

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TRUPANION, INC.		12/23/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	PEPI Capital, L.P.
Street Address:	2300 West Plano Parkway
City:	Plano
State/Country:	TEXAS
Postal Code:	75075
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	4423830	CLAIMS EXPRESS
Registration Number:	3502884	PET INSURANCE MADE EASY
Serial Number:	85842462	TRUPANION
Registration Number:	4400175	TRUPANION
Registration Number:	3525250	TRUPANION
Serial Number:	85846171	TRUPANION EXPRESS
Registration Number:	3634415	TRUPANION PET INSURANCE MADE EASY.

CORRESPONDENCE DATA

Fax Number: 2148400104
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 2148553561
 Email: rbradshaw@ccsb.com
 Correspondent Name: Laura Hebert
 Address Line 1: 901 Main Street, Ste. 5500
 Address Line 4: Dallas, TEXAS 75202

OP \$190.00 4423830

NAME OF SUBMITTER:	Laura Hebert
Signature:	/Laura Hebert/
Date:	12/30/2013
Total Attachments: 12 source=Trupanion-PEPI Intellectual Security Agreement 12-23-13#page1.tif source=Trupanion-PEPI Intellectual Security Agreement 12-23-13#page2.tif source=Trupanion-PEPI Intellectual Security Agreement 12-23-13#page3.tif source=Trupanion-PEPI Intellectual Security Agreement 12-23-13#page4.tif source=Trupanion-PEPI Intellectual Security Agreement 12-23-13#page5.tif source=Trupanion-PEPI Intellectual Security Agreement 12-23-13#page6.tif source=Trupanion-PEPI Intellectual Security Agreement 12-23-13#page7.tif source=Trupanion-PEPI Intellectual Security Agreement 12-23-13#page8.tif source=Trupanion-PEPI Intellectual Security Agreement 12-23-13#page9.tif source=Trupanion-PEPI Intellectual Security Agreement 12-23-13#page10.tif source=Trupanion-PEPI Intellectual Security Agreement 12-23-13#page11.tif source=Trupanion-PEPI Intellectual Security Agreement 12-23-13#page12.tif	

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of December 23, 2013, by and between PEPI CAPITAL, L.P. ("Lender") and TRUPANION, INC., a Delaware corporation ("Grantor").

RECITALS

A. Lender has agreed to loan money (the "Loan") to Grantor as set forth in that certain Credit Agreement dated as of the date hereof and made by and between Lender, as Lender, and Grantor, as a Borrower (as amended, modified, or supplemented from time to time, the "Credit Agreement"; capitalized terms used herein are used as defined in the Credit Agreement), Lender is willing to make the Loan to Grantor, but only upon the condition, among others, that Grantor shall grant to Lender a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Credit Agreement.

B. Pursuant to the terms of the Credit Agreement, Grantor has granted to Lender a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

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 Credit Agreement and all other agreements now existing or hereafter arising between Grantor and Lender, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Credit Agreement and under any other agreement now existing or hereafter arising between Grantor and Lender, Grantor grants and pledges to Lender a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto), and including without limitation all proceeds 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.

This security interest is granted in conjunction with the security interest granted to Lender under the Credit Agreement. The rights and remedies of Lender with respect to the security interest granted hereby are in addition to those set forth in the Credit Agreement and the other Loan Documents, and those which are now or hereafter available to Lender as a matter of law or equity. Each right, power and remedy of Lender provided for herein or in the Credit Agreement or any of the Loan 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 Lender of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Credit Agreement or any of the

other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Lender, of any or all other rights, powers or remedies.

Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

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.

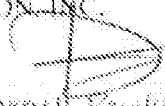
[Signature page follows.]

Address of Grantor:

907 NW Ballard Way
Seattle, WA 98107
Attn: General Counsel

GRANTOR:

TRUPANION, INC.

By: 
Name: Darryl J. Faulkner
Title: CEO

Address of Grantor:

2300 West Plano Parkway
Plano, Texas 75075
Attn: Chief Operating Officer

LENDER:

PEPI CAPITAL, L.P.

