

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM299312

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

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**

source=105449\_0015\_Assignment#page1.tif

source=105449\_0015\_Assignment#page2.tif

source=105449\_0015\_Assignment#page3.tif

source=105449\_0015\_Assignment#page4.tif

source=105449\_0015\_Assignment#page5.tif

source=105449\_0015\_Assignment#page6.tif

source=105449\_0015\_Assignment#page7.tif

source=105449\_0015\_Assignment#page8.tif

source=105449\_0015\_Assignment#page9.tif

source=105449\_0015\_Assignment#page10.tif

source=105449\_0015\_Assignment#page11.tif

source=105449\_0015\_Assignment#page12.tif

## 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. Ginzberg

Title: CEO

[Signature page to Intellectual Property Security Agreement]

**LENDERS:**

Address of Lender:

One Broadway, 16<sup>th</sup> Floor  
Cambridge, MA 02142  
Attn: Chief Financial Officer

HIGHLAND CONSUMER FUND I LIMITED  
PARTNERSHIP

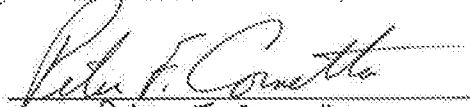
By: Highland Consumer GP Limited Partnership,  
its General Partner

By: Highland Consumer GP GP LLC, its General  
Partner

By:

Name:

Its: Authorized Manager

  
Peter F. Coenetta

Address of Lender:

One Broadway, 16<sup>th</sup> Floor  
Cambridge, MA 02142  
Attn: Chief Financial Officer

HIGHLAND CONSUMER FUND I-B LIMITED  
PARTNERSHIP

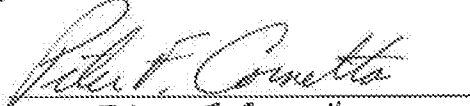
By: Highland Consumer GP Limited Partnership,  
its General Partner

By: Highland Consumer GP GP LLC, its General  
Partner

By:

Name:

Its: Authorized Manager

  
Peter F. Coenetta

Address of Lender:

One Broadway, 16<sup>th</sup> Floor  
Cambridge, MA 02142  
Attn: Chief Financial Officer

HIGHLAND CONSUMER ENTREPRENEURS  
FUND I LIMITED PARTNERSHIP

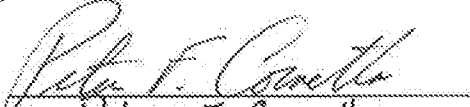
By: Highland Consumer GP Limited Partnership,  
its General Partner

By: Highland Consumer GP GP LLC, its General  
Partner

By:

Name:

Its: Authorized Manager

  
Peter F. Coenetta

[Signature page to Intellectual Property Security Agreement]

**EXHIBIT A**

Copyrights

	<b>Description</b>	<b>Registration Number</b>	<b>Registration Date</b>
	None.		

**EXHIBIT B**

Patents

<b>Title</b>	<b>Country</b>	<b>Appl'n Serial No. Filing Date</b>	<b>Patent No. Issue Date</b>	<b>Status</b>
<b>Pet Insurance User Interface</b>	US	29/449,619 3/15/2013	N/A N/A	Pending.
<b>Pet Insurance System and Method</b>	US	61/801,404 3/15/2013	N/A N/A	Pending.



EXHIBIT C

Trademarks

[See attached]

Canada

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

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.

Trupanion  
 366945-910104/CA  
 Canada  
 ORD  
 1640973  
 26-Aug-2013  
 Pending

Resp Office: SF

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

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.

trupanion EXPRESS  
 366945-910107/CA  
 Canada  
 ORD  
 1638974  
 09-Aug-2013  
 Pending

Resp Office: SF

Owner: Trupanion, Inc.

Client-Matter Country	SubCase Case Type	Application Number Filing Date	Publication Number Publication Date	Registration Number Registration Date	Status Next Renewal
--------------------------	----------------------	-----------------------------------	--	--	------------------------

**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
<b>Owner:</b> Tropation, Inc.						
<b>Goods:</b> 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
<b>Owner:</b> Tropation, Inc.						
<b>Goods:</b> 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
<b>Owner:</b> Tropation, Inc.						
<b>Goods:</b> 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
<b>Owner:</b> Tropation, Inc.						
<b>Goods:</b> 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 Resp Office: SF
<p><b>Owner:</b> Trupanion, Inc.  <b>Goods:</b> 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	85846171 11-Feb-2013			OAR Filed Resp Office: SF
<p><b>Owner:</b> Trupanion, Inc.  <b>Goods:</b> Class: 36 Int.                      Underwriting health care insurance for pets</p>						
trupanion EXPRESS	United States of America	ORD				

Trademark	Client-Matter Country	SubCase Case Type	Application Number Filing Date	Publication Number Publication Date	Registration Number Registration Date	Status Next Renewal
-----------	--------------------------	----------------------	-----------------------------------	--	--	------------------------

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

Owner: Trupanion, Inc.

Goods: Class: 36 Int.

Underwriting health care insurance for pets

Resp Office: SF

Images/Links:

trupanion pet insurance made easy

trupanion