

Form PTO-1595 (Rev. 03-11)
OMB No. 0651-0027 (exp. 03/31/2012)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

UPTAKE NETWORKS, INC.

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: GROUPON, INC.

Address: 600 W. Chicago Ave., Suite 620
Chicago, IL 60654

Name:

Address:

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance/Execution Date(s):

Execution Date(s) February 23, 2012

- Assignment Merger
- Security Agreement Change of Name
- Joint Research Agreement
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____

4. Application or patent number(s):

This document is being filed together with a new application.

A. Patent Application No.(s)

12/119465

B. Patent No.(s)

Additional numbers attached? Yes NO

5. Name and address to whom correspondence concerning document should be mailed:

Name: PATENT GROUP
DLA PIPER LLP (US)
Address: 203 N. LaSalle St., Suite 1900

City: Chicago

State: Illinois Zip: 60601

Phone Number: (312) 368-4000

Fax Number: (312) 236-7516

Email Address: patentschgo@dlapiper.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$40.00

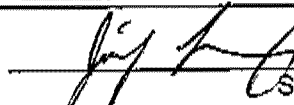
- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

b. Deposit Account Number 18-2284

Authorized User Name Jennifer E. Lacroix

9. Signature:


Signature

March 15, 2012

Date

Jennifer E. Lacroix, Reg. No. 46,852

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:

CH \$40.00 182284 12119465

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 **Uptake Networks, Inc.**, a Delaware corporation (the "Seller" or "Assignor").

RECITALS

A. WHEREAS, pursuant to that certain Agreement and Plan of Merger, dated February 27, 2012 (the "Merger Agreement"), Groupon Uptake, 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.

IN WITNESS WHEREOF, Assignee has executed this assignment by its officers and representatives thereunto duly authorized.

Groupon, Inc.

By: [Signature]

Name: Jason Harms

Title: SVP

Date: 2/23/12

STATE OF IL)
) SS.
COUNTY OF COOK)

Subscribed and sworn to before me this 23 day of February, 2012.

[Signature]
Notary Public

My Commission Expires:
8/16/15



Schedule A**Table 1: TRADEMARKS**


Trademark	Jurisdiction	Status	Reg. No.	Reg. Date	Owner Name
UPTAKE	Community Trademark	Registered	7212277	April 29, 2009	UpTake Networks, Inc.
UPTAKE	Australia	Registered	1260539	September 1, 2008	UpTake Networks, Inc.
UPTAKE	Canada	Registered	TMA754202	November 30, 2009	UpTake Networks, Inc.
UPTAKE	Japan	Registered	5226222		UpTake Networks, Inc.
UPTAKE	U.S.	Registered	3740575	January 19, 2010	UpTake Networks, Inc.
 (word & design)		Unregistered			UpTake Networks, Inc.
TRAVEL LIKE YOU'VE BEEN THERE BEFORE.		Unregistered			UpTake Networks, Inc.
ASK FRIENDS WHO KNOW		Unregistered			UpTake Networks, Inc.

Table 2: DOMAIN NAMES

Domain Name
threeall.com
uptake.com
uptakes.com
uptake.mobi
uptake.name
uptake.us
kango.com
up-take.com
up-takes.com
uptake-inc.com
uptakenetwork.com
uptakenetworks.com
uptakenetworks-inc.com

Table 3: PATENT ASSETS

Application Serial No. (Pub. No.)	Jurisdiction	Status	Filing Date	Owner Name
12/119465 (2009/0282019)	U.S.	Pending	May 12, 2008	UpTake Networks, Inc.
PCT/US2009/043658 (WO/2009140296)	PCT	Entered Nationalization	May 12, 2009	UpTake Networks, Inc.