

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Penn National Gaming, Inc.		01/25/2005	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Downs Racing, LP		
Street Address:	1280 Highway 315		
City:	Wilkes-Barre		
State/Country:	PENNSYLVANIA		
Postal Code:	18702		
Entity Type:	LIMITED PARTNERSHIP: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2568515	DIAL-A-BET	
CORRESPONDENCE DATA			
Fax Number:	(703)610-6200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	703-610-6100		
Email:	boxip@hhlaw.com		
Correspondent Name:	Valerie Brennan and Cullen G. Taylor		
Address Line 1:	8300 Greensboro Drive, Suite 1100		
Address Line 2:	Box Intellectual Property		
Address Line 4:	McLean, VIRGINIA 22102		
NAME OF SUBMITTER:	Cullen G. Taylor		
Signature:	/cullen g. taylor/		
Date:	01/25/2005		

CH \$40.00 2568515

Total Attachments: 1

900018491

**TRADEMARK
 REEL: 003015 FRAME: 0206**

ASSIGNMENT OF TRADEMARK

WHEREAS, Penn National Gaming, Inc., a Pennsylvania corporation, having a business address of 825 Berkshire Boulevard, Suite 200, Wyomissing, Pennsylvania ("Penn National"), is the owner of U.S. Trademark Registration No. 2,568,515 for "DIAL-A-BET" (the "Mark");

WHEREAS, the Mark has been used by The Downs Racing, Inc., an indirect subsidiary of Penn National ("TDR"), in the conduct of its harness racing and related businesses at the Pocono Downs Racetrack in Wilkes-Barre, Pennsylvania;

WHEREAS, pursuant to that certain Purchase Agreement dated as of October 14, 2004, among two indirect subsidiaries of Penn National, PNGI Pocono Corp. and PNGI, LLC (collectively, the "Sellers") and the Mohegan Tribal Gaming Authority (the "MTGA"), as amended (the "Purchase Agreement"), the Sellers have agreed to cause TDR to be merged into Downs Racing, LP, a Pennsylvania limited partnership ("Downs Racing"), and at closing thereunder, to sell their interests in Downs Racing to the MTGA and a wholly owned subsidiary of the MTGA (collectively, the "Buyers");

WHEREAS, the Purchase Agreement contemplates that all assets used by TDR or Sellers in the conduct of the TDR business shall be transferred as directed by officers of the Buyers; and

WHEREAS, the Buyers desire that all right, title and interest in and to the Mark be assigned at closing to Downs Racing;

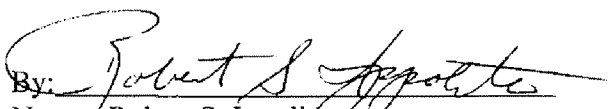
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and intending to be legally bound hereby, Penn National hereby irrevocably assigns, sells, conveys, transfers and delivers to MTGA all rights, title and interest in and to the Mark, and the goodwill of the business associated therewith.

Penn National agrees not to make any further use of the Mark after the date of the assignment.

Penn National agrees to execute and deliver such other instruments of sale, transfer, conveyance, assignment and confirmation and take such other action as may reasonably be necessary to confirm Downs Racing's title to the Mark after the date of assignment with any authority with which the Mark has been registered.

PENN NATIONAL GAMING, INC.

Dated: 1-25-05

By: 
Name: Robert S. Ippolito
Title: Vice President, Secretary & Treasurer