

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ditto.me, Inc.		04/16/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Groupon, Inc.		
Street Address:	600 West Chicago Avenue		
Internal Address:	Suite 200		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60654		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85343246	DITTO	
CORRESPONDENCE DATA			
Fax Number:	3122367516		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-368-4000		
Email:	mary.wysocki@dlapiper.com		
Correspondent Name:	Jennifer Lacroix		
Address Line 1:	P. O. Box 64807		
Address Line 4:	Chicago, ILLINOIS 60664-0807		
ATTORNEY DOCKET NUMBER:	366675-000067		
NAME OF SUBMITTER:	Jennifer E. Lacroix		
Signature:	/Jennifer E. Lacroix/		

Date:

04/17/2012

Total Attachments: 4

source=Ditto Groupon IP Assignment#page1.tif

source=Ditto Groupon IP Assignment#page2.tif

source=Ditto Groupon IP Assignment#page3.tif

source=Ditto Groupon IP Assignment#page4.tif

INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT

This Intellectual Property Assignment Agreement (“IP Assignment”) is entered into by and between **Groupon, Inc.**, a Delaware corporation (the “Purchaser” or “Assignee”), and **Ditto.me, Inc.**, a Delaware corporation (the “Seller” or “Assignor”).

RECITALS

A. WHEREAS, pursuant to that certain Agreement and Plan of Merger, dated April 16, 2012 (the “Merger Agreement”), Groupon Ditto, Inc., a Delaware corporation and a wholly-owned subsidiary of the Purchaser, is merging with and into the Seller (the “Merger”);

B. WHEREAS, as a result of the Merger, the Seller will be a wholly-owned subsidiary of Purchaser;

C. WHEREAS, after the Merger, Seller desires to assign to Purchaser all of Seller’s right, title and interest in, to or under any and all intellectual property, whether registered or unregistered, including but not limited to all of the intellectual property listed in Schedule A, attached hereto (collectively, the “Intellectual Property Assets”); and

D. WHEREAS, Purchaser desires to obtain all of Seller’s right, title and interest in, to or under any and all Intellectual Property Assets;

NOW, THEREFORE, the parties hereby agree as follows:

1. Assignment. For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, and transfer to Assignee all its worldwide right, title and interest, including all common law rights in, to and under all of the Intellectual Property Assets, together with any goodwill of the business symbolized by any marks or names thereof, together with all rights and privileges granted and secured thereby, including the right to maintain and pursue enforceable rights in the Intellectual Property Assets, and to file any and all subsequent applications based on the Intellectual Property Assets including any and all divisions, continuations, substitutions, renewals and reissues thereof together with the right of priority under the International Convention for the Protection of Industrial Property, Inter-American Convention relating to Patents, Designs and Industrial Models, and any other international agreements to which the United States of America adheres, and to sue and recover for any past violation, said rights to be held and enjoyed by Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made.

2. Assignor Covenant. Assignor hereby covenants that it has full right to convey the entire interest herein assigned.

Schedule A

Domain Names:

dit.to
ditto.me
pingpin.com
frnds.co
ditto.us

Trademarks:

“Ditto” – U.S. Application No. 85343246 filed on June 10, 2011.