

Mail Stop 4720

July 1, 2009

Mr. Joseph B. Selner
Chief Financial Officer
Associated Banc-Corp
1200 Hansen Road
Green Bay, Wisconsin 54304

**Re: Associated Banc-Corp
Form 10-K for Fiscal Year Ended December 31, 2008
Filed February 26, 2009
File No. 001-31343**

Dear Mr. Selner:

We have completed our review of your Form 10-K for Fiscal Year Ended December 31, 2008 and have no further comments at this time.

Sincerely,

Kevin W. Vaughn
Branch Chief