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February 11, 2013

Via EDGAR

Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D. C. 20549
Attention: Mr. Paul Fischer

Re: Aspen Group, Inc. - Registration Statement on Form S-1;

Dear Mr. Fischer: 1

We are counsel to Aspen Group, Inc. (the "Company") which today filed a Form S-1 registering shares of common stock in connection with registration rights provided to investors in its recent private placement offerings. The Company is aware that it will be unable to go effective until such time as the Company amends the Form S-1 and includes the December 31, 2012 financial statements. The Company anticipates filing an amended Form S-1 shortly after filing its Form 10-K for the year ended December 31, 2012, on or about March 18, 2013.

If you have any questions, please call us at (561) 471-3507.