

Genius Brands International, Inc.  
Form 10-Q  
November 14, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2011

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-54389

GENIUS BRANDS INTERNATIONAL, INC.  
Formerly Pacific Entertainment Corporation  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

20-4118216  
(I.R.S. Employer  
Identification No.)

5820 Oberlin Dr., Suite 203  
San Diego, California  
(Address of principal executive offices)

92121  
(Zip Code)

(858) 450-2900  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

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company” in Rule 12b-2 of the Exchange Act.

|   |                          |                           |                                     |
|---|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer   | <input type="checkbox"/> | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer (Do not check if a smaller reporting company) | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No .

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date: 60,448,815 shares of common stock, par value \$0.001, were outstanding as of November 14, 2011.

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GENIUS BRANDS INTERNATIONAL, INC.  
Formerly Pacific Entertainment Corporation  
FORM 10-Q

For the Quarterly Period Ended September 30, 2011

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## PART I — FINANCIAL INFORMATION

## Item 1. Consolidated Financial Statements (Unaudited).

Genius Brands International, Inc.  
Formerly Pacific Entertainment Corporation  
Consolidated Balance Sheets

September 30, 2011 (unaudited) and December 31, 2010

| ASSETS  | 09/30/11     | 12/31/2010   |
|---|--------------|--------------|
| Current Assets:   |              |              |
| Cash  | \$238,879    | \$207,880    |
| Accounts Receivable, net  | 885,068      | 1,077,685    |
| Inventory   | 377,330      | 247,505      |
| Prepaid and Other Assets  | 90,376       | 55,376       |
| Total Current Assets  | 1,591,653    | 1,588,446    |
| Property and Equipment, net   | 33,287       | 35,168       |
| Capitalized Product Development in Process  | 289,378      | 128,523      |
| Intangible Assets, net  | 395,449      | 547,611      |
| Total Assets  | \$2,309,767  | \$2,299,748  |
| LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)  |              |              |
| Current Liabilities:  |              |              |
| Accounts Payable  | \$755,182    | \$948,428    |
| Accrued Expenses  | 325,466      | 221,739      |
| Accrued Salaries and Wages  | 191,264      | 62,551       |
| Accrued Interest - Debentures   | 19,049       | 19,049       |
| Total Current Liabilities   | 1,290,961    | 1,251,767    |
| Long Term Liabilities:  |              |              |
| Notes Payable – Related Parties and Accrued Interest  | 2,112,759    | 2,339,197    |
| Total Liabilities   | 3,403,720    | 3,590,964    |
| Stockholders' Equity (Deficit)  |              |              |
| Common Stock, \$0.001 par value, 250,000,000 shares authorized; 60,448,815 and 55,116,515 shares issued and outstanding, respectively | 60,449       | 55,117       |
| Additional Paid in Capital  | 6,869,548    | 5,421,823    |
| Accumulated Deficit   | (8,018,787 ) | (6,768,156 ) |
| Total Genius Brands International, Inc. Stockholders' Equity (Deficit)  | (1,088,790 ) | (1,291,216 ) |
| Noncontrolling Interest   | (5,163 )     | -            |
| Total Equity  | (1,093,953 ) | (1,291,216 ) |
| Total Liabilities & Stockholders' Equity (Deficit)  | \$2,309,767  | \$2,299,748  |

See accompanying notes to consolidated financial statements



Genius Brands International, Inc.  
Formerly Pacific Entertainment Corporation  
Consolidated Statements of Operations  
Periods Ending September 30, 2011 and 2010 (unaudited)

|  | Three Months Ending |              | Nine Months Ending |                |
|--|---------------------|--------------|--------------------|----------------|
|  | 9/30/11             | 9/30/10      | 9/30/11            | 9/30/10        |
| <b>Revenues:</b>   |                     |              |                    |                |
| Product Sales  | \$ 1,610,774        | \$ 423,474   | \$ 3,295,633       | \$ 1,730,858   |
| Licensing & Royalties                                      | 71,231              | 391,403      | 529,284            | 771,335        |
| Total Revenues   | 1,682,005           | 814,877      | 3,824,917          | 2,502,193      |
| Cost of Sales (Excluding Depreciation)                     | 1,225,123           | 296,823      | 2,354,845          | 1,121,230      |
| Gross Profit   | 456,882             | 518,054      | 1,470,072          | 1,380,963      |
| <b>Operating Expenses:</b>                                 |                     |              |                    |                |
| Product Development  | 3,974               | 3,739        | 11,393             | 4,317          |
| Professional Services                                      | 66,347              | 68,650       | 211,114            | 245,371        |
| Rent Expense   | 14,395              | 36,178       | 73,037             | 111,058        |
| Marketing & Sales  | 114,108             | 262,473      | 620,780            | 607,151        |
| Depreciation & Amortization                                | 53,991              | 173,054      | 163,085            | 510,160        |
| Salaries and Related Expenses                              | 348,324             | 237,668      | 982,560            | 721,177        |
| Stock Compensation Expense                                 | 78,770              | -            | 385,137            | 63,894         |
| Other General & Administrative                             | 62,423              | 68,065       | 207,313            | 144,467        |
| Total Operating Expenses                                   | 742,332             | 849,827      | 2,654,419          | 2,407,595      |
| Loss from Operations                                       | (285,450 )          | (331,773 )   | (1,184,347 )       | (1,026,632 )   |
| <b>Other Income (Expense):</b>                             |                     |              |                    |                |
| Other Income   | 3,720               | 15,116       | 24,777             | 35,629         |
| Interest Expense   | (1,518 )            | (1,246 )     | (2,662 )           | (2,432 )       |
| Interest Expense – Related Parties                         | (29,968 )           | (11,073 )    | (93,562 )          | (33,736 )      |
| Net Other Income (Expense)                                 | (27,766 )           | 2,797        | (71,447 )          | (539 )         |
| Loss before Income Tax Expense and Noncontrolling Interest | (313,216 )          | (328,976 )   | (1,255,794 )       | (1,027,171 )   |
| Income Tax Expense   | -                   | -            | -                  | -              |
| Net Loss   | (313,216 )          | (328,976 )   | (1,255,794 )       | (1,027,171 )   |
| Net Loss attributable to Noncontrolling Interest           | 742                 | -            | 5,163              | -              |
| Net Loss attributable to Genius Brands International, Inc. | \$(312,474 )        | \$(328,976 ) | \$(1,250,631 )     | \$(1,027,171 ) |
| Net Loss per common share                                  | \$(0.01 )           | \$(0.01 )    | \$(0.02 )          | \$(0.02 )      |
| Weighted average shares outstanding                        | 60,448,815          | 54,779,601   | 58,394,312         | 54,641,834     |

See accompanying notes to consolidated financial statements

Genius Brands International, Inc.  
Formerly Pacific Entertainment Corporation  
Consolidated Statements of Stockholders' Equity (Deficit) (unaudited)

|   | Common Stock |          | Additional<br>Paid in<br>Capital | Noncontrolling<br>Interest | Accumulated<br>Deficit | Total         |
|---|--------------|----------|----------------------------------|----------------------------|------------------------|---------------|
|   | Shares       | Amount   |                                  |                            |                        |               |
| Balance, December 31, 2010<br>(Audited)                             | 55,116,515   | \$55,117 | \$5,421,823                      | -                          | \$ (6,768,156 )        | \$(1,291,216) |
| Common Stock Issued for<br>Cash                                     | 4,300,000    | 4,300    | 853,930                          | -                          | -                      | 858,230       |
| Common Stock Issued for<br>Services                                 | 32,300       | 32       | 9,658                            | -                          | -                      | 9,690         |
| Common Stock Issued in<br>exchange for repayment of<br>Note Payable | 1,000,000    | 1,000    | 199,000                          | -                          | -                      | 200,000       |
| Stock Compensation<br>Expense                                       | -            | -        | 385,137                          | -                          | -                      | 385,137       |
| Noncontrolling Interest   | -            | -        | -                                | (5,163 )                   | -                      | (5,163 )      |
| Net Loss  | -            | -        | -                                | -                          | (1,250,631 )           | (1,250,631)   |
| Balance, September 30, 2011   | 60,448,815   | \$60,449 | \$6,869,548                      | (5,163 )                   | \$ (8,018,787 )        | \$(1,093,953) |

