

**CERTIFICATION OF PLAINTIFF PURSUANT
TO THE FEDERAL SECURITIES LAWS**

I, Dennis Einspahr, declare the following as to the claims asserted, or to be asserted, under the federal securities laws:

1. I have reviewed the complaint against Groupon, Inc., the officers and directors of Groupon, Inc. and the underwriter defendants, prepared by Girard Gibbs LLP and Wexler Wallace LLP, whom I designate as my counsel in this action for all purposes. At this time, I adopt the allegations in the complaint.

2. I did not acquire Groupon common stock at the direction of Girard Gibbs LLP or Wexler Wallace LLP in order to participate in any private action under the federal securities laws.

3. I am willing to serve as a named plaintiff. I understand that a named plaintiff is a representative party who acts on behalf of other class members in directing the litigation, and whose duties may include testifying at deposition or trial.

4. I will not accept any payment for serving as a representative party beyond my pro rata share of any recovery, except reasonable costs and expenses, such as lost wages and travel expenses, directly related to the class representation, as ordered or approved by the Court pursuant to law.

5. I have not sought to serve or served as a representative party for a class in any action under the federal securities laws within the past three years.

6. I understand that this is not a claim form, and that my ability to share in any recovery as a class member is not affected by my decision to serve as a representative party.

7. My purchases and sales of Groupon common stock during the relevant time period are listed in **Attachment A** to this document.

8. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 6 day of April, 2012



Dennis Einspahr

APPENDIX A

Summary of Dennis Einspahr's Purchases and Sales of Groupon Common Stock

TRADE DATE	NUMBER OF SHARES	PRICE PER SHARE	BUY OR SELL
2/14/2012	190	20.57	Buy
3/8/2012	90	18.37	Sell