900235777 10/11/2012

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
Pospitality LLC		110/08/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Groupon, Inc.		
Street Address:	600 West Chicago Avenue		
Internal Address:	Suite 620		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60654		
Entity Type:	CORPORATION: DELAWARE		

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	4172705	BREADCRUMB

CORRESPONDENCE DATA

Fax Number: 3122367516

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

via US Mail.

Phone: 312-368-4000

Email: mary.wysocki@dlapiper.com

Correspondent Name: Gina L. Durham
Address Line 1: P. O. Box 64807

Address Line 4: Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	366675-000070
NAME OF SUBMITTER:	Gina L. Durham
Signature:	/ginadurham/
	TRADEMARK

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Date:	10/11/2012
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DEED OF ASSIGNMENT

THIS DEED OF ASSIGNMENT is made effective by and between:

- Pospitality LLC, a Delaware limited liability company with an address at 10 East 23rd Street, Suite 300, New York, NY 10010 (the "Assignor"); and
- 2. Groupon, Inc., a company incorporated under the laws of the State of Delaware with an address of 600 West Chicago Avenue, Suite 620, Chicago, IL 60654 (the "Assignee").

WHEREAS

- A. Following a Merger between Assignor and Assignee, Assignor entered into a certain Intellectual Property Assignment Agreement (the "IP Assignment") dated October 8, 2012, which conveyed from Assignor to Assignee all rights, title and interests in and to the trademark applications and registrations detailed in the Schedule attached hereto, which Schedule is incorporated by reference into this Deed ("the Trademarks").
- **B.** The IP Assignment included and conveyed the goodwill associated with the Trademarks, together with that portion of Assignor's business in connection with which it uses and/or has a bona fide intent to use the Trademarks, to the Assignee.
- **C.** Assignor and Assignee execute this Deed for the sole purpose of confirming and memorializing such assignment, and making said assignment of record in the Patent and Trademark Office.

IT IS AGREED as follows:

For good and valuable consideration set forth in the IP Assignment, the receipt and sufficiency of which is acknowledged, the Assignor hereby assigns to the Assignee the Trademarks, and all of the Assignor's right title and interest in and to the Trademarks together with that portion of Assignor's business in connection with which it uses and/or has a *bona fide* intent to use the Trademarks, including the goodwill in the Trademarks, including any rights that have accrued, or may in the future accrue.

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IN WITNESS WHEREOF , the parties have caused this Deed to be duly executed by their respective authorized representatives.		
BY: Name: Jason Harinstein Title: Senior Vice President	DATE: 1918/12-	
State of <u>Chinail</u>) State of <u>Chinail</u>) SSS County of <u>County</u>	s <u>8</u> day of <u>Ochober</u> 2012.	
"OFFICIAL SEAL" Rebecca Silvers Notary Public, State of Illinois My Commission Expires 8/16/2015	Notary Public My Commission Expires: $8/16/2015$	
BY: Name: Bradley M. Downes Title: Senior Manager of Finance	DATE: 8 Ochber 2012	
Subscribed and sworn to before me this State of	s & day of October, 2012.	
"OFFICIAL SEAL" Laura Phelps Notary Public, State of Illinois My Commission Expires 2/14/2016	Nøtary Public My Commission Expires: 2 4 6	

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My Commission Expires: 2/4/6

SCHEDULE

ASSIGNED TRADEMARKS

Mark/Owner	App. Date	App. No.	Reg. Date	Reg. No.	Jurisdiction
BREADCRUMB	September 26,	-	February 29,	010291151	European
	2011		2012		Union
BREADCRUMB	April 14,2011	85295815	July 10, 2012	4,172,705	United States
BREADCRUMB	Sept. 22,2011	1,449,960	January 5, 2012	1,449,960	Australia
BREADCRUMB	September 21, 2011	1544434	N/A	N/A	Canada

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RECORDED: 10/11/2012

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