

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																
NATURE OF CONVEYANCE:	SECURITY INTEREST																																
CONVEYING PARTY DATA																																	
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:30%;">Name</th> <th style="width:30%;">Formerly</th> <th style="width:15%;">Execution Date</th> <th style="width:25%;">Entity Type</th> </tr> </thead> <tbody> <tr> <td>ENABLE HOLDINGS, INC.</td> <td></td> <td>04/29/2009</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>UBID, INC.</td> <td></td> <td>04/29/2009</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>DIBU TRADING CORP.</td> <td></td> <td>04/29/2009</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>ENABLE PAYMENT SYSTEMS, INC.</td> <td></td> <td>04/29/2009</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>REDTAG LIVE, INC.</td> <td></td> <td>04/29/2009</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>REDTAG, INC.</td> <td></td> <td>04/29/2009</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>USAAS, INC.</td> <td></td> <td>04/29/2009</td> <td>CORPORATION: DELAWARE</td> </tr> </tbody> </table>		Name	Formerly	Execution Date	Entity Type	ENABLE HOLDINGS, INC.		04/29/2009	CORPORATION: DELAWARE	UBID, INC.		04/29/2009	CORPORATION: DELAWARE	DIBU TRADING CORP.		04/29/2009	CORPORATION: DELAWARE	ENABLE PAYMENT SYSTEMS, INC.		04/29/2009	CORPORATION: DELAWARE	REDTAG LIVE, INC.		04/29/2009	CORPORATION: DELAWARE	REDTAG, INC.		04/29/2009	CORPORATION: DELAWARE	USAAS, INC.		04/29/2009	CORPORATION: DELAWARE
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CORRESPONDENCE DATA																																	
Fax Number: (214)200-0458 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>																																	

CH \$140.00 3065399

Phone: (212) 659-4964
Email: april.reasoner@haynesboone.com
Correspondent Name: Brian Daughney
Address Line 1: Haynes and Boone, LLP
Address Line 2: 2323 Victory Avenue, Suite 700
Address Line 4: Dallas, TEXAS 75219

ATTORNEY DOCKET NUMBER:	42955.1
NAME OF SUBMITTER:	Brian Daughney
Signature:	/Brian Daughney/
Date:	07/24/2009

Total Attachments: 13
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT is dated as of April 29, 2009 between Enable Holdings, Inc. a Delaware corporation (the "Company"), all of the Subsidiaries of the Company (such subsidiaries, the "Guarantors" and together with the Company, the "Debtors"), and the holders of the Company's 12% Secured Debentures due September 29, 2011 and issued in the original aggregate Principal Amount of up to \$7,500,000 (collectively, the "Debentures"), their endorsees, transferees and assigns (collectively, the "Secured Parties").

RECITALS

WHEREAS, the Secured Parties have agreed to purchase the from the Company its Debentures pursuant to that certain Subscription Agreement dated as of April 29, 2009 between the Company and the Secured Parties signatory thereto (the "Purchase Agreement"), but only upon the condition, among others, that the Debtors shall grant to the Secured Parties a security interest in certain Intellectual Property including copyrights, trademarks and patents to secure the obligations of the Debtors under the Debentures. Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in that certain Security Agreement dated as of April 29, 2009 among the Company, the Guarantors and the Secured Parties (the "Security Agreement")

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Debentures, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

1. To secure its obligations under the Debentures, the Company and each Debtor grants and pledges to the Secured Parties a security interest in all of the right, title and interest in, to and under its current and future Copyrights, Patents and Trademarks (including without limitation those copyright, patent and trademark registrations and applications listed on Schedules A, B and C hereto), and including without limitation all proceed thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

2. This security interest is granted in conjunction with the security interest granted to the Secured Party under the Security Agreement dated as of the date hereof. The rights and remedies of the Secured Party with respect to the security interest granted hereby are in addition to those set forth in the Debenture, the Security Agreement and the other Transaction Documents, and those which are now or hereafter available to the Secured Party as a matter of law or equity. Each right, power and remedy of the Secured Party provided for herein or in the Debenture or any of the Transaction Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by the Secured Party of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Debentures or any of the other Transaction Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including the Secured Party, of any or all other rights, powers or remedies.

TRADEMARK

REEL: 004031 FRAME: 0342

3. This Intellectual Property Security Agreement may be executed in any number of separate counterparts, each of which, when so executed, shall be deemed an original, and all of said counterparts taken together shall be deemed to constitute but one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

In Witness Whereof, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

ENABLE HOLDINGS, INC.

By: Miguel A Mantz Jr
Name:
Title: CFO

UBID, INC.

By: Miguel A Mantz Jr
Name:
Title: CFO

REDTAG LIVE, INC.

By: Miguel A Mantz Jr
Name:
Title: CFO

DIBU TRADING CORP.

By: Miguel A Mantz Jr
Name:
Title: CFO

REDTAG, INC.