See accompanying notes to consolidated financial statements



Genius Brands International, Inc.  
Formerly Pacific Entertainment Corporation  
Consolidated Statements of Cash Flows (unaudited)

|   | Nine Months<br>Ending<br>09/30/2011 | Nine Months<br>Ending<br>09/30/2010 |
|---|-------------------------------------|-------------------------------------|
| <b>Cash Flows from Operating Activities:</b>                                    |                                     |                                     |
| Net Loss  | \$(1,255,794 )                      | \$(1,027,171 )                      |
| Adjustments to reconcile net loss to net cash provided in operating activities: |                                     |                                     |
| Depreciation Expense  | 9,601                               | 10,617                              |
| Amortization Expense  | 153,484                             | 499,543                             |
| Issuance of Common Stock for Services   | 9,690                               | 25,000                              |
| Stock Compensation Expense  | 385,137                             | 63,894                              |
| Decrease (increase) in operating assets   |                                     |                                     |
| Accounts Receivable   | 192,617                             | 5,882                               |
| Inventory   | (129,825 )                          | (81,114 )                           |
| Prepaid Expenses & Other Assets   | (35,000 )                           | (42,919 )                           |
| Increase (decrease) in operating liabilities                                    |                                     |                                     |
| Accounts Payable  | (193,246 )                          | 102,067                             |
| Accrued Salaries  | 128,713                             | 334,338                             |
| Accrued Interest  | -                                   | 997                                 |
| Accrued Interest – Related Party  | 93,562                              | 33,736                              |
| Other Accrued Expenses  | 103,727                             | 75,984                              |
| Net cash provided/(used) in operating activities                                | (537,334 )                          | 854                                 |
| <b>Cash Flows from Investing Activities:</b>                                    |                                     |                                     |
| Investment in Intangible Assets   | (162,177 )                          | (205,557 )                          |
| Purchase of Fixed Assets  | (7,720 )                            | (11,949 )                           |
| Net cash provided/(used) by investing activities                                | (169,897 )                          | (217,506 )                          |
| <b>Cash Flows from Financing Activities:</b>                                    |                                     |                                     |
| Sale of Common Stock  | 860,000                             | 123,443                             |
| Common Stock Offering Cost  | (1,770 )                            | (16,741 )                           |
| Payments on Related Party Debt  | (120,000 )                          | (60,654 )                           |
| Net cash provided/(used) by financing activities                                | 738,230                             | 46,048                              |
| Net increase/(decrease) in cash   | 30,999                              | (170,604 )                          |
| Beginning Cash Balance  | 207,880                             | 247,865                             |
| Ending Cash Balance   | \$238,879                           | \$77,261                            |
| <b>Supplemental disclosures of cash flow information:</b>                       |                                     |                                     |
| Cash paid for income taxes  | \$-                                 | \$-                                 |
| Cash paid for interest  | \$2,662                             | \$2,432                             |
| Accrued Salaries and wages reclassified to Long Term Notes Payable              | \$-                                 | \$1,870,337                         |

|  |           |     |
|--|-----------|-----|
| Related Party Note converted to Common Stock | \$200,000 | \$- |
|--|-----------|-----|

See accompanying notes to consolidated financial statements

Genius Brands International, Inc.  
Formerly Pacific Entertainment Corporation  
Notes to Consolidated Financial Statements  
June 30, 2011 (unaudited)

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Note 1: The Company and Significant Accounting Policies

Organization and Nature of Business

Genius Brands International, Inc. (“we”, “us”, “our” or the “Company”), formerly known as Pacific Entertainment Corporation, provides music-based products which we believe are entertaining, educational and beneficial to the well-being of infants and young children under our brands, including Baby Genius. We create, market and sell children’s DVDs, CD music and book products in the United States by distribution at wholesale to retail stores and outlets and direct to consumers through various “deal for a day” sites. We also license the use of our brands, both domestically and internationally, to others to manufacture, market and sell products based on our characters and brand, whereby we receive advances and royalties.

Pacific Entertainment Corporation commenced operations in January 2006, assuming all of the rights and obligations of its Chief Executive Officer, Klaus Moeller, under an Asset Purchase Agreement between the Company and Genius Products, Inc., in which we obtained all rights, copyrights, and trademarks to the brands “Baby Genius,” “Little Genius,” “Kid Genius,” “123 Favorite Music” and “Wee Worship,” and all then existing productions under those titles. On October 17, 2011 and October 18, 2011, Genius Brands International, Inc., f/k/a Pacific Entertainment Corporation (the “Company”), filed Articles of Merger with the Secretary of State of the State of Nevada and with the Secretary of State of the State of California, respectively. As previously described on the Company’s Schedule 14C Information Statement, filed with the Securities and Exchange Commission on September 21, 2011, by filing the Articles of Merger, the Company (i) changed its domicile to Nevada from California, and (ii) changed its name to Genius Brands International, Inc. from Pacific Entertainment Corporation (the “Reincorporation”). Pursuant to the Articles of Merger, Pacific Entertainment Corporation, a California corporation, merged into Genius Brands International, Inc., a Nevada corporation that, prior to the Reincorporation, was the wholly owned subsidiary of Pacific Entertainment Corporation. Genius Brands International, the Nevada corporation, is the surviving corporation. In connection with the Reincorporation, on October 12, 2011, the Company filed an Issuer Company-Related Action Notification Form with the Financial Industry Regulatory Authority (“FINRA”). Upon approval of the Reincorporation, FINRA will issue us a new ticker symbol for trading purposes.

In August 2009, the Company launched a line of Baby Genius pre-school toys. The line of 24 Baby Genius toys, manufactured by toy manufacturer Battat Incorporated, included musical, activity, and role-play toys that incorporate the Baby Genius principle of music as a core learning tool to engage and encourage children to communicate, connect, discover, and use their imagination. The Company granted an exclusive license to Battat for the marketing and distribution of a line of toys based on the Baby Genius brand and characters in the United States and Canada, and non-exclusive rights of distribution in other parts of the world. This license was terminated according to the terms of the contract in December 2010 although we granted Battat the right to continue to distribute the existing line of toys through late Spring 2011. We received no royalty reporting from Battat subsequent to the three month period ended March 31, 2011 and anticipate no further royalty revenue from this license agreement.

On January 11, 2011, the Company signed an agreement with Jakks Pacific’s Tollytots® division for a new toy line. As a result of the five-year agreement, Tollytots® immediately began development on a comprehensive line of musical and early learning toys, incorporating the music, characters and themes from the Baby Genius series of videos and music CDs. The new toy line will cover a broad range of exclusive categories, including learning and

developmental toys, most plush toys and musical toys, as well as several other non-exclusive categories. As part of the development of the new products, the Company has engaged in the creation of several new characters.

The Company also obtains licenses for other select brands we feel we can market and sell through our distribution channels and are distributing content obtained from independent studios and producers.

The Company's Financial Statements are prepared in accordance with accounting principles generally accepted in the United States of America. These require the use of estimates and assumptions that affect the assets, liabilities, revenues and expenses reported in the financial statements, as well as amounts included in the notes thereto, including discussion and disclosure of contingent liabilities. Although the Company uses its best estimates and judgments, actual results could differ from these estimates as future confirming events occur.

#### Interim Consolidated Financial Statements

The accompanying condensed consolidated financial statements of the Company have been prepared without audit. Certain information and disclosures required by accounting principles generally accepted in the United States have been condensed or omitted. These condensed consolidated financial statements reflect all adjustments that, in the opinion of management, are necessary to present fairly the results of operations of the Company for the periods presented. The results of operations for the three and nine month periods ended September 30, 2011, are not necessarily indicative of the results that may be expected for any future period or the fiscal year ending December 31, 2011.

