RECEIVED MAY 23 1997

AR 5-10-97

STATE OF ARIZONA
CORPORATION COMMISSION

BUSINESS CORPORATION ANNUAL REPORT & CERTIFICATE OF DISCLOSURE DOMESTIC

R 9-19-97 MD

FOR FISCAL YEAR ENDING 07/31/1996 **DUE ON OR BEFORE** 11/15/1996

The following information is required by A.R.S. §10-1622 for all general corporations organized for profit, professional corporations, and business trusts authorized to transact business in Arizona. The Commission's authority to prescribe this form is A.R.S. §10-121.A. MAKE CHANGES OR CORRECTIONS WHERE NECESSARY.

Corporation File: -0124299-0 7/95
Corporation Name: RIVIERA FINANCE, INC.
Address: % C T CORPORATION SYSTEM CORP
3225 N CENTRAL AVE

State, Zip: PHOENIX AZ 85012-
Domicile: ARIZONA
Type: PROFIT

A.C.C. CORPORATIONS DIV RECEIVED SEP 19 '97

DOCUMENT ... SUBJECT ...

Arizona Statutory Agent: C T CORPORATION SYSTEM
Street Address: 3225 N CENTRAL AVE
(NOT P.O. BOX)

City, State, Zip: PHOENIX AZ 85012-

MD 10-15-97

1. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation in Arizona.

Refertale 100

__ 1. Accounting	__ 16. General Consulting	__ 31. Restaurant/Bar
__ 2. Advertising	__ 17. Health Care	__ 32. Retail Sales
__ 3. Aerospace	__ 18. Hotel/Motel	__ 33. Science/Research
__ 4. Agriculture	__ 19. Import/Export	__ 34. Sports/Sporting Events
__ 5. Architecture	__ 20. Insurance	__ 35. Tax Services
__ 6. Attorneys at Law	__ 21. Legal Services	__ 36. Technology (Computer)
__ 7. Banking/Finance	__ 22. Manufacturing	__ 37. Technology (General)
__ 8. Barbers/Cosmetology	__ 23. Medicine/Dentistry	__ 38. Television/Radio
__ 9. Construction	__ 24. Mining	__ 39. Tourism/Convention Services
__ 10. Contractor	__ 25. News Media	__ 40. Transportation
__ 11. Credit/Collection	__ 26. Pharmaceutical	__ 41. Utilities
__ 12. Education	__ 27. Publishing/Printing	__ 42. Veterinary Medicine/ Animal Care
__ 13. Engineering	__ 28. Ranching/Livestock	X 43. Other Commercial Financing/ Equipment Sales/Leasing
__ 14. Entertainment	__ 29. Real Estate	
__ 15. Farming	__ 30. Resort	

ACC USE ONLY	
Fee	$ 45
Penalty	$ 117
Total	$ 262

PAID

$3 (six copies)

$265

2. NUMBER OF EMPLOYEES: Please check one. (For statistical purposes only.)

25 or Less X 26 - 100 __ 101 - 500 __ Over 500 __

3. ~~If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below~~ ~~and PRESIDENT or VICE PRESIDENT must sign page 4 of this report.~~

I, (individual) or We, (corporation) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

Statutory Agent Name ____________ Address ____________

Signature ____________ City, State, Zip ____________

A/R:0046(PR) (Rev. 1/97)

4. **CAPITALIZATION:** (NOTE: Business Trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.)

Number of Shares Authorized	Class	Series	Par Value
1,000,000	C		$1.00
25,000	C		

Number of Shares Issued	Class	Series	Par Value

-- PLEASE MAKE CORRECTIONS ON A SEPARATE SHEET --

5. **OFFICERS**

(If no changes since last report, check here __ and go on to Section 6.)

