

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

John Pedrow (“Plaintiff”) declares as to the claims asserted under the federal securities laws, that:

1. Plaintiff has reviewed a complaint alleging securities fraud against Groupon and various of its officers and directors and authorized its filing.

2. Plaintiff did not acquire the security that is the subject of this action at the direction of Plaintiff’s counsel in order to participate in this private action or any other litigation under the federal securities laws.

3. Plaintiff is willing to serve as a representative party on behalf of the class, including providing testimony at deposition and trial, if necessary.

4. Plaintiff has made no transaction(s) during the Class Period in the debt or equity securities that are the subject of this action except those set forth below:

Acquisitions	Date Acquired	No. Shares Acquired	Acquisition Price Per Share
Groupon	11-4-11	2,000	\$27.452
Groupon	11-4-11	2,000	\$27.4545
Groupon	11-4-11	2,000	\$27.453
Sales	Date Sold	No. Shares Sold	Selling Price Per Share
Groupon	4-13-12	1,700	\$13.21
Groupon	4-13-12	300	\$13.23
Groupon	4-13-12	2,000	\$13.23
Groupon	4-13-12	1,650	\$13.21
Groupon	4-13-12	350	\$13.2229

5. During the three years prior to the date of this Certificate, Plaintiff has not sought to serve or served as a representative party for a class in the following actions filed under the federal securities laws except as detailed below:

6. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond the Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the court.

I declare under penalty of perjury that the foregoing is true and correct.
Executed this 14th day of April, 2012.


John Pedrow