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July 5, 2009

**Via Certified Mail**  
**Return Receipt Requested**

USA/PUBLIC DISC  
2009 JUL 21 PM 3:18



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

Re: "Top-Hat" Statement pursuant to Section 2520.104-23

115 S. LASALLE  
34TH FLOOR  
CHICAGO, IL 60603  
P: 312 993 5800  
F: 312 993 5801

Dear Sir or Madam:

This letter serves as a statement pursuant to Section 2520.104-23.

Employer's name and address:

RMB Capital Management, LLC  
115 S La Salle St., Floor 34  
Chicago, IL 60603-3973

Name of Plans (the "Plans"): See Exhibit A.

Employer's Federal Identification Number: 59-3792751

The Employer identified in this statement is the Plan Administrator of each of the Plans listed on Exhibit A and is the entity from whom the Department of Labor may request plan documents.

In addition to the Employer, there are no additional employers in the Employer's controlled group that also maintain any of the Plans.

The primary purpose of each of the Plans identified on Exhibit A is to provide deferred compensation to a member of a select group of management or highly compensated employees of the Employer or Participating Employer, as applicable. The number of employees currently covered by the Plans is listed on Exhibit A.

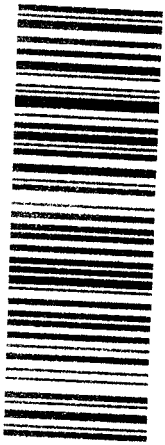
Sincerely,

Jennifer A. Rydwelski  
VP  
Chief Compliance Officer

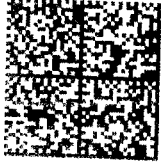
<u>Exhibit A</u>			
<b>Name of Plan</b>		<b>Participating Employers</b>	<b>Number of Employees Currently Covered by Plan</b>
Executive Program under the RMB Capital Management LLC 2009 Phantom Equity Plan		Employer	12
RMB Capital Management LLC 2009 Deferred Compensation Plan		Employer	12



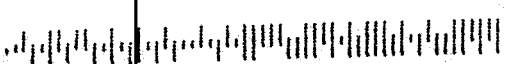
115 S. LASALLE  
34TH FLOOR  
CHICAGO, IL 60603



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Top Hat Plan Exemption  
Employee Benefits Security Admin.  
A600M N-1513  
HR Dept. of Labor