

ASSOCIATED ESTATES REALTY CORP  
Form DEL AM  
December 05, 2008

**Associated Estates Realty Corporation**  
**1 AEC Parkway**  
**Richmond Heights, Ohio 44143-1467**

December 5, 2008

**By EDGAR**

Securities and Exchange Commission  
100 F Street, N.E., Mail Stop 4561  
Washington, D.C. 20549-7010

Attention: Mr. Tom Kluck, Branch Chief, Division of Corporation Finance

Re: Associated Estates Realty Corporation  
Registration Statement on Form S-3 (File No. 333-155699 (the "Registration Statement"))

Ladies and Gentlemen:

The Registrants hereby amend the Registration Statement to include the following language on the cover page thereof:

**The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

Sincerely,

/s/ Lou Fatica  
Lou Fatica  
Vice President, Treasurer and Chief Financial Officer

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