These consolidated financial statements should be read in conjunction with the consolidated financial statements included in the Company's 2010 Annual Report filed with the OTC Markets Group Inc. on March 11, 2011 and in the Company's registration statement on Form 10, as amended, filed on July 26, 2011.

#### Significant Accounting Policies

**Revenue Recognition** – The Company recognizes revenue related to product sales when (i) the seller's price is substantially fixed, (ii) shipment has occurred causing the buyer to be obligated to pay for product, (iii) the buyer has economic substance apart from the seller, and (iv) there is no significant obligation for future performance to directly bring about the resale of the product by the buyer as required by Revenue Recognition Topic 605 of the FASB Accounting Standards Codification.

Revenues associated with the sale of branded CDs, DVDs and other products, are recorded when shipped to customers pursuant to approved customer purchase orders resulting in the transfer of title and risk of loss. Cost of sales, rebates and discounts are recorded at the time of revenue recognition or at each financial reporting date.

The Company's licensing and royalty revenue represent variable payments based on net sales from brand licensees for content distribution rights. Revenue from licensed products is recognized when realized or realizable based on royalty reporting received from licensees.

**Principles of Consolidation** - The consolidated financial statements include the financial statements of the Company, and its 75% owned subsidiary: Circle of Education LLC. All inter-company balances and transactions have been eliminated in consolidation.

**Other Estimates** – The Company estimates reserves for future returns of product based on an analysis that considers historical returns, changes in customer demand and current economic trends. The Company regularly reviews the outstanding Accounts Receivable balances for each account and monitors delinquent accounts for collectability. The Company reviews all intangible assets periodically to determine if the value has been impaired by recent financial transactions using the discounted cash flow analysis of revenue stream for the estimated life of the assets.



Liquidity - Historically, the Company has incurred net losses. As of September 30, 2011, the Company had a consolidated accumulated deficit of \$8,018,787 and total stockholders' deficit of \$1,093,953. At September 30, 2011, the Company had consolidated current assets of \$1,591,653, including cash of \$238,879, and consolidated current liabilities of \$1,290,961, resulting in working capital of \$300,692. For the nine month period ending September 30, 2011, the Company reported a consolidated net loss of \$1,255,794, including stock option expense of \$385,137 which has no cash expenditure requirement. The Company had net cash used by operating activities of \$537,334. Management believes that its increasing revenue each year over the prior year and cash generated by operations, together with funds available from short-term related party advances, will be sufficient to fund planned operations for the next twelve months. However, there can be no assurance that operations and operating cash flows will continue at the current levels or improve in the near future. If the Company is unable to obtain profitable operations and positive operating cash flows sufficient to meet scheduled debt obligations, it may need to seek additional funding or be forced to scale back its development plans or to significantly reduce or terminate operations.

Reclassifications – Certain amounts in the condensed consolidated financial statements as of December 31, 2010 have been reclassified to conform to the presentation as of September 30, 2011.

#### Note 2: Plant, Property, and Equipment and Intangible Assets

The Company has plant, property and equipment and other intangible assets used in the creation of revenue of the following as of:

|                               | 9/30/2011   | 12/31/2010  |
|-------------------------------|-------------|-------------|
| Furniture and Equipment       | \$ 84,705   | \$ 76,986   |
| Less Accumulated Depreciation | (51,418 )   | (41,818 )   |
| Net Fixed Assets              | \$ 33,287   | \$ 35,168   |
|                               |             |             |
| Trademarks                    | \$ 129,831  | \$ 129,831  |
| Product Masters               | 3,202,712   | 3,202,712   |
| Other Intangible Assets       | 224,605     | 223,282     |
| Less Accumulated Amortization | (3,161,699) | (3,008,214) |
| Net Intangible Assets         | \$ 395,449  | \$ 547,611  |

Pursuant to FASB Accounting Standards Codification regarding Topic 350, Intangible Assets, intangible asset(s) acquired, either individually or with a group of other assets shall be initially recognized and measured based on fair value. In the acquisition of the assets from Genius Products, fair value was calculated using a discounted cash flow analysis of the revenue streams for the estimated life of the assets. As this resulted in a fair market value in excess of the purchase price, the assets were recorded at \$2,489,082, the total purchase price discounted with the imputed interest rate of 10%.

The Company reviews all intangible assets periodically to determine if the value has been impaired by recent financial transactions using the discounted cash flow analysis of revenue stream for the estimated life of the assets. At the nine months ending September 30, 2011 and twelve months ending December 31, 2010 it was determined that no impairment exists.

The Company continues to develop new CDs and DVDs, in addition to adding content, improved animation and bonus songs/features to their existing CD and DVD collection. In accordance with FASB Accounting Standards Codification regarding the topics of Intangible Assets (350) and Research and Development (730), the costs of new

product development and significant improvement to existing products are capitalized while routine and periodic alterations to existing products are expensed as incurred. As of September 30, 2011, the Company has \$289,378 in Capitalized Product Development in Process representing DVD, CD, and toy development projects not yet completed.



## Note 3: Accrued Liabilities

Accrued Salaries and Wages as of September 30, 2011 total \$191,264 and \$62,551 as of December 31, 2010. Debenture Interest accrued and unpaid for the original \$2.5 million principal balance is \$19,049 as of September 30, 2011 and December 31, 2010. Interest on the debentures was terminated effective July 24, 2009 in accordance with the conversion agreement upon establishment of a secondary trading market for our common stock. Other Accrued Liabilities totaling \$325,466 as of September 30, 2011 and \$221,739 as of December 31, 2010, include a reserve for product returns, music royalty payments, financed insurance costs, commissions to outside representatives on net sales and royalty income, and amounts accrued but not yet due to studios for distributed products. The reserve for returned product represents an estimate of potential product returns in future periods and is evaluated for reasonableness each reporting period.

## Note 4: Notes Payable and Accrued Interest - Related Parties

As of September 30, 2011 and December 31, 2010, the Company had the following notes payable and accrued interest balances outstanding:

|  | 9/30/2011    | 12/31/2010   |
|--|--------------|--------------|
| Related Party Note Payable to Company    | \$ 136,840   | \$ 360,840   |
| Accrued Interest on Related Party Note   | 31,785       | 22,142       |
| Officer Loans to Company                 | 226,083      | 311,988      |
| Subordinated Officer Loans to Company    | 1,620,137    | 1,620,137    |
| Accrued Interest on Subordinated Loans   | 97,914       | 24,090       |
| Total Notes Payable and Accrued Interest | 2,112,759    | 2,339,197    |
| Less: Current Portion                    | -            | -            |
| Long Term Portion                        | \$ 2,112,759 | \$ 2,339,197 |

On February 1, 2008, Isabel Moeller, sister of our Chief Executive Officer, Klaus Moeller, loaned \$310,000 to the Company at an interest rate equal to 8% per annum as a short term note payable. The funds were borrowed from Ms. Moeller in order to reduce outstanding obligations due to Genius Products at that time. In August 2008, the note was amended to require payment of all principal and accrued interest on September 30, 2009. Subsequent agreements extended the maturity date to December 31, 2010 and reduced the stated interest rate to six (6%) percent per annum. On September 30, 2010, Ms. Moeller agreed to accept a new note with a maturity date of December 31, 2012 resulting in the reclassification of the total amount outstanding, including principal and accrued interest, as long term debt. Payments were made on the outstanding principal in the amount of \$14,000 and \$10,000 on February 9, 2011 and April 27, 2011, respectively. On April 1, 2011, Ms. Moeller converted \$200,000 of the outstanding principle to 1,000,000 shares of the Company's common stock. The amount due to Ms. Moeller as of September 30, 2011 and December 31, 2010 includes \$31,785 and \$22,142 in accrued but unpaid interest, respectively.

