

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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UNITED STATES OF AMERICA, :

Plaintiff, :

- v. - :

POKERSTARS, et al., :

Defendants; :

ALL RIGHT, TITLE AND INTEREST IN :
THE ASSETS OF POKERSTARS, et al., :

Defendants-in-rem. :

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STIPULATION AND ORDER

11 Civ. 2564 (LBS)

WHEREAS, on or about April 14, 2011, a verified complaint, 11 Civ. 2564 (LBS) (the "Complaint") was filed under seal in the United States District Court for the Southern District of New York seeking the forfeiture of certain properties (the "Subject Property") pursuant to Title 18, United States Code, Sections 1955(d), 981(a)(1)(A), and 981(a)(1)(C), and seeking civil money laundering penalties pursuant to Title 18, United States Code, Section 1956 against, *inter alia*, PokerStars, Oldford Group Ltd., Rational Entertainment Enterprises Ltd., Pyr Software Ltd., Stelekram Ltd., and Sphe International Ltd. (collectively "PokerStars");

WHEREAS, PokerStars has represented that \$5.5 Million in funds held in an account numbered 272010 (the "Account") at Bank Hapoalim Luxemburg derived from online poker play for real money in the United States, and the United States Attorney's

Office for the Southern District of New York (the "the Government") contends that such funds are subject to seizure, restraint, and forfeiture pursuant to Title 18, United States Code, Sections 1955(d), 981(a)(1)(A), and 981(a)(1)(c);

WHEREAS, the Government and PokerStars have reached an agreement pursuant to which PokerStars consents to the restraint of \$5.5 million in the Account for the pendency of the above-captioned case, and the Government agrees that it does not object to PokerStars' use of the remaining funds in that account;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the United States of America, by its attorney Preet Bharara, United States Attorney for the Southern District of New York, Jason H. Cowley, Assistant United States Attorney, of counsel, and PokerStars, by their attorney, David M. Zornow, Esq., of Skadden, Arps, Slate, Meagher & Flom LLP, that:

1. PokerStars and any of its subsidiaries, affiliates, anyone acting on behalf of PokerStars, all persons or entities acting in concert or participation with any of the above, and all persons and entities having actual knowledge of this Order, shall not directly or indirectly, transfer, sell, assign, pledge, hypothecate, encumber, dissipate, distribute, or move \$5.5 million in the Account;

2. The limitations and restraints in the above paragraph expressly do not apply to any amount over and above

\$5.5 million in the Account. PokerStars may transfer or distribute any amount over the \$5.5 million in the Account subject to restraint.

3. This Order shall be binding upon PokerStars and any of its subsidiaries, affiliates, anyone acting on behalf of PokerStars, all persons or entities acting in concert or participation with any of the above, and all persons and entities having actual knowledge of this Order;

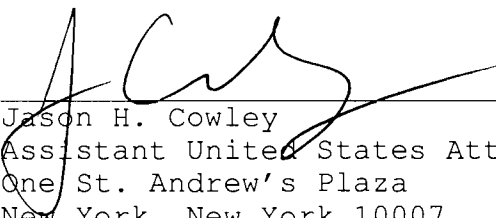
4. This Order shall remain in place until: (i) the conclusion of the litigation in United States v. Pokerstars, et. al., 11 Civ. 2564 (LBS) in the United States District Court for the Southern District of New York; or (ii) a Superseding Order regarding the Account is entered;

5. PokerStars' consent to the entry of this Order does not constitute an admission of liability as to any matter nor a consent to jurisdiction.

6 The signature pages of this Stipulation and Order may be executed in one or more counterparts, each of which will be deemed an original but all of which together will constitute one and the same instrument. Signature pages may be by fax and such signatures shall be deemed as valid originals.

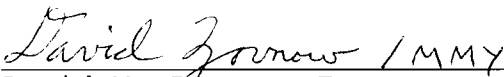
AGREED AND CONSENTED TO:

PREET BHARARA
United States Attorney
Southern District of New York

By: 
Jason H. Cowley
Assistant United States Attorney
One St. Andrew's Plaza
New York, New York 10007
(212) 637-2479


8/26/11
DATE

POKERSTARS, OLDFORD GROUP LTD., RATIONAL ENTERTAINMENT ENTERPRISES LTD., PYR SOFTWARE LTD., STELEKRAM LTD., and SPHENE INTERNATIONAL LTD.

By: 
David M. Zornow, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-2890
Counsel for PokerStars, Oldford Group Ltd., Rational Entertainment Enterprises Ltd., Pyr Software Ltd., Stelekram Ltd., and Sphene International Ltd.

August 25, 2011
DATE

SO ORDERED:


HONORABLE LEONARD B. SAND
UNITED STATES DISTRICT JUDGE

9/1/11
DATE