement district bond offering with the City of Black Hawk. Our share of the debt on the SID bonds of \$1.2 million which has been payable over the ten years beginning in 2000. The SID bonds bear interest at 5.5%.

Interest Rate Sensitivity

Principal (Notational Amount by Expected Maturity)  
Average Interest Rate

(Dollar amounts in thousands)	2004	2005	2006	2007	2008	Thereafter	Total	Fair Value at 9/30/04
Long Term Debt Including Current Portion								
Equipment loans and capital leases Las Vegas	\$ 200	\$ 740	\$ 645	\$ 685	\$ 109		\$2,379	\$ 2,379
Average interest rate	7.2%	6.4%	6.0%	6.0%	6.0%			
11% Senior Secured Notes						\$ 215,000	\$215,000	\$ 236,500
Less unamortized Discount						\$ (2,309)	\$ (2,309)	\$ (2,309)
Average interest rate						11.8%		
Capital leases								
Black Hawk, Colorado	\$ 587	\$ 658					\$1,245	\$ 1,245
Average interest rate	10.8%	10.8%						
Special Improvement District Bonds								
Black Hawk, Colorado	\$ -	\$116	\$124	\$129	\$137	\$145	\$651	\$ 651
Average interest rate	5.5%	5.5%	5.5%	5.5%	5.5%	5.5%		
Total all long-term debt, including current portion	\$787	\$1,514	\$769	\$814	\$246	\$212,836	\$216,966	\$238,466
Other Long Term Liabilities								
CEO pension plan obligation	\$250	\$1,000	\$1,000	\$1,000	\$1,000	\$1,160	\$5,410	\$5,410
	11.8%	11.8%	11.8%	11.8%	11.8%	11.8%		
	-----	-----	-----	-----	-----	-----	-----	-----
	\$1,037	\$2,514	\$1,769	\$1,814	\$1,246	\$213,996	\$222,376	\$243,876
	=====	=====	=====	=====	=====	=====	=====	=====

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### Item 4. Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-14(c) and 15d-14(c) under the Exchange Act) as of the end of the period covered by this quarterly report. Based on such evaluation, those officers have concluded that, as of the end of the period, our disclosure controls and procedures are effective.

### Part II. OTHER INFORMATION

#### Item 1. Legal Proceedings

We are a party to several routine lawsuits, either as plaintiff or as defendant, arising from the normal operations of a hotel or casino. We do not believe that the outcome of such litigation, in the aggregate, will have a material adverse effect on our financial position or results of operations.

#### Item 6. Exhibits and Reports on Form 8-K.

(a) See list of exhibits on page 24.

(b) During the third quarter of 2004, the Company filed reports on Form 8-K on July 13, July 26, August 24, September 2 and September 29, 2004. The Form 8-K filing on July 13, 2004 reported Items 5 and 7. The Form 8-K filings on August 24, September 2 and September 29, 2004 reported items 8.01 and 9.01. The Form 8-K filing on July 26 reported Items Nos. 7, 9 and 12 and contained summary financial information for the Company's second quarter.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

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By: /s/ William L. Westerman  
William L. Westerman  
Chairman of the Board and  
Chief Executive Officer

By: /s/ Duane Krohn  
Duane Krohn  
Treasurer and  
Chief Financial Officer

Date: November 11, 2004

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Exhibits

Exhibits:

- 31.1 Certification of the Principal Executive Officer of the Registrant pursuant to Exchange Act Rule 13a-14(a).
- 31.2 Certification of the Principal Financial Officer of the Registrant pursuant to Exchange Act Rule 13a-14(a).
- 32.1 Certification of the Principal Executive Officer of the Registrant pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. 1350.
- 32.2 Certification of the Principal Financial Officer of the Registrant pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. 1350.

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