Notes were issued in favor of four of the Officers for loans to the Company at various times during the years 2007 through 2009. The term of the notes issued in 2009 and 2008 called for payment on December 31, 2009 and had a stated interest rate of 1.63%. The notes issued in 2007 were payable upon demand and had a stated interest rate of 6% per annum until paid in full. On February 13, 2009, the Officers agreed to an extension of the maturity date of all outstanding notes to December 31, 2009 at the stated interest rate of the original note. On December 31, 2009, the Officers agreed to issue new note agreements for the outstanding balances, including accrued but unpaid interest, with a maturity date of December 31, 2010 and a stated interest rate of 6% per annum. Repayments in the aggregate amount of \$60,654 were made on August 11, 2010. On September 30, 2010, the Officers agreed to extend the

maturity date of the loans to December 31, 2012 resulting in the outstanding balances, including principle and accrued interest, to be reclassified as long term debt. On October 12, 2010 repayments were made in the aggregate amount of \$40,707. Additional repayments were made on February 2, 2011 and April 27, 2011 in the aggregate amounts of \$66,000 and \$30,000, respectively. The amount due to the Officers on these notes includes accrued but unpaid interest in the amounts of \$31,919 and \$20,824 as of September 30, 2011 and December 31, 2010, respectively.

On September 30, 2010, four of the Officers agreed to convert accrued but unpaid salaries through September 30, 2010 to subordinated long term notes payable. In February 2011, as a result of an agreement by each of the four Officers to retroactively decrease the amount of the annual salary for 2010 from \$125,000 per annum per Officer to \$80,000, the amount of the notes were reduced to an aggregate of \$1,620,137. The notes have a maturity date of December 31, 2012 and a stated interest rate of six percent (6%) per annum, said interest accruing from October 1, 2010 on the unpaid balance of principal and interest. There is no prepayment penalty. As of September 30, 2011 and December 31, 2010, the accrued but unpaid interest totals \$97,914 and \$24,090, respectively.

#### Note 5: Stockholders' Equity

As part of the reincorporation, the total number of authorized shares of common stock was changed to 250,000,000 shares of \$0.001 par value. The common stock and additional paid in capital accounts were restated as of September 30, 2011 and December 31, 2010 to recognize the change from no par common stock to a par value of \$0.001 per share. As of September 30, 2011, 60,448,815 shares of common stock were outstanding.

The Company has 10,000,000 shares of preferred stock authorized with a par value of \$0.001 subject to the approval of the Board of Directors. As of September 30, 2011, no shares were outstanding and the Board of Directors has not authorized issuance of preferred shares.

On April 6, 2010, the Company commenced a Confidential Private Placement offering to certain accredited investors for up to 12,500,000 shares of common stock at a purchase price of \$.40 per share. On July 13, 2010, the Board of Directors amended the offering to include the issuance of a warrant to purchase one additional share of common stock for each share of common stock sold through the offering. Each warrant has a term of three years from the date of purchase and an exercise price of \$0.40 per share. As of December 31, 2010, a total subscription of \$188,443 had been received and 471,108 shares had been issued. Costs of the offering in the amount of \$17,396 were offset against the additional paid in capital account. This offering expired.

During March and April, 2011, the Company conducted a private placement to certain accredited investors only under Rule 506. As a result of the offering, the Company received subscriptions in the total amount of \$860,000 and 4,300,000 shares have been issued. Ms. Isabel Moeller also subscribed for 1,000,000 shares. In lieu of cash payment for the subscribed shares, Ms. Moeller agreed to a \$200,000 reduction in the outstanding principal balance of her note effective April 1, 2011. Costs of the offering in the amount of \$1,770 were offset against the additional paid in capital account.

On September 30, 2010, 50,000 shares were issued in exchange for services valued at \$25,000, or \$.50 per share. On March 31, 2011, an additional 32,300 shares were issued in exchange for services valued at \$9,690, or \$0.30 per share.

Through September 30, 2011, stock option grant notices for up to 14,045,000 shares of common stock have been issued to employees and service providers of the Company pursuant to the 2008 Stock Option Plan, in accordance with the provisions of Topic 718, Compensation, of the Accounting Standards Codification, which requires companies to measure the cost of employee services received in exchange for equity instruments based on the grant date fair value of those awards and to recognize the compensation expense over the requisite service period during which the awards are expected to vest. A total of \$1,832,179 has been recognized as Additional Paid in Capital as the value of these options granted, which includes \$385,137 and \$117,610 for the nine months ended September 30, 2011 and the year ended December 31, 2010, respectively. Of the total grants for shares issued, 40,000 have expired as of September 30, 2011 and options to purchase up to 14,005,000 shares of common stock are outstanding. Additional details regarding the stock options granted is found in Note 8: Stock Options.



On June 2, 2009, the Company, through Glendale Securities, Inc. of Sherman Oaks, California as broker-dealer, filed a Disclosure Statement with the Financial Investment Regulatory Agency (FINRA) pursuant to Rule 15c2-11 of the Securities and Exchange Act of 1934, as amended, to establish a secondary trading market on the Pink Sheets Electronic OTC Markets system. Glendale Securities' request for un-priced quotation on the Pink OTC Markets was cleared by FINRA on July 13, 2009 and trading began on July 24, 2009. In May 2011, the OTC Markets, Inc. moved the Company to the OTCQB trading platform. On September 7, 2011, FINRA cleared the Company for trading on the OTCBB. The trading symbol is PENT.

In connection with the change in domicile and name change from Pacific Entertainment Corporation to Genius Brands International, Inc., the Company filed an application for a new ticker symbol for trading purposes. As of November 14, 2011, FINRA is conducting a review of the application.

#### Note 6: Income Taxes

The Company accounts for income taxes in accordance with Accounting Standards Codification Topic 740, Income Taxes, which requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements.

At the adoption date of January 1, 2007, the Company had no unrecognized tax benefit which would affect the effective tax rate if recognized.

The Company includes interest and penalties arising from the underpayment of income taxes in the statements of operations in the provision for income taxes. As of September 30, 2011 and December 31, 2010, the Company had no accrued interest or penalties related to uncertain tax positions.

The Company files income tax returns in the U.S. federal jurisdiction and in the state of California. The Company is currently subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities since inception of the Company.

#### Note 7: Recent Accounting Pronouncements

There were no new accounting pronouncements issued during the three months ended September 30, 2011 and through the date of this filing that the Company believes are applicable or would have a material impact on the consolidated financial statements of the Company.

#### Note 8: Stock Options

The Company has adopted the provisions of Topic 718, Compensation, of the Accounting Standards Codification, which requires companies to measure the cost of services received in exchange for equity instruments based on the grant date fair value of those awards and to recognize the compensation expense over the requisite service period during which the awards are expected to vest.

On December 29, 2008, the Company adopted the Pacific Entertainment Corporation 2008 Stock Option Plan (the "Plan"), which provides for the issuance of qualified and non-qualified stock options to officers, directors, employees and other qualified persons. The Plan is administered by the Board of Directors of the Company or a committee appointed by the Board of Directors. The number of shares of the Company's common stock initially reserved for issuance under the Plan was 11 million. On April 4, 2011, pursuant to an Action by Majority of Stockholders, the

number of shares reserved under the plan was increased to 16 million.

On January 1, 2011, the Company issued a Stock Option Grant to Anthony Dates for the purchase of up to 25,000 shares of common stock, fully vesting as of March 31, 2011.

On April 1, 2011, pursuant to employment agreements between the Company and Messrs. Moeller, Meader, Larry Balaban and Howard Balaban each executive has been granted a non-qualified stock option to purchase up to 1,000,000 shares of the Company's common stock, vesting as to 250,000 shares on April 1, 2011 and 250,000 shares per year on the anniversary date of the agreements.

On April 1, 2011, the Company issued a stock option grant to Anthony Dates for the purchase of up to 25,000 shares of common stock, fully vesting as of June 30, 2011.

