

June 16, 2010

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

**Re: Associated Banc-Corp  
Form 10-K for December 31, 2009  
File Number 1-31343**

Dear Mr. Selner:

We have completed our review of the above referenced filing and related materials and have no further comment.

Please direct any questions to David Lyon at 202-551-3421, or to me at 202-551-4656.

Sincerely,

Michael Clampitt  
Senior Attorney