

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM299312

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TRUPANION, INC.		03/25/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	HIGHLAND CONSUMER ENTREPRENEURS FUND I LIMITED PARTNERSHIP		
Street Address:	ONE BROADWAY, 16TH FLOOR		
City:	CAMBRIDGE		
State/Country:	MASSACHUSETTS		
Postal Code:	02142		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
Name:	HIGHLAND CONSUMER FUND I-B LIMITED PARTNERSHIP		
Street Address:	ONE BROADWAY, 16TH FLOOR		
City:	CAMBRIDGE		
State/Country:	MASSACHUSETTS		
Postal Code:	02142		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
Name:	HIGHLAND CONSUMER FUND I LIMITED PARTNERSHIP		
Street Address:	ONE BROADWAY, 16TH FLOOR		
City:	CAMBRIDGE		
State/Country:	MASSACHUSETTS		
Postal Code:	02142		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Serial Number:	85540466	CLAIMS EXPRESS	
Serial Number:	77309651	PET INSURANCE MADE EASY	
Serial Number:	85842462	TRUPANION	
Serial Number:	85860276	TRUPANION	
Serial Number:	85860275	TRUPANION	
Serial Number:	77244499	TRUPANION	
Serial Number:	85846171	TRUPANION EXPRESS	
TRADEMARK			

CH \$215.00 85540466

Property Type	Number	Word Mark
Serial Number:	77578569	TRUPANION PET INSURANCE MADE EASY.

CORRESPONDENCE DATA

Fax Number: 6179517050

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

Phone: 617-951-7000

Email: paula.derby@ropesgray.com

Correspondent Name: ROPES & GRAY LLP

Address Line 1: 800 BOYLSTON STREET

Address Line 2: PRUDENTIAL TOWER

Address Line 4: BOSTON, MASSACHUSETTS 02199-3600

ATTORNEY DOCKET NUMBER: 105449-0015

NAME OF SUBMITTER: Paula J. Derby

SIGNATURE: /Paula J. Derby/

DATE SIGNED: 03/26/2014

Total Attachments: 12

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of March 25, 2014, by and between HIGHLAND CONSUMER FUND I LIMITED PARTNERSHIP, HIGHLAND CONSUMER FUND I-B LIMITED PARTNERSHIP and HIGHLAND CONSUMER ENTREPRENEURS FUND I LIMITED PARTNERSHIP, (each a "Lender" and collectively, the "Lenders") and TRUPANION, INC., a Delaware corporation ("Grantor").

RECITALS

A. The Lenders have agreed to loan money (the "Loan") to Grantor as set forth in that certain Amended and Restated Credit Agreement, dated as of February 28, 2014, to be effective as of December 23, 2013, made by and between the Lenders, as Lenders, 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), the Lenders are willing to make the Loan to Grantor, but only upon the condition, among others, that Grantor shall grant to the Lenders 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 the Lenders 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 the Lenders, 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 the Lenders, Grantor grants and pledges to the Lenders 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 Exhibits 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 the Lenders under the Credit Agreement. The rights and remedies of the Lenders 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 the Lenders as a matter of law or equity. Each right, power and remedy of the Lenders 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 the Lenders 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 the Lenders, 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.]

GRANTOR:

Address of Grantor:

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

TRUPANION, INC.

By: _____
Name: *Yacov L. Gindler*
Title: *CA*

[Signature page to Intellectual Property Security Agreement]

LENDERS:

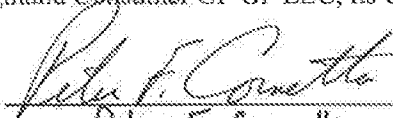
Address of Lender:

One Broadway, 16th Floor
Cambridge, MA 02142
Attn: Chief Financial Officer

HIGHLAND CONSUMER FUND I LIMITED
PARTNERSHIP

By: Highland Consumer GP Limited Partnership,
its General Partner

By: Highland Consumer GP GP LLC, its General
Partner

By: 
Name: Peter F. Coenetta
Its: Authorized Manager

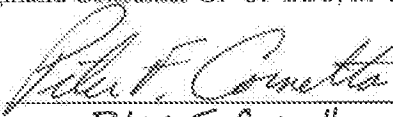
Address of Lender:

One Broadway, 16th Floor
Cambridge, MA 02142
Attn: Chief Financial Officer

HIGHLAND CONSUMER FUND I-B LIMITED
PARTNERSHIP

By: Highland Consumer GP Limited Partnership,
its General Partner

By: Highland Consumer GP GP LLC, its General
Partner

By: 
Name: Peter F. Coenetta
Its: Authorized Manager

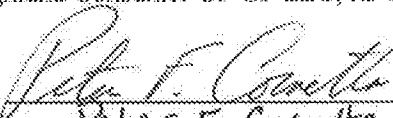
Address of Lender:

One Broadway, 16th Floor
Cambridge, MA 02142
Attn: Chief Financial Officer

HIGHLAND CONSUMER ENTREPRENEURS
FUND I LIMITED PARTNERSHIP

By: Highland Consumer GP Limited Partnership,
its General Partner

By: Highland Consumer GP GP LLC, its General
Partner

By: 
Name: Peter F. Coenetta
Its: Authorized Manager

[Signature page to Intellectual Property Security Agreement]

EXHIBIT A

Copyrights

	Description	Registration Number	Registration Date
	None.		

EXHIBIT B

Patents

Title	Country	Appl'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 System and Method	US	61/801,404 3/15/2013	N/A N/A	Pending.

EXHIBIT C

Trademarks

[See attached]

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-2013			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	366945-910107/CA Canada	ORD	1638974 09-Aug-2013			Pending Resp Office: SF
<p>Owner: Trupanion, Inc.</p>						

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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Trademark

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	Sub-Case 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: Tropation, 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	77/309651 22-Oct-2007		3502884 16-Sep-2008	Registered 16-Sep-2018 Resp Office: SF
Owner: Tropation, Inc.						
Goods: Class: 36 Int. Underwriting health care insurance for pets						
tropation	366945-9001097/US United States of America	0001 WC	85/842462 06-Feb-2013	30-Jul-2013		Allowed Resp Office: SF
Owner: Tropation, 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						
tropation	366945-9001097/US United States of America	0PRD	85/860276 26-Feb-2013	25-Jun-2013	4400175 10-Sep-2013	Registered 10-Sep-2023 Resp Office: SF
Owner: Tropation, 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						
tropation	366945-9001107/US		85/860275			QAR 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
	United States of America	WC	857846171 11-Feb-2013			OAR Filed
<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>						
TRUPANION	366945-900113/US United States of America	WC	77244499 01-Aug-2007		3525250 28-Oct-2008	Registered 28-Oct-2018
<p>Owner: Trupanion, Inc. Goods: Class: 36 Int. Underwriting health care insurance for pets</p>						
trupanion EXPRESS	366945-900105/US United States of America	ORD	857846171 11-Feb-2013			OAR Filed
<p>Owner: Trupanion, Inc.</p>						

Resp Office: SF

Resp Office: SF

Resp Office: 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 insurance claims, and for pet health and wellness tracking

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

Resp Office: SF

Owner: Trupanion, Inc.

Goods: Class: 36 Int.

Underwriting health care insurance for pets

Images/Links:

trupanion pet insurance made easy

trupanion