

FORM D
Notice of Exempt Offering of Securities

UNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, D.C.

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input type="checkbox"/> None	Entity Type
<input type="text" value="0001487198"/>	<input type="text" value="Elite Nutritional Brands, Inc."/>	<input checked="" type="checkbox"/> Corporation
Name of Issuer	<input type="text" value="Hidden Ladder, Inc."/>	<input type="checkbox"/> Limited Partnership
<input type="text" value="ASPEN GROUP, INC."/>		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
<input type="text" value="DELAWARE"/>		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other
<input type="checkbox"/> Over Five Years Ago		
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year)	<input type="text" value="2010"/>	
<input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
<input type="text" value="ASPEN GROUP, INC."/>			
Street Address 1		Street Address 2	
<input type="text" value="720 S. Colorado Blvd. Suite 1150N"/>		<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<input type="text" value="Denver"/>	<input type="text" value="COLORADO"/>	<input type="text" value="80246"/>	<input type="text" value="646-450-1843"/>

3. Related Persons

Last Name	First Name	Middle Name	
<input type="text" value="Mathews"/>	<input type="text" value="Michael"/>		
Street Address 1		Street Address 2	
<input type="text" value="224 West 30th Street"/>		<input type="text" value="Suite 604"/>	
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="New York"/>	<input type="text" value="NEW YORK"/>	<input type="text" value="10001"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
<input type="text" value="Chief Executive Officer, Secretary and Treasurer"/>			

Last Name	First Name	Middle Name	
<input type="text" value="Scheibelhoffer"/>	<input type="text" value="John"/>		
Street Address 1		Street Address 2	
<input type="text" value="838 Scioto Drive"/>		<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Franklin Lakes"/>	<input type="text" value="NEW JERSEY"/>	<input type="text" value="07417"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

D'Anton

Michael

Street Address 1

Street Address 2

14 Sheep Rock Road

City

State/Province/Country

ZIP/Postal Code

Kinnelon

NEW JERSEY

07465

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Schneier

Paul

Street Address 1

Street Address 2

12 High Point Drive

City

State/Province/Country

ZIP/Postal Code

Springfield

NEW JERSEY

07801

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Powers

Brad

Street Address 1

Street Address 2

224 West 30th St. Suite 604

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10001

Relationship:

☒ Executive Officer

☐ Director

☐ Promoter

Clarification of Response (if Necessary)

Chief Marketing Officer

Last Name

First Name

Middle Name

Jensen

C.

James

Street Address 1

Street Address 2

650 Bellevue Way NE #3704

City

State/Province/Country

ZIP/Postal Code

Bellevue

WASHINGTON

98004

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Garrity"/>	<input type="text" value="David"/>	
Street Address 1	Street Address 2	
<input type="text" value="224 West 30th St. Suite 604"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="New York"/>	<input type="text" value="NEW YORK"/>	<input type="text" value="10001"/>
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text" value="Chief Financial Officer"/>		

Last Name	First Name	Middle Name
<input type="text" value="Williams"/>	<input type="text" value="Gerald"/>	
Street Address 1	Street Address 2	
<input type="text" value="720 S. Colorado Blvd. Suite 1150N"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Denver"/>	<input type="text" value="COLORADO"/>	<input type="text" value="80265"/>
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text" value="President"/>		

Last Name	First Name	Middle Name
<input type="text" value="Siegel"/>	<input type="text" value="Angela"/>	
Street Address 1	Street Address 2	
<input type="text" value="720 S. Colorado Blvd. Suite 1150N"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Denver"/>	<input type="text" value="COLORADO"/>	<input type="text" value="80265"/>
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text" value="Executive VP Marketing"/>		

Last Name	First Name	Middle Name
<input type="text" value="Rich"/>	<input type="text" value="Sanford"/>	
Street Address 1	Street Address 2	
<input type="text" value="26 Beach Drive"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Darien"/>	<input type="text" value="CONNECTICUT"/>	<input type="text" value="06820"/>
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text"/>		

4. Industry Group

☐ Agriculture

Banking & Financial Services

- ☐ Commercial Banking
☐ Insurance
☐ Investing
☐ Investment Banking
☐ Pooled Investment Fund

☐ Other Banking & Financial Services

☐ Business Services

Energy

- ☐ Coal Mining
☐ Electric Utilities
☐ Energy Conservation
☐ Environmental Services
☐ Oil & Gas
☐ Other Energy

Health Care

- ☐ Biotechnology
☐ Health Insurance
☐ Hospitals & Physicians
☐ Pharmaceuticals
☐ Other Health Care

☐ Manufacturing

Real Estate

- ☐ Commercial
☐ Construction
☐ REITS & Finance
☐ Residential
☐ Other Real Estate

☐ Retailing

☐ Restaurants

Technology

- ☐ Computers
☐ Telecommunications
☐ Other Technology

Travel

- ☐ Airlines & Airports
☐ Lodging & Conventions
☐ Tourism & Travel Services
☐ Other Travel

☒ Other

5. Issuer Size

Revenue Range

- ☐ No Revenues
☐ \$1 - \$1,000,000
☒ \$1,000,001 - \$5,000,000
☐ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$100,000,000
☐ Over \$100,000,000
☐ Decline to Disclose
☐ Not Applicable

Aggregate Net Asset Value Range

- ☐ No Aggregate Net Asset Value
☐ \$1 - \$5,000,000
☐ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$50,000,000
☐ \$50,000,001 - \$100,000,000
☐ Over \$100,000,000
☐ Decline to Disclose
☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
☐ Rule 504 (b)(1)(i)
☐ Rule 504 (b)(1)(ii)
☐ Rule 504 (b)(1)(iii)
☐ Rule 505
☒ Rule 506
☐ Securities Act Section 4(6)
☐ Investment Company Act Section 3(c)

7. Type of Filing

- ☐ New Notice Date of First Sale ☐ First Sale Yet to Occur
☒ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

- ☐ Pooled Investment Fund Interests
☐ Tenant-in-Common Securities
☐ Mineral Property Securities
☐ Equity
☒ Debt
☒ Option, Warrant or Other Right to Acquire Another Security

☐ Security to be Acquired Upon
Exercise of Option, Warrant or
Other Right to Acquire
Security ☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input type="text" value="Laidlaw & Company (UK) Ltd."/>	<input type="text" value="119037"/>	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text" value="90 Park Avenue"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="New York"/>	<input type="text" value="NEW YORK"/>	<input type="text" value="10016"/>
State(s) of Solicitation	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/Non-US	

OKLAHOMA
NORTH CAROLINA
NEW YORK
NEVADA
CALIFORNIA
TEXAS
NEW JERSEY
MAINE
TENNESSEE
ILLINOIS
FLORIDA
INDIANA

13. Offering and Sales Amounts

Total Offering Amount \$ USD ☐ Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ USD ☐ Indefinite

Clarification of Response (if Necessary)

14. Investors

☐

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$200000USD☒ Estimate

Finders' Fees \$0USD☐ Estimate

Clarification of Response (if Necessary)

The Company has agreed to pay Laidlaw a fee of 10% cash and 10% 5 year warrants except where securities are sold by officers where Laidlaw will get 5% cash and 5% 5 year warrants.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$50000USD☒ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.
For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
ASPEN GROUP, INC.	/s/ David Garrity	David Garrity	Chief Financial Officer	2012-05-25