PRESIDENT: DAVID B CLARK

Address: 220 AVE I
REDONDO BEACH, CA 90277-

Date taking office: 07-31-79

VICE PRESIDENT: KENNETH WONG

Address: 220 AVE I
REDONDO BEACH, CA 90277-

Date taking office: 08-02-88

SECRETARY: PATTRICIA M VIENNA

Address: 220 AVE I
REDONDO BEACH, CA 90277-

Date taking office: 08-02-88

TREASURER: JOHN B DANIS

Address: 220 AVE I
REDONDO BEACH, CA 90277-

Date taking office: 07-31-79

6. **DIRECTORS**

(If no changes since last report, check here __ and go on to Section 7.)

NAME: DAVID B CLARK

Address: 220 AVE I
REDONDO BEACH, CA 90277-

Date taking office: 07-31-79

NAME: JOHN B DANIS

Address: 220 AVE I
REDONDO BEACH, CA 90277-

Date taking office: 07-31-79

NAME: ____

Address: ____

Date taking office: ____

NAME: ____

Address: ____

Date taking office: ____

7. **SHAREHOLDERS** of record holding more than 20% of any class of shares issued by the corporation or having more than 20% beneficial interest in the corporation. If none, so state.

(If no changes since last report, check here __ and go on to Section 8.)

NAME JOHN B DANIS

NAME DAVID B CLARK

NAME LA EMPRESA DE LA MAR D'ORO INC

NAME UNITED CALIFORNIA DISCOUNT COR

RIVIERA FINANCE, INC.
(Business Corporation Name)

0124299-0
(File Number)

5. OFFICERS

PRESIDENT: David B. Clark
Address: 225 Avenue I
Redondo Beach, CA 90277
Date Taking Office: 07-31-79

VICE PRESIDENT: Steven Alexander
Address: 225 Avenue I
Redondo Beach, CA 90277
Date Taking Office: 05-01-97

SECRETARY: Byron G. Nelson
Address: 222 Avenida del Norte, Suite 202
Redondo Beach, CA 90277
Date Taking Office: 05-01-97

TREASURER: Joe Clark
Address: 225 Avenue I
Redondo Beach, CA 90277
Date Taking Office: 05-01-97

6. DIRECTORS

NAME: David B. Clark
Address: 225 Avenue I
Redondo Beach, CA 90277
Date Taking Office: 07-31-79

NAME: John B. Danis
Address: 220 Avenue I
Redondo Beach, CA 90277
Date Taking Office: 07-31-79

NAME: Joe Clark
Address: 225 Avenue I
Redondo Beach, CA 90277
Date Taking Office: 05-01-97

NAME: Steven Alexander
Address: 225 Avenue I
Redondo Beach, CA 90277
Date Taking Office: 05-01-97

7. SHAREHOLDERS

NAME: RIVIERA FINANCE, LLC

RIVIERA FINANCE, INC.
Consolidated Balance Sheet
As of May 31, 1997

ASSETS		
Current Assets		
Cash in Bank	338,414.20	
AR Loans	5,479,502.73	
Total Current Assets		5,817,916.93
Fixed Assets		
Computers & Equipment	8,800.10	
[redacted] Depreciation	0.00	
Total Fixed Assets		8,800.10
TOTAL ASSETS		5,826,717.03
LIABILITIES		
Current Liabilities		
Bank Loan	4,226,282.14	
Loan Pay - ACC	14,000.00	
Loan Pay - East Bay	54,732.68	
Loan Pay - Participant	437,858.18	
Acct Pay - 401K	2,005.85	
Note Pay - Capazzola	100,000.00	
Interest Payable	16,299.23	
Accounts Payable	19,310.53	
Branch Clearing	0.00	
Total Liabilities		4,870,488.61
CAPITAL		
Capital	1,000,000.00	
Retained Earnings (Loss)	(43,771.58)	
Total Capital		956,228.42
TOTAL LIAB & CAPITAL		5,826,717.03

RIVIERA FINANCE, INC.
Consolidated Income Statement
For the month ending May 31, 1997

REVENUES:

Lease Income	0.00	
Interest Income	64,502.82	
Other Income	0.00	
Total Revenues		64,502.82

EXPENSES:

