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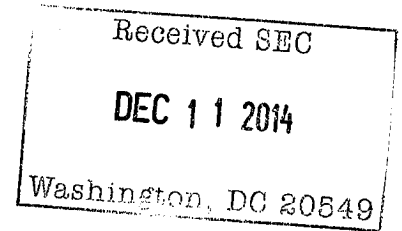


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December 11, 2014



Chief, Information Technology  
Securities and Exchange Commission  
Division of Corporate Finance  
100 F Street, NE MS 3040  
Washington, DC 20549

To whom it may concern:

The NYSE MKT certifies its approval for listing and registration of the Warrants (expiring November 21, 2018) of ASSOCIATED BANC-CORP. under the Exchange Act of 1934.

Sincerely,