By: Miguel A Mantz Jr
Name:
Title: CFO

ENABLE PAYMENT SYSTEMS, INC.

By: Miguel A Mantz Jr
Name:
Title: CFO

USAAS, INC.

By: Miguel A Mantz Jr
Name:
Title: CFO

[SIGNATURE PAGE OF SECURED PARTIES TO ENABLE INTELLECTUAL PROPERTY SECURITY AGREEMENT FOLLOWS]

SIGNATURE PAGE OF SECURED PARTIES TO ENABLE INTELLECTUAL PROPERTY
SECURITY AGREEMENT

Name of Authorized Agent
For Secured Parties:

David Dent

Signature of Authorized Agent:



Schedule
Exhibit A
to
Intellectual Property Security Agreement

Copyrights

None.

Schedule
Exhibit B
to
Intellectual Property Security Agreement

Trademarks

b. Trademark: UBID THE MARKETPLACE YOU CAN TRUST; Registration No. 3065399; Goods and Services Int'l Class 035. US 100 101 102. G & S: On-Line Trading Services in Which the Seller Posts Products to be Auctioned and Bidding is Done Via the Internet; On-Line Retail Store Services Featuring Consumer Electronics, Computer Products, and Multimedia Entertainment Products; First Use: September 24, 2004. Registration Date: March 7, 2006;

b. Trademark: UBID.COM THE BRAND NAME MARKETPLACE; Registration No. 3048683; Goods and Services Int'l Class 035. US 100 101 102. G & S: On-Line Trading Services in Which the Seller Posts Products to be Auctioned and Bidding is Done Via the Internet; On-Line Retail Store Services Featuring Consumer Electronics, Computer Products, and Multimedia Entertainment Products; First Use: November 30, 2003. Registration Date: January 24, 2006;

c. Trademark: UBID.COM; Registration No. 2991806; Goods and Services Int'l Class 035. US 100 101 102. G & S: On-Line Trading Services in Which the Seller Posts Products to be Auctioned and Bidding is Done Via the Internet; On-Line Retail Store Services Featuring Consumer Electronics, Computer Products, and Multimedia Entertainment Products; First Use: November 30, 2003. Registration Date: September 6, 2005;

d. Trademark: UBID.COM; International Registration No. 0960560; Goods and Services Int'l Class 035. US 100 101 102. G & S: Online trading services in which the seller posts products to be auctioned and bidding is done via the internet; online retail store services featuring consumer electronics, computer-related products, home appliances, home improvement, automotive, sports and recreational, multimedia entertainment, toys, jewelry, fragrances, skin care, cosmetics, purses, hand bags, wallets, sunglasses, hats, tools, art, furniture, storage, organization, pet supplies, crafts, food and wine, gardening and planting supplies, and lawn and garden decor; First Use: January 1, 1997. Registration Date: September 6, 2005;

e. Trademark: UBID; Registration No. 2519050; Goods and Services Int'l Class 035. US 100 101 102. G & S: Disseminating advertising matter for others via electronic communications networks and promoting the goods and services of others through banner advertisements and through the electronic promotion of and auctioning of the goods and services of others online via the global computer network; electronic retailing services by auction and other means, namely, online retail store and auction services in the fields of computer-related, electronic, home appliance, home improvement, automotive, sports and recreational products, offered via the global computer network; First Use: May 1, 1998. Registration Date: December 18, 2001; and

f. Trademark: UBID; Registration No. 2229515; Goods and Services US 002 005 022 023 029 037 038 050. G & S: [catalogs for computer-related products, namely, hardware, software, peripherals, accessories, supplies, books and instructional materials]; IC 035. US 100 101 102. G & S: disseminating advertising for others and promoting the goods and services of others through the distribution of printed publications and via on-line telecommunications networks; telephone shop-at-home services, mail-order catalog services, [retail store services] and electronic retailing services via global computer network, all in the field of computer-related products, namely, hardware, software, peripherals, accessories, supplies, books and instructional materials; First Use: May 1, 1998. Registration Date: March 2, 1999;

Website Addresses

Domain Name	Registration Date	Expiry Date
auxpal.com	10/4/2000	10/4/2010
barebelly.net	1/31/2007	1/31/2009
bearbelly.net	1/31/2007	1/31/2009
bearbellypool.com	1/31/2007	1/31/2009
bearbellypool.net	1/31/2007	1/31/2009
bidville.com	12/7/1999	12/7/2012
bidville.org	7/28/2006	7/28/2009
certifiedcentral.com	12/7/2004	12/7/2008
choosehp.com	1/30/2002	1/30/2009
dibutrading.com	7/6/2006	7/6/2010
dibutradingcorporation.com	9/3/2008	9/3/2010
dibutradingcorporation.net	9/3/2008	9/3/2010
dibutradingcorporation.org	9/3/2008	9/3/2010
dibutrading.net	7/6/2006	7/6/2010
dibutrading.org	7/6/2006	7/6/2010
dibutrading.us	7/6/2006	7/5/2011
dockdoor1.com	7/2/2008	7/2/2010
dockdoor1.co.uk	8/5/2008	8/5/2010
dockdoor1.net	8/5/2008	8/5/2010
dockdoor1.org	8/5/2008	8/5/2010
enableholdings.biz	4/14/2008	4/13/2012
enableholdings.com	4/14/2008	4/14/2012
enableholdingsinc.biz	4/14/2008	4/13/2012
enableholdingsinc.com	4/14/2008	4/14/2012

