

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 SOUTH COLORADO BOULEVARD"/>		<input type="text" value="SUITE 1150N"/>	
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="Jensen"/>	<input type="text" value="C."/>	<input type="text" value="James"/>
Street Address 1		Street Address 2
<input type="text" value="650 Bellevue Way NE"/>		<input type="text" value="No. 3704"/>
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Bellevue"/>	<input type="text" value="WASHINGTON"/>	<input type="text" value="98004"/>
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> Promoter	

Clarification of Response (if Necessary)

Last Name

Garriy

First Name

David

Middle Name

Street Address 1

224 West 30th Street

Street Address 2

Suite 604

City

New York

State/Province/Country

NEW YORK

ZIP/Postal Code

10001

Relationship:

☒ Executive Officer

☐ Director

☐ Promoter

Clarification of Response (if Necessary)

Chief Financial Officer

Last Name

Williams

First Name

Gerald

Middle Name

Street Address 1

720 S. Colorado Blvd.

Street Address 2

Suite 1150N

City

Denver

State/Province/Country

COLORADO

ZIP/Postal Code

80265

Relationship:

☒ Executive Officer

☐ Director

☐ Promoter

Clarification of Response (if Necessary)

President

Last Name

Siegel

First Name

Angela

Middle Name

Street Address 1

720 S. Colorado Blvd.

Street Address 2

Suite 1150N

City

Denver

State/Province/Country

COLORADO

ZIP/Postal Code

80265

Relationship:

☒ Executive Officer

☐ Director

☐ Promoter

Clarification of Response (if Necessary)

Executive VP Marketing

Last Name

Scheibelhoffer

First Name

John

Middle Name

Street Address 1

838 Scotio Drive

Street Address 2

City

Franklin Lakes

State/Province/Country

NEW JERSEY

ZIP/Postal Code

07417

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

---

Last Name	First Name	Middle Name
<input type="text" value="D'Anton"/>	<input type="text" value="Michael"/>	
Street Address 1	Street Address 2	
<input type="text" value="14 Sheep Rock Road"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Kinnelon"/>	<input type="text" value="NEW JERSEY"/>	<input type="text" value="07465"/>
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text"/>		

---

Last Name	First Name	Middle Name
<input type="text" value="Schneier"/>	<input type="text" value="Paul"/>	
Street Address 1	Street Address 2	
<input type="text" value="12 High Point Drive"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Springfield"/>	<input type="text" value="NEW JERSEY"/>	<input type="text" value="07801"/>
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text"/>		

---

Last Name	First Name	Middle Name
<input type="text" value="Powers"/>	<input type="text" value="Brad"/>	
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 Marketing Officer"/>		

---

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

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> <b>Agriculture</b>                      | <input type="checkbox"/> <b>Health Care</b>     | <input type="checkbox"/> <b>Retailing</b>          |
| <input type="checkbox"/> <b>Banking &amp; Financial Services</b> | <input type="checkbox"/> Biotechnology          | <input type="checkbox"/> <b>Restaurants</b>        |
| <input type="checkbox"/> Commercial Banking                      | <input type="checkbox"/> Health Insurance       | <input type="checkbox"/> <b>Technology</b>         |
| <input type="checkbox"/> Insurance                               | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers                 |
| <input type="checkbox"/> Investing                               | <input type="checkbox"/> Pharmaceuticals        | <input type="checkbox"/> Telecommunications        |
| <input type="checkbox"/> Investment Banking                      | <input type="checkbox"/> Other Health Care      | <input type="checkbox"/> Other Technology          |
| <input type="checkbox"/> Pooled Investment Fund                  |   |  |
| <input type="checkbox"/> Other Banking & Financial Services      |   |  |
| <input type="checkbox"/> <b>Business Services</b>                | <input type="checkbox"/> <b>Manufacturing</b>   | <input type="checkbox"/> <b>Travel</b>             |
| <input type="checkbox"/> <b>Energy</b>                           | <input type="checkbox"/> <b>Real Estate</b>     | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> Coal Mining                             | <input type="checkbox"/> Commercial             | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Electric Utilities                      | <input type="checkbox"/> Construction           | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Energy Conservation                     | <input type="checkbox"/> REITS & Finance        | <input type="checkbox"/> Other Travel              |
| <input type="checkbox"/> Environmental Services                  | <input type="checkbox"/> Residential            | <input checked="" type="checkbox"/> <b>Other</b>   |
| <input type="checkbox"/> Oil & Gas                               | <input type="checkbox"/> Other Real Estate      |  |
| <input type="checkbox"/> Other Energy                            |   |  |

## 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)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- |   |                       |  |
|---|-----------------------|--|
| <input type="checkbox"/> New Notice           | Date of First Sale    | <input type="checkbox"/> First Sale Yet to Occur |
| <input checked="" type="checkbox"/> Amendment | <div>2012-03-15</div> |  |

## 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)

- |   |  |
|---|--|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities      | <input checked="" type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities      | <input checked="" type="checkbox"/> 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 &amp; Company (UK) Ltd."/>	<input type="text" value="119037"/>	
(Associated) Broker or Dealer	(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

NEW YORK
NORTH CAROLINA
CALIFORNIA
WISCONSIN
FLORIDA
CONNECTICUT
OKLAHOMA
NEVADA
TEXAS
NEW JERSEY
MAINE
ILLINOIS
TENNESSEE
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:

39

## 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 \$ 200000 USD ☒ Estimate

Finders' Fees \$ 0 USD ☐ 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.

\$ 50000 USD ☒ 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	2012-06-15