By: _____
Name: _____
Title: _____

[Signature page to Intellectual Property Security Agreement of Trupanion, Inc.]

Address of Grantor:

907 NW Ballard Way
Seattle, WA 98107
Attn: General Counsel

GRANTOR:

TRUPANION, INC.

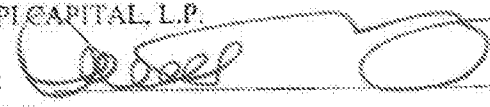
By: _____
Name: _____
Title: _____

Address of Grantor:

2300 West Plano Parkway
Plano, Texas 75075
Attn: Chief Operating Officer

LENDER:

PEPICAPITAL, L.P.

By:  _____
Name: David Radunsky
Title: Chief Operating Officer

[Signature page to Intellectual Property Security Agreement of Trupanion, Inc.]

EXHIBIT A

Copyrights

	Description	Registration Number	Registration Date
	None.		

EXHIBIT B

Patents

Title	Country	App'l'n Serial No. Filing Date	Patent No. Issue Date	Status
Pet Insurance User Interface	US	29/449,619 3/15/2013	N/A N/A	Pending.
Pet Insurance User Interface	EPC (Europe)	002308841 9/13/2013	N/A N/A	Pending.
Pet Insurance System and Method	US	61/801,404 3/15/2013	N/A N/A	Pending.

EXHIBIT C

Trademarks

[See attached]

i_5599786v.1

Trademark	Client-Matter Country	SubCase Case Type	Application Number Filing Date	Publication Number Publication Date	Registration Number Registration Date	Status Next Renewal
CLAIMS EXPRESS	366945-910102/CA Canada	ORD	1489736 10-Aug-2012			OA Issued Resp Office: SF
<p>Owner: Trupanion, Inc. Goods: Class: NA Int. Claims adjustment in the field of pet insurance; providing pet insurance services to others; payment and reimbursement of monetary amounts on behalf of others; operating a claims reimbursement program.</p>						
Trupanion	366945-910104/CA Canada	ORD	1640973 26-Aug-2013			Pending Resp Office: SF
<p>Owner: Trupanion, Inc. Goods: Class: NA Int. WARES: pamphlets and booklets and informational flyers in the field of animal breeds, pet health and wellness, pet care, safety and welfare; downloadable computer software for management of veterinary offices; downloadable computer software for managing and servicing veterinary accounts receivable; collections and funding; for medical billing and medical payment collection for veterinarians; and for claims processing, data analytics and reporting in the veterinary field; downloadable computer software for tracking pets' medical history, billing, payments, and insurance claims; and for pet health and wellness tracking; downloadable computer software application for mobile phones, computers and handheld devices, namely, software, for providing information in the field of animal breed guides and information about pet health and wellness and pet care</p> <p>SERVICES: underwriting health care insurance for pets; claims administration services in the field of pet insurance; electronic processing of pet insurance claims and payment data; financial transaction services, namely, providing secure transactions and payment options; processing, administering and managing employee benefit plans concerning pet insurance and finance; online journals, namely, blogs featuring information in the field of pets, pet breeds, pet training, pet health and pet wellness; providing a website with information for educational and entertainment purposes in the field of pets; pet breeds; pet training; pet health and pet wellness; providing an online non-downloadable software application for management of veterinary offices; medical billing and medical payment collection for veterinarians; and for claims processing, data analytics and reporting in the veterinary field; providing an online non-downloadable software application for tracking pets' medical history, billing, payments, and insurance claims. Providing a web site featuring technology that enables veterinarians to generate, manage, and exchange medical information, documents, financial information, insurance claim and payment information; managing and servicing veterinary accounts receivable; providing an online non-downloadable software application for pet health and wellness tracking.</p>						
trupanion EXPRESS	366945-910103/CA Canada	ORD	1638974 09-Aug-2013			Pending Resp Office: SF
<p>Owner: Trupanion, Inc.</p>						

Trademark	Client-Matter Country	SubCase Case Type	Application Number Filing Date	Publication Number Publication Date	Registration Number Registration Date	Status Next Renewal
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Goods: Class: N/A Int.

