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September 16, 2016

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

CERTNYS

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the Depositary Shares, each representing a 1/40<sup>th</sup> interest in a share of 5.375% Non-Cumulative Perpetual Preferred Stock, Series D of ASSOCIATED BANC-CORP under the Exchange Act of 1934.

Sincerely,