On June 1, 2011, as a result of a consulting agreement with Al Kahn to provide certain management and advisory services, the Company issued a stock option grant notice to purchase up to 1,000,000 shares of the Company's common stock, vesting as to 500,000 shares each on May 31, 2012 and 2013.

As of September 30, 2011, options to purchase up to 40,000 shares of the Company's common stock previously issued in 2009 and 2010 expired due to the termination of employees.

On July 1, 2011, the Company issued a stock option grant to Anthony Dates for the purchase of up to 25,000 shares of common stock, fully vesting as of September 30, 2011.

The Company used the Black-Scholes valuation model to estimate the grant date fair value of the options granted in 2010 and 2011. The Company used the following assumptions for the 2010 and 2011 valuations:

|                         |                  |
|-------------------------|------------------|
| Risk-free interest rate | 1.21% – 2.01%    |
| Expected life in years  | 3-10             |
| Dividend yield          | 0                |
| Expected volatility     | 68.54% - 115.60% |

The following schedule summarizes the changes in the Company's stock option plan for the six months ended September 30, 2011:

|                                | Options Outstanding<br>Number<br>of<br>Shares | Exercise<br>Price<br>per Share | Weighted<br>Average<br>Remaining<br>Contractual<br>Life | Aggregate<br>Intrinsic<br>Value | Weighted<br>Average<br>Exercise<br>Price<br>per Share |
|--------------------------------|---|--------------------------------|---|---------------------------------|---|
| Balance at December 31, 2010   | 8,970,000                                     | \$0.34-0.55                    | 3.25 years  | -                               | \$0.44  |
| Options Granted                | 5,075,000                                     | \$0.34-0.50                    | 8.47 years  | -                               | \$0.44  |
| Options Exercised              | -   | -                              | -   | -                               | -   |
| Options Expired                | 40,000  | \$0.50                         | -   | -                               | -   |
| Balance at September 30, 2011  | 14,005,000                                    | \$0.34-0.55                    | 4.67 years  | -                               | \$0.44  |
| Exercisable September 30, 2011 | 9,805,000                                     | \$0.34-0.55                    | 3.14 years  | -                               | \$0.44  |

During the nine months ended September 30, 2011 and 2010 the Company recognized \$385,137 and \$63,894 in Stock Compensation expense, respectively.

Note 9: Warrants

During the three months ended September 30, 2011, no new warrants were issued.



The following schedule summarizes the changes in the Company's warrants for the nine months ended September 30, 2011:

|                                | Number<br>of<br>Warrants | Exercise<br>Price<br>per Share | Weighted<br>Average<br>Exercise<br>Price<br>per Share |
|--------------------------------|--------------------------|--------------------------------|---|
| Exercisable December 31, 2010  | 471,108                  | \$0.40                         | \$0.40  |
| Warrants Granted               | -                        | -                              | -   |
| Warrants Exercised             | -                        | -                              | -   |
| Warrants Expired               | -                        | -                              | -   |
| Balance at September 30, 2011  | 471,108                  | \$0.40                         | \$0.40  |
| Exercisable September 30, 2011 | 471,108                  | \$0.40                         | \$0.40  |

The following schedule summarizes the outstanding warrants at September 30, 2011:

| Number of<br>Warrants<br>Outstanding<br>at<br>September<br>30, 2011 | Number of<br>Warrants<br>Exercisable<br>at<br>September<br>30, 2011 | Expiration<br>Date | Exercise<br>Price |
|---|---|--------------------|-------------------|
| 471,108   | 471,108   | 2013               | \$ 0.40           |

#### Note 10: Employment Agreements

On January 1, 2008, the Company entered into Employment Agreements with four of the Officers of the Company for a term of five years, expiring on December 31, 2012. The agreements specified increasing annual salary amounts, car allowances, participation in benefit plans, vacations, and stock option plans, and severance benefits.

Authorized salaries for each officer for the fiscal year ended December 31, 2010 were \$210,000. On April 1, 2009, each of the four officers agreed to a salary reduction to \$125,000. On February 11, 2011 each of the four officers agreed to a retroactive salary reduction for 2010 to \$80,000 inclusive of the car allowance. As of September 30, 2010, the balance was converted to subordinated, long term debt.

Pursuant to a February 2011 amendment to the employment agreements, salaries for 2011 were set at \$125,000 exclusive of the car allowance of \$11,400. On April 26, 2011, the Company and each of the four Officers agreed to terminate the existing employment agreements and enter into new five-year employment agreements unless written termination is provided by either party. Each employment agreement provides for a graduated base salary beginning at \$165,000 per annum retroactive to March 20, 2011 and continuing to December 31, 2011 and increasing to \$195,000 for 2012, \$225,000 for 2013. After 2013, the agreement provides for base salary increases at the discretion of the Board of Directors, with a minimum 5% increase. In addition to base salary, each Executive continues to receive an annual car allowance of \$11,400.

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The following is a schedule by year of the future minimum salary payments related to these employment agreements:

|       |             |
|-------|-------------|
| 2011  | 626,152     |
| 2012  | 780,000     |
| 2013  | 900,000     |
| 2014  | 945,000     |
| 2015  | 992,250     |
| Total | \$4,243,402 |

#### Note 11: Creation of Limited Liability Company

On September 20, 2010, the Company entered into a joint venture agreement between the Company and Dr. Shulamit Ritblatt to form Circle of Education, LLC (COE), a California limited liability company, for the purpose of creation and distribution of a curriculum to promote school readiness for children ages 0-5 years. The Company obtained an initial voting and economic interest of seventy-five percent of the outstanding units of the newly formed company in exchange for the contribution of all intellectual property rights the Company had in the Circle of Education program. Circle of Education, LLC was formed on September 24, 2010.

The Company has consolidated the results for the nine month period ended September 30, 2011 with the results of COE. COE is currently developing products which have an estimated introduction for sale in the third quarter of 2012, resulting in no sales or cost of sales in the nine month period ended September 30, 2011. COE had general and administrative costs of \$18,040, including legal costs related to the creation of the agreements and registration of the entity in the aggregate of \$14,761, sales and marketing costs of \$1,181 and product development costs of \$1,430 for a total loss of \$20,651. As the Company has an economic interest of 75 percent of the total subsidiary, the Company recognized 100 percent of the loss and recorded 25 percent of the loss, or \$5,163, as Noncontrolling Interest on the financial statements for the nine months ended September 30, 2011. There were no sales or expenses in the fiscal year ended December 31, 2010.

#### Note 12: Subsequent Events

The Company has evaluated subsequent events through the date the financial statements were issued in accordance with Financial Accounting Standards Board Codification Topic 855, Subsequent Events.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our results of operations, financial condition and liquidity and capital resources should be read in conjunction with our unaudited consolidated financial statements and related notes for the three months ended September 30, 2011 and 2010. In addition to historical consolidated financial information, the following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements.

### Forward Looking Statements

This report on Form 10-Q contains forward-looking statements which involve assumptions and describe our future plans, strategies and expectations. When used in this statement, the words "may," "will," "expect," "anticipate," "continue," "estimate," "project," "intend," and similar expressions are intended to identify forward-looking statements regarding events, conditions, and financial trends that may affect the Company's future plans of operations, business strategy, operating results, and financial position. These statements are expressed in good faith and based upon a reasonable basis when made, but there can be no assurance that these expectations will be achieved or accomplished.

Persons reviewing this report are cautioned that any forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties and actual results may differ materially from those included within the forward looking statements as a result of various factors. Such factors include, among other things, uncertainties relating to our success in judging consumer preferences, financing our operations, entering into strategic partnerships, engaging management, seasonal and period-to-period fluctuations in sales, failure to increase market share or sales, inability to service outstanding debt obligations, dependence on a limited number of customers,

increased production costs or delays in production of new products, intense competition within the industry, inability to protect intellectual property in the international market for our products, changes in market condition and other matters disclosed by us in our public filings from time to time. Forward-looking statements speak only as to the date they are made. The Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.

