

**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**

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

**FOR USE BY BROKERS, BANKS, DEALERS AND OTHER AGENTS  
OR NOMINEES FOR BENEFICIAL HOLDERS OF 12-3/4%  
SENIOR NOTES ISSUED BY FLORSHEIM GROUP INC.**

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

**THE VOTING DEADLINE TO ACCEPT OR REJECT THIS PLAN  
IS 4:30 P.M., CENTRAL TIME, ON JANUARY 24, 2006**

This Master Ballot is to be used by brokers, banks, dealers or other agents or nominees for summarizing votes cast by beneficial owners holding 12-3/4% Senior Notes, or nominees of such beneficial owners for which you are a nominee, to accept or reject the Second Amended Joint Chapter 11 Plan of Liquidation of Florsheim Group Inc. *et al.* (the "Debtors")<sup>1</sup> dated December 12, 2005 (the "Plan") described in the accompanying Disclosure Statement (the "Disclosure Statement").

**THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR 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.**

**IF YOU ARE AN INTERMEDIARY BROKER, PROXY AGENT, OR OTHER INTERVENING NOMINEE, YOU ARE REQUIRED TO COMPLETE THIS MASTER BALLOT AND DELIVER IT TO YOUR BROKER, PROXY INTERMEDIARY OR OTHER NOMINEE. YOU SHOULD RETURN THIS MASTER BALLOT SO AS TO ALLOW ADDITIONAL TIME FOR ALL BALLOTS TO BE DELIVERED BY YOUR BROKER, PROXY INTERMEDIARY OR OTHER NOMINEE TO THE CLERK OF THE UNITED STATES BANKRUPTCY COURT, UNITED STATES COURTHOUSE, 219 SOUTH DEARBORN STREET, 7TH FLOOR, CHICAGO, ILLINOIS 60604 (OR TO ANY FURTHER INTERMEDIARY NOMINEES, AND THEN TO THE CLERK) BY THE VOTING DEADLINE.**

**TO HAVE THIS MASTER BALLOT COUNT, YOU MUST COMPLETE ITEMS 1 THROUGH 4 AND TIMELY RETURN THIS BALLOT. IF EACH OF THESE ITEMS IS NOT COMPLETED, THIS MASTER 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 AND THE BENEFICIAL OWNERS WHETHER OR NOT YOU VOTE.**

<sup>1</sup> 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 1. Tabulation of Beneficial Owners.** The undersigned certifies that:

- a. **Plan Acceptances.** \_\_\_\_\_ beneficial owners of 12-3/4% Senior Notes in the aggregate unpaid principal amount of \$\_\_\_\_\_ have delivered duly completed individual ballots (“Individual Ballots”) to the undersigned (or, such information was derived from Individual Ballots that have been summarized in intermediary Master Ballots delivered to the undersigned) voting to **ACCEPT** the Plan; and
- b. **Plan Rejections.** \_\_\_\_\_ beneficial owners of 12-3/4% Senior Notes in the aggregate unpaid principal amount of \$\_\_\_\_\_ have delivered duly completed individual ballots (“Individual Ballots”) to the undersigned (or, such information was derived from Individual Ballots that have been summarized in intermediary Master Ballots delivered to the undersigned) voting to **REJECT** the Plan

**Item 2. Information Regarding Beneficial Owners Voting in Class 3.** The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the beneficial owners of 12-3/4% Senior Notes, as identified by their respective account numbers and that have delivered duly completed Individual Ballots to the undersigned (or, such information was derived from Individual Ballots that have been summarized in intermediary Master Ballots delivered to the undersigned) voting to accept or reject the Plan:

(Please complete the information requested below. Attach additional sheets if necessary.)

Customer Account Number for Each Beneficial Owner Holding Claims in Class 3	Principal Amount of 12-3/4% Senior Note Claims Voted:	
	To Accept the Plan	To Reject the Plan
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		

**Item 3. Additional Certifications.** Except in the case of a vote recorded in a Master Ballot received from an intermediary, the undersigned certifies that each beneficial owner whose votes are being transmitted by this Master Ballot has been provided with a copy of the Disclosure Statement and the other applicable solicitation materials and that the Individual Ballot received from each beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of one year following the voting deadline of January 24, 2006 at 4:30 p.m., central time.

**(PROCEED TO ITEM 4 ON FOLLOWING PAGE)**

**Item 4. Registered Owner.** The undersigned certifies that it is either: the registered owner in its own name or through a position held at a securities depository of the 12-3/4% Senior Notes identified in Item 2 or is an intermediary nominee on account of a beneficial holder of 12-3/4% Senior Notes, in which case such party should complete this Master Ballot and forward it to such party's nominee, who represents such party's interests.

_____	_____
Date Completed	Name
	_____
	Social Security or Federal Tax I.D. No.
	_____
	Signature
	_____
	If by Authorized Agent, Name and Title
	_____
	Name of Institution
	_____
	Participant Number
	_____
	Street Address
	_____
	City, State, Zip Code
	_____
	Telephone Number
	_____
	E-mail Address