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UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

PIRELLI ARMSTRONG TIRE)	Case No. 2:07-cv-01215-KJD-LRL
CORPORATION RETIREE MEDICAL)	
BENEFITS TRUST, Derivatively on Behalf of)	STIPULATION AND PROPOSED ORDER
SHUFFLE MASTER, INC.,)	OF VOLUNTARY DISMISSAL WITH
)	PREJUDICE PURSUANT TO FED. R. CIV.
Plaintiff,)	P. 41(a)(1)
)	
vs.)	
)	
MARK L. YOSELOFF, et al.,)	
)	
Defendants,)	
)	
- and -)	
)	
SHUFFLE MASTER, INC., a Minnesota)	
corporation,)	
)	
Nominal Defendant.)	
)	
_____)	

TO: ALL PARTIES AND THEIR COUNSEL OF RECORD

WHEREAS, on September 7, 2007, Plaintiff Pirelli Armstrong Tire Corporation Retiree Medical Benefits Trust filed the above-captioned action in this District;

WHEREAS, on September 17, 2007, a second derivative action was filed in this District and captioned *Hodgkins, et al. v. Shuffle Master, Inc., et al.*, Case No. 2:07-cv-01263-KJD-GWF;

WHEREAS, on November 9, 2007, the Court entered an Order consolidating the two above-referenced derivative cases (collectively, the “Action”) and appointing the law firm of Coughlin Stoia Geller Rudman & Robbins LLP, now known as Robbins Geller Rudman & Dowd LLP, as Lead Counsel in the Action;

WHEREAS, on July 20, 2010, the Parties entered into a Stipulation of Settlement (the “Settlement”) resolving the Action as well as a related state court derivative case pending in the Eighth Judicial District Court for the State of Nevada captioned *Denham v. Yoseloff, et al.*, A-09-603275-C (the “State Derivative Action”), approval of which was pursued in the State Derivative Action;

WHEREAS, the state court in the State Derivative Action entered an order preliminarily approving the proposed Settlement on September 3, 2010;

WHEREAS, Shuffle Master, Inc. (“Shuffle Master”) gave notice to shareholders pursuant to the terms of the preliminary approval order by filing a Form 8-K with the Securities and Exchange Commission, with a copy of the Notice of Settlement attached thereto, and by posting and maintaining the Notice of Settlement and the Stipulation on Shuffle Masters’ public website;

WHEREAS, on October 26, 2010, the state court gave final approval to the Settlement and entered judgment thereon (a copy of the judgment and order is attached as Exhibit 1);

WHEREAS, pursuant to the terms of the Settlement, Plaintiff hereby seeks dismissal with prejudice of the Action without costs to any party;

WHEREAS, no defendant in this Action has answered or filed for summary judgment; and

WHEREAS, pursuant to Fed. R. Civ. P. 23.1, this derivative action may only be dismissed with the Court's approval.

NOW, THEREFORE, NOTICE IS HEREBY GIVEN that, pursuant to Fed. R. Civ. P. 41(a)(1), Plaintiff voluntarily dismisses the Action with prejudice and respectfully requests the Court to order the same.

DATED: December 10, 2010

ROBBINS GELLER RUDMAN
& DOWD LLP
ARTHUR C. LEAHY
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s/ BRIAN O. O'MARA

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Saunders, Louis Castle, Phillip C. Peckman and
Nominal Defendant Shuffle Master, Inc.

DATED: December 10, 2010

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Attorneys for the Special Demand Review
Committee of the Board of Directors of Nominal
Defendant Shuffle Master, Inc.

* * *

ORDER

IT IS SO ORDERED.

12/14/2010

DATED: _____



THE HONORABLE KENT J. DAWSON
UNITED STATES DISTRICT JUDGE

CERTIFICATE OF SERVICE

I hereby certify that on December 10, 2010, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I caused to be mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 10, 2010.

s/ BRIAN O. O'MARA

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Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)