enableholdingsinc.info	4/14/2008	4/14/2012
enableholdingsinc.mobi	4/14/2008	4/14/2012
enableholdingsinc.name	4/14/2008	4/14/2012
enableholdingsinc.net	4/14/2008	4/14/2012
enableholdingsinc.org	4/14/2008	4/14/2012
enableholdings.info	4/14/2008	4/14/2012
enableholdings.mobi	4/14/2008	4/14/2012
enableholdings.name	4/14/2008	4/14/2012
enableholdings.net	4/14/2008	4/14/2012
enableholdings.org	4/14/2008	4/14/2012
excess4less.net	3/24/2008	3/24/2010
excess4less.org	3/24/2008	3/24/2010
feedbacksite.com	11/29/1999	11/29/2012
inflightshopper.com	1/21/2005	1/21/2009
inflightshopper.net	1/21/2005	1/21/2009
isell-ubid.biz	8/3/2006	8/2/2009
isellubid.biz	8/3/2006	8/2/2009
isell-ubid.com	8/3/2006	8/3/2009
isellubid.com	8/3/2006	8/3/2009
isell-ubid.info	8/3/2006	8/3/2009
isellubid.info	8/3/2006	8/3/2009
isell-ubid.net	8/3/2006	8/3/2009
isellubid.net	8/3/2006	8/3/2009
isell-ubid.org	8/3/2006	8/3/2009
isellubid.org	8/3/2006	8/3/2009
isell-ubid.us	8/3/2006	8/2/2009
isellubid.us	8/3/2006	8/2/2009
liquidationteam.biz	2/13/2008	2/13/2009
liquidationteam.net	2/13/2008	2/13/2009
liquidationteam.us	2/13/2008	2/13/2009
myinstock.com	7/2/2008	7/2/2010
myinstock.co.uk	8/5/2008	8/5/2010
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myubid.com	7/21/2005	7/21/2009

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REDTAGBIZWORLD.COM	5/31/2000	5/31/2009
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REDTAG.com	12/4/1996	12/4/2008
REDTAGHONGKONG.COM	7/17/2000	7/17/2010
REDTAGJAPAN.BIZ	11/16/2001	11/16/2008
REDTAGJAPAN.com	7/17/2000	7/17/2010
REDTAGKOREA.COM	7/17/2000	7/17/2010
redtaglive.biz	6/20/2008	6/20/2010

redtaglive.com	6/20/2008	6/20/2010
redtaglive.info	6/20/2008	6/20/2010
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REDTAGOUTLET.COM	9/13/1998	11/22/2008
REDTAGSINGAPORE.COM	7/17/2000	7/17/2010
REDTAGTAIWAN.COM	7/17/2000	7/17/2010
REDTAGWORLD.BIZ	11/16/2001	11/16/2008
REDTAGWORLD.com	5/31/2000	5/31/2009
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theliquidationteam.us	2/13/2008	2/13/2009
theubld.com	12/6/2007	12/6/2009
ubldafterdark.com	6/25/2007	6/25/2010
ubidauctions.com	9/10/2004	9/10/2010
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ubidbuysell.com	8/23/2007	8/23/2009
ubidcars.com	7/27/2006	7/27/2011
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ubid.sg	6/7/2005	6/7/2009
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ubidshopper.org	4/26/2006	4/26/2009

ubidstore.com	2/3/2000	2/3/2009
ubidsuperstore.com	10/30/2002	10/30/2009
ubidtravel.com	1/20/2005	1/20/2009
ubidtravel.net	11/21/2003	11/21/2008
ubidtravel.org	10/16/2006	10/16/2009
ubid.tv	9/9/2005	9/9/2010
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ubidtv.org	9/9/2005	9/9/2009
ubidugive.com	8/22/2005	8/22/2009
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weknowaguy.org	3/24/2008	3/24/2010
wwubid.com	4/14/2007	4/14/2009
www-ubid.com	9/17/2006	9/17/2009
youbidcars.com	8/12/2006	8/12/2011
youbid.com	11/27/1996	11/26/2008
youbidfree.com	8/14/2005	8/14/2010

Schedule
Exhibit C
to
Intellectual Property Security Agreement

Trademarks

None.