

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:

**FLORSHEIM GROUP INC., et. al.,

Debtors.**

**Chapter 11
Case No. 02 B 08209
(Jointly Administered)
Hon. Carol A. Doyle**

**CLASS 3 BALLOT FOR ACCEPTING OR REJECTING
DEBTORS' SECOND AMENDED PLAN OF LIQUIDATION**

**FOR USE BY BENEFICIAL OWNERS OF 12-3/4%
SENIOR NOTES ISSUED BY FLORSHEIM GROUP INC.**

**CLAIMS IN RESPECT OF 12-3/4% SENIOR NOTES
CUSIP No. 343302AA3**

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:30 P.M., EASTERN TIME, ON JANUARY 20, 2006**

This ballot is submitted to you through your broker, bank, dealer or other agent or nominee (the "Master Ballot Agent") to solicit your vote to accept or reject the Second Amended Joint Chapter 11 Plan of Liquidation of Florsheim Group Inc. *et al.* (the "Debtors")¹ dated December 12, 2005 (the "Plan") described in the accompanying Disclosure Statement (the "Disclosure Statement").

THIS BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OF REJECT THE PLAN. HOLDERS SHOULD NOT SURRENDER CERTIFICATES REPRESENTING THE 12-3/4% SENIOR NOTES AT THIS TIME, AND THE DEBTORS WILL NOT ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

You should review the Plan and the accompanying Second Amended Disclosure Statement before you vote. Your claim is a Class 3 General Unsecured Claim under the Plan.

TO HAVE YOUR VOTE COUNT, YOU MUST TIMELY COMPLETE ITEMS 1 THROUGH 3 AND RETURN THIS BALLOT. IF EACH OF THESE ITEMS IS NOT COMPLETED, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST. IF THE PLAN IS CONFIRMED BY THE BANKRUPTCY COURT IT WILL BE BINDING ON YOU WHETHER OR NOT YOU VOTE.

Item 1. Voting Classification and Amount. The undersigned, (a) holder(s) of a Class 3 General Unsecured Claim under the Plan, is (are) the beneficial owner(s) of 12-3/4% Senior Notes in an account maintained with the Master Ballot Agent (i.e., the broker, bank, dealer or other agent or nominee) from which the undersigned received this ballot in the aggregate unpaid principal amount of:

\$ _____
(Enter Amount)

Name of Broker, Bank, Dealer
or Other Agent of Nominee

Account Number

¹ The Debtors include Florsheim Group Inc., The Florsheim Shoe Store Company – West, The Florsheim Shoe Store Company – Northeast, Florsheim Occupational Footwear, Inc., and L.J. O'Neill Shoe Co.

Item 2. Votes. The undersigned, (a) holder(s) of 12-3/4% Senior Notes in Class 3 under the Plan, as described in Item 1 above, votes all such Claims to:

[CHECK ONE BOX] ACCEPT DEBTORS' JOINT PLAN
 REJECT

Item 3. Acknowledgements. By signing this Ballot, the undersigned acknowledge(s) receipt of the Disclosure Statement and the other applicable solicitation materials and certifies (certify) that the undersigned is (are) the Beneficial Owner(s) of the 12-3/4% Senior Notes voted on this Ballot or otherwise has (have) full power and authority to vote to accept or reject the Plan as indicated on this Ballot on behalf of the Beneficial Owner(s). The undersigned understand(s) that, if this Ballot does not indicate either acceptance or rejection of the Plan, this Ballot will not be valid or counted as having been cast.

If the 12-3/4% Senior Note Claims voted herein are held by more than one Beneficial Owner, all such Beneficial Owner(s) must sign below. Please attach additional signature sheets if more than one Beneficial Owner is voting by means of this Ballot and complete only Item 3 on any such additional sheets.

_____	_____
Date Completed	Name

	Social Security or Federal Tax I.D. No.

	Signature

	If by Authorized Agent, Name and Title

	Name of Institution

	Street Address

	City, State, Zip Code

	Telephone Number

	E-mail Address

PLEASE RETURN THIS BALLOT SO AS TO BE ACTUALLY RECEIVED ON OR BEFORE 4:30 P.M., EASTERN TIME, ON JANUARY 20, 2006, TO THE MASTER BALLOT AGENT.

ONLY THOSE BALLOTS RETURNED IN A TIMELY MANNER WILL BE COUNTED IN DETERMINING WHETHER A PARTICULAR CLASS OF CLAIMS HAS ACCEPTED OR REJECTED THE PLAN.