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February 2, 2012

Carolyn M. McAllister
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CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

Dear Sir or Madam:

Re: Reporting and Disclosure for
Associated Banc-Corp Supplemental
Executive Retirement Plan for Philip B.
Flynn (the "Plan")
EIN: 39-1098068

On behalf of Associated Banc-Corp, the Plan sponsor, we hereby submit the enclosed Statement of Unfunded Plan for Select Groups of Management and Highly Compensated Employees (the "Statement") to satisfy the reporting and disclosure requirements established for deferred compensation benefits provided to a key executive officer of Associated Banc-Corp.

To confirm that you have received this Statement, please stamp the enclosed copy of the Statement and return it in the self-addressed stamped envelope.

If you have any questions or concerns, or if you would like a copy of the Plan document, please do not hesitate to contact me.

Yours very truly,

A handwritten signature in black ink that reads "Carolyn M. McAllister".

Carolyn M. McAllister

REINHART\8143012

Enc.

cc Judith M. Docter

STATEMENT OF UNFUNDED PLAN
FOR SELECT GROUPS OF MANAGEMENT AND
HIGHLY COMPENSATED EMPLOYEES:
"TOP HAT" PLAN

FILED PURSUANT TO SECTION 2520.104-23

Employer's Name: Associated Banc-Corp

Employer's Address: 1200 Hansen Road
Green Bay, WI 54304

Employer's Tax I.D.: 39-1098068

Identification of Plan: Associated Banc-Corp Supplemental Executive
Retirement Plan for Philip B. Flynn

Plan Adoption Date: December 21, 2011

Employer's Declaration Regarding the Plan: The Employer, Associated Banc-Corp, has adopted a deferred compensation program, primarily for the purpose of providing deferred compensation for a select group of management and highly compensated employees. Any benefits from such plan are paid as needed solely from the Employer's general assets.

Number of Plans Identified in this Statement: 1

Number of Employees in the Plan: 1

Complete copies of the related document are available upon request

ASSOCIATED BANC-CORP

BY: 

Name: JUDITH M. DOCTER

Title: EVP - CHIEF HR OFFICER

Reinhart
Attorneys at Law

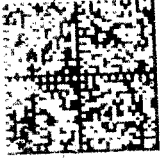
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