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PART I. FINANCIAL INFORMATION

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ASPEN GROUP, INC. AND SUBSIDIARIES
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(Unaudited)

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ASPEN GROUP, INC. AND SUBSIDIARIES
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(Unaudited)

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ASPEN GROUP, INC. AND SUBSIDIARIES
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
July 31, 2021
(Unaudited)

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ASPEN GROUP, INC. AND SUBSIDIARIES
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Exhibit 10.1

THIS WARRANT (THIS "*WARRANT*") AND THE UNDERLYING SHARES OF COMMON STOCK HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 (THE "*SECURITIES ACT*"), OR ANY OTHER SECURITIES LAWS, HAVE BEEN TAKEN FOR INVESTMENT, AND MAY NOT BE SOLD OR TRANSFERRED OR OFFERED FOR SALE OR TRANSFER UNLESS A REGISTRATION STATEMENT UNDER THE SECURITIES ACT AND OTHER APPLICABLE SECURITIES LAWS WITH RESPECT TO SUCH SECURITIES IS THEN IN EFFECT, OR, IN THE OPINION OF COUNSEL TO THE ISSUER OF THESE SECURITIES, SUCH REGISTRATION UNDER THE SECURITIES ACT AND OTHER APPLICABLE SECURITIES LAWS IS NOT REQUIRED.

Issuance Date **Issuance Date**

WARRANT FOR THE PURCHASE OF 25,000 SHARES OF COMMON STOCK OF ASPEN GROUP, INC.

Holder

Common Stock **Company**

Exercise Price

Exercise Period.

Exercise Period

_____ **Subscription**

Adjustments to Exercise Price; Number of Shares Subject to Warrant

Common Stock

Fundamental Transaction

Attorneys' Fees.

Entire Agreement; Amendments.

Exhibit A

SUBSCRIPTION FORM

Warrant

Section 1 - Exercise

Section 2 - Payment

check and complete, as applicable

Securities Act

please initial one

Exhibit A-1

Exhibit B
ASSIGNMENT

Exhibit 31.1

CERTIFICATION OF PRINC '

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002