

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM866176

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TO-RO ENTERPRISES, INC.		12/29/2023	Corporation: OREGON
RECEIVING PARTY DATA			
Name:	Marketplace Events LLC		
Street Address:	2000 Auburn Drive, Suite 200		
City:	Beachwood		
State/Country:	OHIO		
Postal Code:	44122		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	3359385	PACIFIC NORTHWEST SPORTSMEN'S SHOW & SPO	
Registration Number:	1453483	PACIFIC NORTHWEST SPORTSMEN'S SHOW	
Registration Number:	3359386	WASHINGTON SPORTSMEN'S SHOW & SPORT FISH	
Registration Number:	2415897	WASHINGTON SPORTSMEN'S SHOW	
Registration Number:	3059145	CENTRAL OREGON SPORTSMEN'S SHOW	
Registration Number:	4278567	CENTRAL OREGON SPORTSMEN'S SHOW & BOAT/R	
Registration Number:	1452488	PORTLAND BOAT SHOW	
Registration Number:	4428631	PORTLAND SPORTSHOW	
Registration Number:	1641497	THIS IS THE BIG ONE!	
Registration Number:	1876071	DON'T LET THIS ONE GET AWAY	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2123602307		
Email:	kweiner@kellyweinerlaw.com		
Correspondent Name:	Kelly Weiner		
Address Line 1:	447 Broadway 2nd Floor #267		
Address Line 4:	New York, NEW YORK 10013		

OP \$265.00 3359385

NAME OF SUBMITTER:	Kelly Weiner
SIGNATURE:	/kellyweiner/
DATE SIGNED:	01/05/2024
Total Attachments: 3 source=trademark assignement OTS#page1.tif source=trademark assignement OTS#page2.tif source=trademark assignement OTS#page3.tif	

EXHIBIT 5.2.3

TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT dated as of December 29, 2023, is made
BETWEEN:

TO-RO ENTERPRISES, INC. DBA O'LOUGHLIN TRADE SHOWS, an Oregon corporation ("**Assignor**")

- and -

MARKETPLACE EVENTS LLC, a Delaware limited liability company ("**Assignee**")

WHEREAS Assignor and Assignee are parties to an Asset Purchase Agreement dated December 29, 2023, (the "**Asset Purchase Agreement**") pursuant to which Assignor has agreed to sell to Assignee and Assignee has agreed to purchase from Assignor the Acquired Assets (as defined in the Asset Purchase Agreement);

WHEREAS the Acquired Assets include the trademarks, service marks, and registrations therefor and applications for registrations thereof, listed in Appendix A attached hereto (collectively, the "**Marks**");

WHEREAS Assignor and Assignee have agreed to execute and deliver this Agreement pursuant to Sections 5.2.3 and 5.3.3 of the Asset Purchase Agreement; and

WHEREAS capitalized terms used in this Agreement and not otherwise defined have the meanings specified in the Asset Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each of the parties, the parties agree as follows:


1. **Assignment of Marks.** Assignor hereby sells, assigns, transfers and conveys to Assignee, its successors and assigns, all of Assignor's right, title, interest and benefit in and to the Marks, together with: (1) the goodwill of the Shows symbolized thereby; (2) all income, royalties, and damages hereafter due or payable to Assignor with respect to the Marks, including without limitation, damages and payments for future infringements and misappropriations of the Marks; and (3) all rights to sue for present and future infringements or misappropriations of the Marks.
2. **Counterparts.** This Assignment may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which taken together shall be deemed to constitute one and the same instrument. Counterparts may be executed either in original, faxed or electronic form and the parties adopt any signatures received by a receiving fax machine or other electronic form as original signatures of the parties.

[Signature page to follow]

As of the day and year above written, the parties hereto have duly executed this Assignment.

SIGNED for and on behalf of

MARKETPLACE EVENTS LLC


Mark White (000224, 2025, 14024-1151)

Name: Mark White

Title: President

I have the authority to bind the company

SIGNED for and on behalf of

**TO-RO ENTERPRISES, INC. DBA
O'LOUGHLIN TRADE SHOWS**

William O'Loughlin
William O'Loughlin (000224, 2025, 11101211)

Name: William O'Loughlin

Title: Authorized Officer

I have the authority to bind the company

[Signature page to the Trademark Assignment Agreement]

**APPENDIX A
TRADEMARKS**

REGISTERED:

Federal Trademark	App./Reg. No.	Status
PACIFIC NORTHWEST SPORTSMEN'S SHOW & SPORT FISHING BOAT SHOW	Reg. No. 3359385	Registered
PACIFIC NORTHWEST SPORTSMEN'S SHOW	Reg. No. 1453483	Registered
WASHINGTON SPORTSMEN'S SHOW & SPORT FISHING BOAT SHOW	Reg. No. 3359386	Registered
WASHINGTON SPORTSMEN'S SHOW	Reg. No. 2415897	Registered
CENTRAL OREGON SPORTSMEN'S SHOW	Reg. No. 3059145	Registered
CENTRAL OREGON SPORTSMEN'S SHOW & BOAT/RV SHOW	Reg. No. 4278567	Registered
PORTLAND BOAT SHOW	Reg. No. 1452488	Registered
PORTLAND SPORTSHOW	Reg. No. 4428631	Registered
THIS IS THE BIG ONE!	Reg. No. 1641497	Registered
<u>DON'T LET THIS ONE GET AWAY</u>	Reg. No. 1876071	Registered

State Trademarks:

PORTLAND BOAT SHOW

OR trademark reg no. 33884

OR ABN reg no. 8056053

CENTRAL OREGON SPORTSMEN'S SHOW & BOAT/RV SHOW

OR trademark reg no. 40326

OR ABN reg no. 44369296

PACIFIC NORTHWEST SPORTSMEN'S SHOW & SPORT FISHING BOAT SHOW