Downloadable computer software for management of veterinary offices; downloadable computer software for managing and servicing veterinary accounts receivable; collections and funding; for medical billing and medical payment collection for veterinarians; and for claims processing; data analytics and reporting in the veterinary field; downloadable computer software for tracking pets' medical history; billing; payments; and insurance claims; and for pet health and wellness tracking.

Pamphlets and booklets and informational flyers in the field of animal breeds; pet health and wellness; pet care; safety and welfare.

Claims administration services in the field of pet insurance; electronic processing of pet insurance claims and payment data; financial transaction services; namely, providing secure transactions and payment options; processing, administering and managing employee benefit plans concerning pet insurance and finance.

Online journals, namely, blogs featuring information in the field of pets; pet breeds; pet training; pet health and pet wellness; providing a website with information for educational and entertainment purposes in the field of pets; pet breeds; pet training; pet health and pet wellness; and providing a web site featuring technology that enables veterinarians to generate, manage, and exchange medical information, documents, financial information, insurance claim and payment information; providing an online non-downloadable software application for management of veterinary offices; managing and servicing veterinary accounts receivable; medical billing and medical payment collection for veterinarians; and for claims processing; data analytics and reporting in the veterinary field; providing an online non-downloadable software application for tracking pets' medical history; billing; payments; and insurance claims; and for pet health and wellness tracking.

financial transaction services; namely, providing secure transactions and payment options; processing, administering and managing employee benefit plans concerning pet insurance and finance; online journals, namely, blogs featuring information in the field of pets; pet breeds; pet training; pet health and pet wellness; providing a website with information for educational and entertainment purposes in the field of pets; pet breeds; pet training; pet health and pet wellness; providing a web site featuring technology that enables veterinarians to generate, manage, and exchange medical information, documents, financial information, insurance claim and payment information; providing an online non-downloadable software application for managing and servicing veterinary accounts receivable.

Trademark	Client-Matter Country	SubCase Case Type	Application Number Filing Date	Publication Number Publication Date	Registration Number Registration Date	Status Next Renewal
Claims Express	366945-9001104/US United States of America	WC	85/540466 12-Feb-2012	13-Aug-2013	4423830 29-Oct-2013	Registered 29-Oct-2023 Resp Office: SF
Owner: Tropaplan, Inc.						
Goods: Class: 36 Int. Claims adjustment in the field of healthcare insurance for pets						
PET INSURANCE MADE EASY	366945-9001127/US United States of America	WC	77309651 22-Oct-2007		3502884 16-Sep-2008	Registered 16-Sep-2018 Resp Office: SF
Owner: Tropaplan, Inc.						
Goods: Class: 36 Int. Underwriting health care insurance for pets						
tropaplan	366945-9001097/US United States of America	0001 WC	85/842462 06-Feb-2013	30-Jul-2013		Allowed Resp Office: SF
Owner: Tropaplan, Inc.						
Goods: Class: 09 Int. Downloadable computer software for management of veterinary offices; downloadable computer software for managing and servicing veterinary accounts receivable, collections and funding, for medical billing and medical payment collection for veterinarians, and for claims processing, data analytics and reporting in the veterinary field; downloadable computer software for tracking pets' medical history, billing, payments, and insurance claims, and for pet health and wellness tracking; downloadable computer software application for mobile phones, computers, and handheld devices, namely, software for providing information in the field of animal breed guides and information about pet health and wellness and pet care Class: 42 Int. Providing a web site featuring technology that enables veterinarians to generate, manage, and exchange medical information, documents, financial information, insurance claim and payment information; providing an online non-downloadable software application for management of veterinary offices, managing and servicing veterinary accounts receivable, medical billing and medical payment collection for veterinarians, and for claims processing, data analytics and reporting in the veterinary field; providing an online non-downloadable software application for tracking pets' medical history, billing, payments, and insurance claims, and for pet health and wellness tracking						
tropaplan	366945-9001097/US United States of America	0001 OPRD	85/860276 26-Feb-2013	25-Jun-2013	4400175 10-Sep-2013	Registered 10-Sep-2023 Resp Office: SF
Owner: Tropaplan, Inc.						
Goods: Class: 16 Int. Pamphlets and booklets and informational flyers in the field of animal breeds, pet health and wellness, pet care, safety and welfare						
tropaplan	366945-9001107/US		85/860275			OPRD Filed

