

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM567092

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Genius Brands International, Inc.		03/13/2020	Corporation: NEVADA
A Squared Entertainment, LLC		03/13/2020	Limited Liability Company: DELAWARE
Rainbow Rangers Productions, LLC		03/13/2020	Limited Liability Company: CALIFORNIA

RECEIVING PARTY DATA

Name:	Anson Investments Master Fund LP, as collateral agent
Street Address:	155 University Avenue
Internal Address:	Suite 207
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5H 3B7
Entity Type:	Limited Partnership: CAYMAN ISLANDS

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Serial Number:	77788503	A SQUARED
Serial Number:	75548003	BABY GENIUS
Serial Number:	85306388	BABY GENIUS
Serial Number:	85200587	BABY GENIUS
Serial Number:	75548011	BABY GENIUS
Serial Number:	77924144	E = A2 A SQUARED ENTERTAINMENT
Serial Number:	86487045	KAFLOOEY
Serial Number:	86927930	KID GENIUS
Serial Number:	75566819	KID GENIUS
Serial Number:	88118373	RAINBOW RANGERS
Serial Number:	87190025	RAINBOW RANGERS
Serial Number:	77788523	SECRET MILLIONAIRES CLUB
Serial Number:	87000969	SPACE POP
Serial Number:	87977703	SPACE POP

CH \$490.00 77788503

Property Type	Number	Word Mark
Serial Number:	86478385	THOMAS EDISON'S SECRET LAB
Serial Number:	86478404	THOMAS EDISON'S SECRET LAB
Serial Number:	86478397	THOMAS EDISON'S SECRET LAB
Serial Number:	86478407	THOMAS EDISON'S SECRET LAB
Serial Number:	76978729	WEE WORSHIP

CORRESPONDENCE DATA

Fax Number: 2125935955

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-756-2132

Email: scott.kareff@srz.com

Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP

Address Line 1: 919 Third Avenue

Address Line 2: 25th Floor

Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Scott Kareff
SIGNATURE:	/kc for sk/
DATE SIGNED:	03/14/2020

Total Attachments: 3

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TRADEMARK SECURITY AGREEMENT

WHEREAS, Genius Brands International, Inc., A Squared Entertainment, LLC and Rainbow Rangers Productions, LLC (each an “Assignor” and collectively the “Assignors”) have adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the “Trademarks”);

WHEREAS, the Assignors have entered into a Pledge and Security Agreement, dated as of March 13, 2020 (as amended, restated or otherwise modified from time to time the “Security Agreement”), in favor of Anson Investments Master Fund LP, as collateral agent for certain buyers (the “Assignee”);

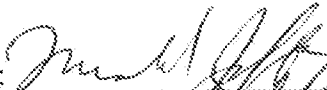
WHEREAS, pursuant to the Security Agreement, the Assignors have assigned and granted to the Assignee for the benefit of the Buyers (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignors in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks, including, without limitation, all applications, registrations and recordings thereof, as applicable, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement, misappropriation or other violation thereof and any and all damages arising from past, present and future infringements, misappropriations or other violations thereof (the “Collateral”), to secure the payment, performance and observance of the “Obligations” (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignors do hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grant to the Assignee for the benefit of the Buyers a continuing security interest in the Collateral.

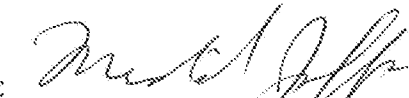
The Assignors do hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of a conflict between any provision of this Trademark Security Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

IN WITNESS WHEREOF, the Assignors have caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of March 13, 2020

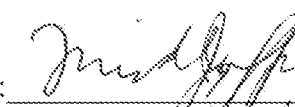
GENIUS BRANDS INTERNATIONAL, INC., a
Nevada corporation

By: 
Name: Michael J. Hoff
Title: Genius Brands Int'l Corp. Secretary

A SQUARED ENTERTAINMENT, LLC, a
Delaware limited liability company

By: 
Name: Michael J. Hoff
Title: Genius Brands Int'l Corp. Secretary

RAINBOW RANGERS PRODUCTIONS, LLC,
a California limited liability company

By: 
Name: Michael J. Hoff
Title: Genius Brands Int'l Corp. Secretary

SCHEDULE 1A TO TRADEMARK SECURITY AGREEMENT

IP Office	Title/Literal Element	Application #
United States (USPTO)	A SQUARED	77788503
United States (USPTO)	BABY GENIUS	75548003
United States (USPTO)	BABY GENIUS	85306388
United States (USPTO)	BABY GENIUS	85200587
United States (USPTO)	BABY GENIUS	75548011
United States (USPTO)	E = A2 A SQUARED ENTERTAINMENT	77924144
United States (USPTO)	KAFLOOEY	86487045
United States (USPTO)	KID GENIUS	86927930
United States (USPTO)	KID GENIUS	75566819
United States (USPTO)	RAINBOW RANGERS	88118373
United States (USPTO)	RAINBOW RANGERS	87190025
Australia (IPA)	Rainbow Rangers	1951843
Canada (CIPO)	Rainbow Rangers	1917270
European Union (EUIPO)	Rainbow Rangers	17948749
United Kingdom (UKIPO)	Rainbow Rangers	3335042
Mexico (IMPI)	Rainbow Rangers	2113076-138
New Zealand (IPONZ)	Rainbow Rangers	1101298
China (CNIPA)	RAINBOW RANGERS (Chinese Char)	35051372
China (CNIPA)	RAINBOW RANGERS (Logo)	36791419
China (CNIPA)	Rainbow Rangers (Word Mark)	34317563
United States (USPTO)	SECRET MILLIONAIRES CLUB	77788523
United States (USPTO)	SPACE POP	87000969
United States (USPTO)	SPACE POP	87977703
United States (USPTO)	THOMAS EDISON'S SECRET LAB	86478385
United States (USPTO)	THOMAS EDISON'S SECRET LAB	86478404
United States (USPTO)	THOMAS EDISON'S SECRET LAB	86478397
United States (USPTO)	THOMAS EDISON'S SECRET LAB	86478407
United States (USPTO)	WEE WORSHIP	76978729