

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Confirmation of Termination and Release of Security Interest in Trademark	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bear Stearns Corporate Lending Inc.		03/29/2005	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Penn National Gaming, Inc.		
Street Address:	825 Berkshire Boulevard, Suite 200		
City:	Wyomissing		
State/Country:	PENNSYLVANIA		
Postal Code:	19610		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2568515	DIAL-A-BET	
CORRESPONDENCE DATA			
Fax Number:	(215)864-9744		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2158648607		
Email:	cramerp@ballardspahr.com		
Correspondent Name:	Patricia G. Cramer		
Address Line 1:	1735 Market Street, 51st Floor		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-7599		
NAME OF SUBMITTER:		Patricia G. Cramer	
Signature:		/Patricia G. Cramer/	
Date:		03/31/2005	

CH \$40.00 2568515

Total Attachments: 2

900022210

**TRADEMARK
 REEL: 003056 FRAME: 0414**

source=Release of Security Interest Page 1#page1.tif
source=Release of Security Interest Page 2#page1.tif

CONFIRMATION OF

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK

This CONFIRMATION OF TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK ("Confirmation") is executed and delivered as of the 29th day of March, 2005 by Bear Stearns Corporate Lending Inc. to Penn National Gaming, Inc. (the "Company").

BACKGROUND

A. Reference is made to Credit Agreement dated as of March 3, 2003, as amended and restated as of December 5, 2003, among the Company; the Subsidiary Guarantors party thereto (the "Guarantors"); the Lenders party thereto; Bear, Stearns & Co. Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as original joint lead arrangers and original joint bookrunners; Merrill Lynch, Pierce, Fenner & Smith Incorporated, as syndication agent; Bear, Stearns & Co. Inc., as sole lead arranger and sole bookrunner in connection with the Term D Loan Facility; Bear Stearns Corporate Lending Inc., as swingline lender, as administrative agent (in such capacity, together with its successors in such capacity, "Administrative Agent") and as collateral agent (in such capacity, together with its successors in such capacity, "Collateral Agent"); and Societe Generale and Credit Lyonnais New York Branch, as joint documentation agents, and (b) the First Security Agreement (as amended, the "Security Agreement") dated as of March 3, 2003 among the Company, the Guarantors and the Collateral Agent. Capitalized terms used but not defined herein are used as defined in the foregoing agreements as appropriate.

B. Pursuant to the Security Agreement, the Company granted the Collateral Agent a security interest in its trademarks, including U.S. Trademark Registration No. 2,568,515 for "DIAL-A-BET", and said security interest was recorded with the U.S. Patent and Trademark Office ("US PTO").

C. U.S. Trademark Registration No. 2,568,515 for "DIAL-A-BET" was 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.

D. 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").

NOW THEREFORE, with the foregoing Background incorporated by reference and intending to be legally bound hereby, the parties agree as follows:

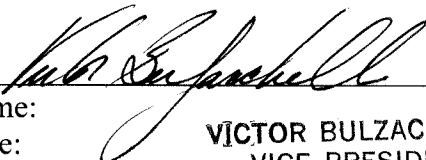
1. The Collateral Agent hereby confirms the termination and release as of January 25, 2005 of all of its right, title and interest in U.S. Trademark Registration No. 2,568,515 for "DIAL-A-BET."

2. The Company, or its designee, may record this Confirmation in the US PTO and in any other trademark offices as may necessary to carry out the intentions of this Confirmation.

3. The Collateral Agent agrees to execute and deliver such other documents as may be reasonably requested and prepared by the Company, or its designee, to carry out the intentions of this Confirmation.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Confirmation as of the day and year first above written.

BEAR STEARNS CORPORATE LENDING INC.,
as Collateral Agent and Administrative Agent

By: 
Name: _____
Title: **VICTOR BULZACCHELLI**
VICE PRESIDENT