Trademark	Client-Matter Country	SubCase Case Type	Application Number Filing Date	Publication Number Publication Date	Registration Number Registration Date	Status Next Renewal
	United States of America	ORD	77244499 01-Aug-2007		3525250 28-Oct-2008	Registered 28-Oct-2018
<p>Owner: Trupanion, Inc. Goods: Class: 36 Int. Claims administration services in the field of pet insurance; electronic processing of pet insurance claims and payment data; financial transaction services, namely, providing secure commercial transactions and payment options; processing, administering and managing employee benefit plans concerning pet insurance and finance Class: 41 Int. Online journals, namely, blogs featuring information in the field of pets, pet breeds, pet training, pet health and pet wellness; providing a website with information for educational and entertainment purposes in the field of pet training and pet exercise Class: 44 Int. Providing a website with information for educational and entertainment purposes in the field of pet health and pet wellness; pet selection, pet grooming, pet feeding, pet nutrition, pet health and wellness in the nature of animal welfare and the psychological and physical well-being of animals, physical characteristics and temperament of pet breeds, and grooming, feeding and nutrition requirements for specific pet breeds.</p>						
	United States of America	WC	857846171 11-Feb-2013			OAR Filed
<p>Owner: Trupanion, Inc. Goods: Class: 36 Int. Underwriting health care insurance for pets</p>						
trupanion EXPRESS	United States of America	ORD				Resp Officer: SF

Trademark	Client-Matter Country	SubCase Case Type	Application Number Filing Date	Publication Number Publication Date	Registration Number Registration Date	Status Next Renewal
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Goods: Class: 09 Int.

Downloadable computer software for management of veterinary offices; downloadable computer software for managing and servicing veterinary accounts receivable, collections and funding, for medical billing and medical payment collection for veterinarians, and for claims processing, data analytics and reporting in the veterinary field; downloadable computer software for tracking pets' medical history, billing, payments, and insurance claims, and for pet health and wellness tracking

Class: 16 Int.

Pamphlets and booklets and informational flyers in the field of animal breeds, pet health and wellness, pet care, safety and welfare

Class: 36 Int.

Claims administration services in the field of pet insurance; electronic processing of pet insurance claims and payment data; financial transaction services, namely, providing secure commercial transactions and payment options; processing, administering and managing employee benefit plans concerning pet insurance and finance

Class: 41 Int.

Online journals, namely, blogs featuring information in the field of pets, pet breeds, pet training, pet health and pet wellness; providing a website with information for educational and entertainment purposes in the field of pet training and pet exercise

Class: 42 Int.

Providing a web site featuring technology that enables veterinarians to generate, manage, and exchange medical information, documents, financial information, insurance claim and payment information; providing an online non-downloadable software application for management of veterinary offices; managing and servicing veterinary accounts receivable, medical billing, and medical payment collection for veterinarians, and tracking pets' medical history, billing, payments, and reporting in the veterinary field; providing an online non-downloadable software application for

Class: 44 Int.

Providing a website with information for educational and entertainment purposes in the field of pet health and pet wellness; pet selection, pet grooming, pet feeding, pet nutrition, pet health and wellness in the nature of animal welfare and the psychological and physical well-being of animals, physical characteristics and temperament of pet breeds, and grooming, feeding and nutrition requirements for specific pet breeds

TRUPANION PET INSURANCE 366945-9001114US 77578869 3634415 Registered

MADE EASY

United States of America WC 25-Sep-2008 09-Jun-2009 09-Jun-2019

25-Sep-2008

Owner: Trupanion, Inc.

Goods: Class: 36 Int.

Underwriting health care insurance for pets

Images/Links:

trupanion pet insurance made easy

trupanion

Resp Office: SF