## Overview

The MD&A is based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make certain estimates and judgments that affect the reported amounts of assets, liabilities and expenses and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

## Our Business

Pacific Entertainment Corporation (“we”, “us”, “our” or the “Company”) commenced operations in January 2006, assuming all of the rights and obligations of its Chief Executive Officer, Klaus Moeller, under an Asset Purchase Agreement between the Company and Genius Products, Inc., in which we obtained all rights, copyrights, and trademarks to the brands “Baby Genius”, “Little Genius”, “Kid Genius”, “Child Genius”, “123 Favorites” and “Wee Worship”, and all then existing productions under those titles. We create and provide family entertainment and music-based products that we believe will be entertaining, educational and beneficial to the well-being of infants and young children. We create, market and sell children’s DVDs, CD music, toy, and book products in the United States by distribution at wholesale to retail stores and outlets. We also license the use of our brands domestically and internationally to others to manufacture, market and sell products based on our characters and brand, whereby we receive advances and royalties.

On October 17, 2011 and October 18, 2011, Genius Brands International, Inc., f/k/a Pacific Entertainment Corporation (the “Company”), filed Articles of Merger with the Secretary of State of the State of Nevada and with the Secretary of State of the State of California, respectively. As previously described on the Company’s Schedule 14C Information Statement, filed with the Securities and Exchange Commission on September 21, 2011, by filing the Articles of Merger, the Company (i) changed its domicile to Nevada from California, and (ii) changed its name to Genius Brands International, Inc. from Pacific Entertainment Corporation (the “Reincorporation”). Pursuant to the Articles of Merger, Pacific Entertainment Corporation, a California corporation, merged into Genius Brands International, Inc., a Nevada corporation that, prior to the Reincorporation, was the wholly owned subsidiary of Pacific Entertainment Corporation. Genius Brands International, the Nevada corporation, is the surviving corporation. In connection with the Reincorporation, on October 12, 2011, the Company filed an Issuer Company-Related Action Notification Form with the Financial Industry Regulatory Authority (“FINRA”). Upon approval of the Reincorporation, FINRA will issue us a new ticker symbol for trading purposes.

In August 2009, the Company launched a line of Baby Genius pre-school toys. The line of 24 Baby Genius toys, manufactured by toy manufacturer Battat Incorporated, included musical, activity, and role-play toys that incorporate the Baby Genius principle of music as a core learning tool to engage and encourage children to communicate, connect, discover, and use their imagination. The Company cancelled the agreement in December 2010 according to the terms of the contract, permitting Battat to continue selling the current line of toys until late spring 2011. The Company received no royalty revenue from Battat subsequent to the three month period ended March 31, 2011 and anticipates no further royalty income from this license.

On January 11, 2011, the Company signed a world-wide license agreement with Jakks Pacific's Tollytots® division for a new toy line. As a result of the five-year agreement, Tollytots® will immediately begin development on a comprehensive line of musical and early learning toys, incorporating the music, characters and themes from the Baby Genius series of videos and music CDs. The new toy line will cover a broad range of exclusive categories, including learning and developmental toys, most plush toys, and musical toys, as well as several other non-exclusive categories. As part of the development of the new products, the Company has engaged in the creation of several new characters as well as updating the existing characters.

Due to a gap between the termination of the Battat license and subsequent end of the extended sell off period and the introduction of the Jakks Pacific toy line 2012, we anticipate a reduction in royalty revenue during the remainder of 2011 and first half of 2012. As we cannot state with any certainty what the revenue would have been from the Battat toy line nor predict the sales for the new line of Jakks Pacific toys, we are unable to state the amount of the overall reduction for our licensed revenue category.

The Company, in partnership with Dr. Shulamit Ritblatt, has developed "Circle of Education," an early childhood education curriculum using music as the basis for skills required to prepare pre-school children for Kindergarten. Circle of Education, LLC ("COE") was formed on September 24, 2010, pursuant to a joint venture agreement between the Company and Dr. Ritblatt. The Company obtained an initial voting and economic interest of seventy-five percent of the outstanding units of the newly formed company in exchange for the contribution of all intellectual property rights the Company had in the Circle of Education program. The results for COE are consolidated within our financial statements.

The Company also obtains licenses for other select brands we feel we can market and sell through our distribution channels.

During 2010, the Company launched a line of DVDs including classic movies and television programs under the brand "Pacific Entertainment Presents". Initially consisting of seven titles, each focusing on a specific genre such as Horror, Western, SciFi, Action, Mystery, War, and Gangster, an additional six titles were added in late 2010 expanding the line with the Super Hero's collection as well as Family Favorites. In 2011, we obtained the rights to distribute other studios' films on DVD, Blu-Ray, digital and broadcast formats under our brand which will be included in our product catalog starting in the third quarter of 2011. The agreements vary in length from three to five years.

## Results of Operations

Three and Nine Month Period Ended September 30, 2011 Compared to September 30, 2010

Our summary results of operations are presented below:

|                               | Three Months Ended<br>September 30, |            | Nine Months Ended<br>September 30, |              |
|-------------------------------|-------------------------------------|------------|------------------------------------|--------------|
|                               | 2011                                | 2010       | 2011                               | 2010         |
| Revenues                      | \$ 1,682,005                        | \$ 814,877 | \$ 3,824,917                       | \$ 2,502,193 |
| Costs and expenses            | (1,913,464 )                        | (973,596 ) | (4,846,179 )                       | (3,018,665 ) |
| Depreciation and Amortization | (53,991 )                           | (173,054 ) | (163,085 )                         | (510,160 )   |
| Loss from Operations          | (285,450 )                          | (331,773 ) | (1,184,347 )                       | (1,026,632 ) |
| Other Income                  | 3,720                               | 15,116     | 24,777                             | 35,629       |
| Interest Expense              | (31,486 )                           | (12,319 )  | (96,224 )                          | (36,168 )    |

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|  |              |              |                |                |
|--|--------------|--------------|----------------|----------------|
| Total Other Income   | (27,766 )    | 2,797        | (71,447 )      | (539 )         |
| Net Loss   | (313,216 )   | (328,976 )   | (1,255,794 )   | (1,027,171 )   |
| Net Loss attributable to Noncontrolling Interest           | 742          | -            | 5,163          | -              |
| Net Loss attributable to Genius Brands International, Inc. | \$(312,474 ) | \$(328,976 ) | \$(1,250,631 ) | \$(1,027,171 ) |
| Net Loss per common share                                  | \$(0.01 )    | \$(0.01 )    | \$(0.02 )      | \$(0.02 )      |
| Weighted average shares outstanding                        | 60,448,815   | 54,779,601   | 58,394,312     | 54,641,834     |

Revenues. Revenues by product segment and for the Company as a whole were as follows:

|                                   | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |             |
|-----------------------------------|-------------------------------------|-----------|------------------------------------|-------------|
|                                   | 2011                                | 2010      | 2011                               | 2010        |
| Genius Brands Product Sales       | \$462,338                           | \$301,077 | \$1,538,815                        | \$1,126,280 |
| Licensed and Distributed Products | 1,148,436                           | 122,397   | 1,756,818                          | 604,578     |
| Royalty Revenue                   | 71,231                              | 391,403   | 529,284                            | 771,335     |
| Total Revenue                     | \$1,682,005                         | \$814,877 | \$3,824,917                        | \$2,502,193 |

Genius Brands product sales represent items in which the Company holds the copyrights and/or trademarks to the characters and content which are manufactured and sold by the Company directly, either at wholesale to retail stores and outlets or direct to consumers through daily deal sites and our website. The increase of \$161,261 (53.6%) for the three months ended September 30, 2011 compared to the three months ended September 30, 2010, was due to an increase in DVD sales. The increase of \$412,535 (36.6%) for the nine month period ended September 30, 2011 compared to the nine month period ended September 30, 2010 is due to sales through direct to consumer offering with daily deal sites. Management believes that the Company is on target to increase direct product sales volumes over 2010, although economic and retail conditions in the market could impact our future sales in a negative manner and we are unable to guarantee increased sales. We continue to explore additional sales opportunities with retail and distribution customers; however, there is no guarantee that our products will be accepted by these new customers.