[redacted]	7,658.11	
Auto Expenses	509.85	
Bank Charges	60.00	
Business Promotions	120.00	
Commissions	3,596.38	
Contractors	2,451.20	
Couriers	1,598.43	
Credit	29.25	
Director's Fee	7,500.00	
Employee Benefits	429.44	
Fees & Taxes	1,340.51	
Health Benefits	880.33	
Interest	15,646.10	
Legal	986.44	
Office	716.26	
Postage	347.22	
Premium Expense	10,000.00	
Rent	1,598.90	
Sales Costs	9,076.50	
Salaries	35,683.56	
Taxes - Payroll	4,985.62	
Telephone	194.44	
Travel	2,865.86	
Total Expenses		108,274.40
Net Income Before Tax		(43,771.58)

RIVIERA FINANCE, INC.
(Business Corporation Name)

0124299-0
(File Number)

8. STATEMENT OF FINANCIAL CONDITION (Required by A.R.S. §10-1622.A.11.)

Complete the following Balance Sheet; OR

- *attach a copy of Schedule L, Form 1120 filed with either the Internal Revenue Service or Arizona Department of Revenue; OR*
- *attach a copy of the corporation's financial statement as provided to shareholders pursuant to A.R.S. §10-1602.B.4. Inspection of Records by Shareholders; OR*
- *attach a copy of your Financial Report to Shareholders as required by A.R.S. §10-1621, OR*
- *If no business conducted this fiscal year, so state.*

BALANCE SHEET

ASSETS

Current Assets:			
Cash		$ 252,329	
Trade notes and accounts receivable [redacted]wance for bad debts)		3,805,054	
Inventories			
Other current assets			
Total Current Assets			$ 4,057,383
Investments			
Land, buildings and other fixed assets (net of accumulated depreciation)			44,897
Intangible assets (net of amortization)			
Loans to shareholders			
Other assets			
	Total Assets		$ 4,102,280

LIABILITIES AND OWNERS' EQUITY

Current Liabilities:			
Accounts Payable		$	
Mortgages, notes, bonds (payable in less than 1 year)			
Other current liabilities		365,861	
Total current liabilities			$ 365,861
Mortgages, notes, bonds (payable in more than 1 year)			
Loans from shareholders			
Other liabilities			
	Total Liabilities		$ 365,861
Capital stock: (a) Preferred stock			
(b) Common stock			
Paid-in-or capital surplus			2,323,170
Less cost of treasury stock			
Retained earnings			1,413,249
	Total Capital		$ 3,736,419
	TOTAL LIABILITIES AND EQUITY		$ 4,102,280

9.A. CERTIFICATE OF DISCLOSURE (A.R.S. §10-1622.A.8)

Has any person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate;

2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate;

3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order:

(a) involved the violation of fraud or registration provisions of the securities laws of that jurisdiction, or
(b) involved the violation of the consumer fraud laws of that jurisdiction, or
(c) involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

YES_____ NO X

If "YES", the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

1. Full name and prior names used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7 year period).
5. Date and location of birth.
6. Social Security Number
7. The nature and description of each conviction or *judicial* action; the date and location; the court and public agency involved, and the file or cause number of the case.

9.B. STATEMENT OF BANKRUPTCY (A.R.S. §10-128.01)

Are you currently in federal bankruptcy proceedings, and if so, under which chapter of federal bankruptcy law is the action filed and on what date?

Yes ____ **Chapter** ________ **Date Filed** ________ **Case Number** ____________ **No** X

10. This report must be executed by the corporation and attested by it's president, a vice-president, secretary, assistant secretary or treasurer. (If the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation.)

I DECLARE, UNDER PENALTY OF LAW, THAT ALL CORPORATE INCOME TAX RETURNS REQUIRED BY TITLE 43 OF THE ARIZONA REVISED STATUTES HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE.

I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

By [signature] STEVEN ALEXANDER Date 9-8-97 By [signature] BYRON NELSON Date 9-8-97

Title Vice President Title Asst. Secretary