

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

Item 1. Issuer's Identity

Name of Issuer: Riviera GR Industrial Fundo de Investimento em Participacoes; Jurisdiction: Brazil; Year: 2008; Entity Type: Investment Fund.

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1: c/o Banco Santander; Street Address 2: Rua Amador Bueno, No. 474; City: Sao Paulo; State: Brazil; ZIP: 04752-005; Phone: 55-11-3012-5780.

Item 3. Related Persons

Last Name: Zlot; First Name: Rafael; Middle Name: [blank]; Street Address 1: Avenida Brigadeiro Faria Lima, No 3311; City: Sao Paulo; State: Brazil; ZIP: 04538-133; Relationship: Executive Partner of Asset Management Company.

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(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture, Banking and Financial Services (Selected: Pooled Investment Fund), Business Services, Energy, Health Care, Manufacturing, Real Estate, Construction, REITS & Finance, Residential, Other Real Estate, Retailing, Restaurants, Technology, Travel, Other.



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Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | |
| | <input type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing

- New Notice OR Amendment

Date of First Sale in this Offering: OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> Equity | <input checked="" type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe) |
-

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 1,000,000 Brazilian Reals

Item 12. Sales Compensation

Recipient

APB Financial Group, Inc.

Recipient CRD Number

38235

No CRD Number

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 1

17 State Street

Street Address 2

Suite 1650

City

New York

State/Province/Country

NY

ZIP/Postal Code

10004

States of Solicitation All States

- Grid of state checkboxes including IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, PR

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 250,000,000 Brazilian Reals OR Indefinite

(b) Total Amount Sold \$ 0

(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ 250,000,000 Brazilian Reals OR Indefinite

Clarification of Response (if Necessary)

The number of shares in the Offer may be increased by the Distributor by up to 35%, as per the Portfolio Manager's guidance in case demand for subscription justifies such increase.

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering: 0

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ See below Estimate

Finders' Fees \$ See below Estimate

Clarification of Response (if Necessary)

Sales commissions are 20% of the management fee collected by the Issuer arising from securities sold by the sales representative.

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Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Spyer	Pablo	
Street Address 1	Street Address 2	
Avenida Brigadeiro Faria Lima, No 3311	10th Floor	
City	State/Province/Country	ZIP/Postal Code
Sao Paulo	Brazil	04538-133
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Portfolio Manager		

Last Name	First Name	Middle Name
Rossi Cuppoloni	Joao	
Street Address 1	Street Address 2	
Avenida Major Sylvio de Magalhaes Padilha, No 5200	Ed. Miami - cj 42, Jardim Morumbi	
City	State/Province/Country	ZIP/Postal Code
Sao Paulo	Brazil	05693-000
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Investment Committee Member		

Last Name	First Name	Middle Name
Rossi Cuppoloni	Guilherme	
Street Address 1	Street Address 2	
Avenida Major Sylvio de Magalhaes Padilha, No 5200	Ed. Quebec, Suite 208	
City	State/Province/Country	ZIP/Postal Code
Sao Paulo	Brazil	05693-000
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Chief Executive Officer of Real Estate Consultant		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

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