The licensed and distributed product sales category includes items for which we license rights from other companies to copyrights and trademarks of select brands we feel will do well within our distribution channels, product acquired from other studios through distribution agreements, and overstock inventory from other studios which we sell and from which we receive income. For the three months ended September 30, 2011, the category increased by \$1,026,039 (838.3%) over the same period in 2010 as a result of an increase in outside overstock studio product acquired and sold in the amount of \$771,457 and an increase in licensed and distributed product sold of \$384,473. The increase of \$1,152,240 (190.6%) for the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010 is due to increases in licensed and distributed DVD products and an increase in outside overstock studio product acquired and sold. The timing of the sales of overstock product is intermittent and unpredictable as it is determined by the availability of excess inventory from outside studios.



Royalty revenue is income for our characters and brands licensed to others to manufacture and/or market, both internationally and domestically. For the three months ended September 30, 2011 compared to the same period in 2010, the decrease of \$320,172 (81.8%) was caused by the termination of the toy license with Battat. For the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010 the category decreased \$242,051 (31.4%) primarily due to the toy line which was launched in August 2009. There may be fluctuation in licensing revenue due to economic conditions in the sales territory. We believe this revenue source will decrease during the remainder of 2011 through the first two quarters of 2012 due to the cancellation of the Battat toy license agreement, then show increases in late 2012 and in the subsequent years with the introduction of the new toy line currently in development with Jakks Pacific's Tollytots® division. We cannot guarantee that the new toy line will be accepted nor that the royalty revenue will increase.

Our products compete in the pre-school music, books, DVDs, and toy categories. We believe we compare favorably in the quality of our products, as well as competitive price point. In spite of the global economic decline we have exhibited revenue growth in 2011. We continue to market direct to retailers and are exploring new domestic and international licensing opportunities. We are investigating additional relevant external brands to license, adding to the diversity of our product line, while maintaining the integrity of our core mission of educating and entertaining children.

The Company's business is subject to the effects of seasonality, causing revenues to fluctuate with consumer purchasing behavior, competition, and the timing of holiday periods.

The 2011 economic outlook remains challenging, however, we anticipate continued sales growth through our actions to improve our existing products, maintaining highly competitive price points, and adding content to our product catalog.

Costs. Costs and expenses, excluding depreciation and amortization, consisting of cost of sales, marketing and sales expenses, and general and administrative costs, increased \$939,868 (96.5%) for the three months ended September 30, 2011, compared to the three months ended September 30, 2010 and \$1,827,514 (60.5%) for the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010.

|               | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |             |
|---------------|-------------------------------------|-----------|------------------------------------|-------------|
|               | 2011                                | 2010      | 2011                               | 2010        |
| Cost of Sales | \$1,225,123                         | \$296,823 | \$2,354,845                        | \$1,121,230 |

Cost of sales increased \$928,300 (312.7%) and \$1,233,615 (110.0%) during the three months and nine months ended September 30, 2011 compared to the three months and nine months ended September 30, 2010, respectively, as a result of increased sales volumes, product mix variations, and shipping costs.

Selling, General and Administrative ("SG&A") expenses predominately consists of salaries, employee benefits and stock based compensation as well as other expenses associated with executive management, finance, legal, facilities, marketing, rent, and other professional services. Costs associated with these categories are detailed as follows:

|  | Three Months Ended |           | Nine Months Ended |             |
|--|--------------------|-----------|-------------------|-------------|
|  | September 30,      |           | September 30,     |             |
|  | 2011               | 2010      | 2011              | 2010        |
| General and Administrative                 | \$570,259          | \$410,561 | \$1,859,161       | \$1,285,967 |
| Marketing and Sales                        | 114,108            | 262,473   | 620,780           | 607,151     |
| Product Development                        | 3,974              | 3,739     | 11,393            | 4,317       |
| Total Selling, General, and Administrative | \$688,341          | \$676,773 | \$2,491,334       | \$1,897,435 |

General and administrative costs increased \$159,698 (38.9%) for the three months ended September 30, 2011 compared to the three months ended September 30, 2010. This is the result of increases in salaries and related expenses of \$110,656, partially offset by a decrease in accounting services expense of \$26,097 due to the hiring of accounting staff previously outsourced, increased stock compensation expense of \$78,770, and increased legal fees of \$16,538 primarily expended for the filing of the registration statement with the U.S. Securities & Exchange Commission. For the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010, general and administrative expenses increased \$573,194 (44.6%). This increase is due in part to increased salaries of \$261,383 a decrease in outside accounting services of \$74,056, increased legal costs in the amount of \$65,538, and increases in investor relations of \$36,458, less a reduction for rental expense of \$38,020. Increases in the stock compensation expenses in the amount of \$321,244 were the result of options to purchase shares of the Company's common stock granted to officers as part of the employment agreements and to a consultant for services (see Note 8 to financial statements for more detail).

Marketing and sales expenses include trade shows, public relations firms, sales and royalty commissions and personal contact. Marketing expenses exhibit some fluctuation due to timing of trade shows attended. For the three months ended September 30, 2011 compared to the same period in the prior year the total expense decreased \$148,365 (56.5%), due to reductions in the common marketing fund which was discontinued in January 2011 and commission expense. During the nine month period ended September 30, 2011 compared to the nine month period ended September 30, 2010, marketing and sales expenses increased \$13,629 (2.2%). This increase was a result of increases in commission expense on royalty income of \$141,751 and trade show costs of \$23,848, with reductions in the common marketing fund of \$112,717 and public relations expenditures of \$15,000.

Product development expenses are for routine and periodic alterations to existing products. For the three months ended September 30, 2011 compared to the three months ended September 30, 2010, these expenses increased \$235 (6.3%) and for the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010 the expenses increased \$7,076 (163.9%). All costs for new product development and significant improvements to existing products are capitalized in accordance with FASB Accounting Standards Codification Topic 350, Intangible Assets and Topic 730, Research and Development.

Expenditures for SG&A are not generally seasonal and require consistent cash outflows.

Interest Expense. Interest expense resulted from related party loans and debentures.

The Company borrowed funds from four of the Officers of the Company during the years 2007 to 2009 and issued promissory notes in favor of the Officers. The proceeds from the notes were used to pay operating obligations of the Company. Interest expense was recorded in the three months ended September 30, 2011 and 2010 in the amounts of \$2,992 and \$5,497, respectively. For the nine month period ended September 30, 2011 and 2010, interest expense was recorded in the amounts of \$10,096 and \$17,253, respectively. The decreases were due to partial repayments made in February 2011, April 2011 and the last half of 2010.



On February 1, 2008, Isabel Moeller, sister of our Chief Executive Officer, Klaus Moeller, loaned \$310,000 to the Company at an interest rate equal to 8% per annum. The funds were borrowed from Ms. Moeller in order to reduce outstanding obligations due to Genius Products, Inc. at that time. Subsequent agreements extended the maturity date to December 31, 2010 and reduced the stated interest rate to six (6%) percent per annum. Repayments on the principle balance were made in the aggregate of \$24,000 during February and April 2011. On April 1, 2011, Ms. Moeller agreed to convert \$200,000 of the outstanding balance to shares of common stock of the Company. The interest expense for the three months ended September 30, 2011 and September 30, 2010 was \$2,165 and \$5,576, respectively. For the nine months ended September 30, 2011 and 2010, the interest expense recorded was \$9,643 and \$16,483, respectively.

On September 30, 2010, four of the Officers agreed to convert accrued but unpaid salaries through September 30, 2010 to subordinated long term notes payable. In February 2011, as a result of an agreement by each of the four Officers to retroactively decrease the amount of the annual salary for 2010 from \$125,000 per annum per Officer to \$80,000, the amount of the notes were reduced to an aggregate of \$1,620,137. The notes have a maturity of December 31, 2012 and a stated interest rate of six percent (6%) per annum, said interest accruing from October 1, 2010. For the three months ended September 30, 2011 and September 30, 2010, interest expense was recorded in the amount of \$24,812 and \$0. Interest expense was recorded for the nine months ended September 30, 2011 and 2010 in the amounts of \$73,823 and \$0, respectively.

#### Liquidity and Capital Resources

##### Three and Nine Months Ended September 30, 2011 Compared to September 30, 2010

To date, we have relied on a combination of revenue, loans from officers and private offerings of stock to meet our cash requirements. Currently, our principal source of liquidity is cash in the bank. Management believes that its increasing revenues and cash generated by operations, together with funds available from short-term related party advances, will be sufficient to fund planned operations for the next twelve months. However, there can be no assurance that operations and operating cash flows will continue at the current levels or improve in the near future. If the Company is unable to obtain profitable operations and positive operating cash flows sufficient to meet scheduled debt obligations, it may need to seek additional funding through equity and related party loans or be forced to scale back its development plans or to significantly reduce or terminate operations.

Cash totaled \$238,879 and \$77,261 at September 30, 2011 and 2010, respectively. The change in cash is as follows:

|  | Nine Months Ended |              | Change       |
|--|-------------------|--------------|--------------|
|  | 2011              | 2010         |              |
| Cash provided (used) by operations               | \$(537,334 )      | \$854        | \$(538,188 ) |
| Cash provided (used) in investing activities     | (169,897 )        | (217,506 )   | 47,609       |
| Cash provided (used) in financing activities     | 738,230           | 46,048       | 692,182      |
| Increase (decrease) in cash and cash equivalents | \$30,999          | \$(170,604 ) | \$201,603    |

Our cash flow is very seasonal and a vast majority of our sales historically occur in the last two quarters of the year as retailers expand inventories for the holiday selling season. Cash used by operations in the nine months ended September 30, 2011, compared to 2010, increased by \$538,188 due to an increase in prepaid expenses and a decrease in the accounts payable balance mitigated by a decrease in accounts receivable and an increase in the other accrued expenses. Cash used in the same periods for investing activities relates to investment in additional music, DVD and toy products. The cash provided by financing activities for the nine months ended September 30, 2011 of \$738,230, is a result of sales of common stock pursuant to a private placement offering of \$858,230 after related expenses offset by the partial repayment of related party notes in the aggregate of \$120,000.

On April 6, 2010, the Company commenced a private placement offering to certain accredited investors pursuant to Rule 506 for up to 12,500,000 shares of common stock at a purchase price of \$.40 per share. On July 13, 2010, the Board of Directors amended the offering to include the issuance of a warrant to purchase one additional share of common stock for each share of common stock sold through the offering. Each warrant expires three years from the date of purchase and has a stated exercise price of \$0.40 per share. As of December 31, 2010, a total subscription of \$188,443 had been received and 471,108 shares have been issued and warrants have been issued to purchase an additional 471,108 shares. Costs of the offering in the amount of \$17,396 were offset against the additional paid in capital account through December 31, 2010. The offering has expired.

During March and April 2011, we conducted a private placement to certain accredited investors only under Rule 506. As a result of the offering, the Company received subscriptions in the total amount of \$860,000 during the nine months ended September 30, 2011, reduced by offering costs of \$1,770, and 5,300,000 shares were issued at a purchase price of \$0.20 per share.

Notes were issued in favor of four of the Officers for loans to the Company at various times during the years 2007 through 2009. Partial repayments were made during the nine months ended September 30, 2011 in the aggregate amount of \$96,000. Interest expense was recorded in the nine months ended September 30, 2011 and 2010 in the amounts of \$10,096 and \$17,253 for these officer notes, respectively.

On September 30, 2010, four of the Officers agreed to convert the amounts outstanding as unpaid salaries through September 30, 2010 to notes payable. The notes, in the aggregate amount of \$1,870,337, have a maturity of December 31, 2012 and a stated interest rate of six percent (6%) per annum, said interest accruing from October 1, 2010 on the unpaid balance of principal and interest. There is no prepayment penalty. These loans are classified as long term liabilities and are subordinated debt. For the nine months ended September 30, 2011 and September 30, 2010, interest expense was recorded in the amount of \$73,823 and \$0, respectively.

On March 31, 2011, an additional 32,300 shares were issued in exchange for services valued at \$9,690, or \$0.30 per share.

#### Critical Accounting Policies

The Company's accounting policies are described in Note 1: The Company and Significant Accounting Policies of the notes to the Company's financial statements in Item 1 above. Below is a summary of the critical accounting policies, among others, that management believes involve significant judgments and estimates used in the preparation of its financial statements.

**Revenue Recognition** – The Company recognizes revenue related to product sales when (i) the seller's price is substantially fixed, (ii) shipment has occurred causing the buyer to be obligated to pay for product, (iii) the buyer has economic substance apart from the seller, and (iv) there is no significant obligation for future performance to directly

bring about the resale of the product by the buyer as required by Revenue Recognition Topic 605 of the FASB Accounting Standards Codification.

Revenues associated with the sale of branded CDs, DVDs and other products, are recorded when shipped to customers pursuant to approved customer purchase orders resulting in the transfer of title and risk of loss. Cost of sales, rebates and discounts are recorded at the time of revenue recognition or at each financial reporting date.

The Company's licensing and royalty revenue represent variable payments based on net sales from brand licensees for exclusive content distribution rights. Revenue from licensed products is recognized when realized or realizable based on royalty reporting received from licensees.

Principles of Consolidation - The consolidated financial statements include the financial statements of the Company, and its 75% owned subsidiary: Circle of Education LLC. All inter-company balances and transactions have been eliminated in consolidation.

Other Estimates – The Company estimates reserves for future returns of product based on an analysis that considers historical returns, changes in customer demand and current economic trends. The Company regularly reviews the outstanding accounts receivable balances for each account and monitors delinquent accounts for collectability. The Company reviews all intangible assets periodically to determine if the value has been impaired by recent financial transactions using the discounted cash flow analysis of revenue stream for the estimated life of the assets.

Reclassifications – Certain amounts in the condensed consolidated financial statements as of December 31, 2010 have been reclassified to conform to the presentation as of September 30, 2011.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not applicable

### Item 4. Controls and Procedures.

#### Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based upon our evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective, for the three months ended September 30, 2011, in ensuring that material information that we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms.

#### Internal Control Over Financial Reporting

There were no changes in our system of internal controls over financial reporting during the three months ended September 30, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.





PART II – OTHER INFORMATION

Item 1. Legal proceedings.

There are presently no material pending legal proceedings to which the Company is a party or as to which any of its property is subject, and no such proceedings are known to the Company to be threatened or contemplated against it.

Item 1a. Risk factors.

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

Item 2. Unregistered sales of equity securities and use of proceeds.

None

Item 3. Defaults upon senior securities.

There were no reportable events under this Item 3 during the three months ended September 30, 2011.

Item 4. [Removed and reserved].

Item 5. Other information.

There were no reportable events under this Item 5 during the three months ended September 30, 2011 which have not already been reported.

Item 6. Exhibits.

Exhibit Description

No.

31.1 Section 302 Certification of Chief Executive Officer.

31.2 Section 302 Certification of Chief Financial Officer.

32.1 Section 906 Certification of Chief Executive Officer.

32.2 Section 906 Certification of Chief Financial Officer

101 XBRL (Extensible Business Reporting Language) The following materials from the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, formatted in Extensive Business Reporting Language (XBRL), (i) consolidated balance sheets, (ii) consolidated statements of operations, (iii) consolidated statements of stockholders’ equity (deficit), (iv) consolidated statements of cash flows, and (iv) the notes to the consolidated financial statements.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GENIUS BRANDS INTERNATIONAL, INC.

Date: November 14, 2011

By: /s/ Klaus Moeller  
Klaus Moeller, Chief Executive Officer