

**STEVE MADDEN DISGORGEMENT FUND
PROOF OF CLAIM FORM**

I. CLAIMANT INFORMATION

Please print or type. See attached Instructions.

Check here if this is a corrected or amended Proof of Claim Form:	
Date(s) of prior Proof of Claim Form filings	

1.	Name of Claimant (If an individual, please enter Last Name, First Name and Middle Initial)		
2.	Claimant Social Security Number or Taxpayer Identification Number		
3.	Name of Joint Claimant, if applicable (If an individual, please enter Last Name, First Name and Middle Initial). If more than one Joint Claimant, check here and attach additional pages listing the other Joint Claimant(s) and their Social Security Number(s) or Taxpayer Identification Number(s).		
4.	Joint Claimant Social Security Number or Taxpayer Identification Number		
5.	Street Address		
6.	City	State	Zip Code
7.	Foreign Province (if applicable)	Foreign Country (if applicable)	
8.	Daytime Telephone Number (including area code, or country code if applicable)		
9.	Evening Telephone Number (including area code, or country code if applicable)		

10.	Email Address (if applicable)			
11.	Please check appropriate description of Claimant: <input type="checkbox"/> Individual <input type="checkbox"/> Joint Owners <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Mutual Fund <input type="checkbox"/> Other			
12.	Number of SHOO Shares Purchased on May 31, 2000	Price per share of shares purchased on May 31, 2000	Number of SHOO Shares Sold on May 31, 2000	Price per share of shares sold on May 31, 2000
13.	Net Amount Expended to Purchase SHOO shares on May 31, 2000			
14.	Broker/Dealer Used (if any)		Account Number with Broker/Dealer	
15.	Method for Purchase of Shares (if not purchased through Broker/Dealer)			

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II. CERTIFICATION AND RELEASE

Each of the undersigned separately represents and certifies that each such person or entity:

1. Made a net purchase of SHOO shares on May 31, 2000 at the above listed price.
2. If executing this Proof of Claim Form on behalf of a corporation, partnership or other entity, possesses all requisite power and authority to execute this form, to grant the Release provided below, and to do all other things necessary and appropriate in connection with the submission of this Proof of Claim Form.
3. Consents to the Distribution Agent's and her agents' use of any of the information provided herein including, but not limited to, Social Security (or taxpayer identification) numbers, address, telephone number, brokerage account, and trading information, in any way deemed appropriate for verification of the claim.
4. Submits to the jurisdiction of the United States District Court for the Eastern District of New York (the "Court") in connection with any matter relating to the administration of the Fund and the processing and disposition of this Proof of Claim Form.
5. Upon receipt and acceptance of a distribution from the Fund, fully, finally and forever waives, releases and relinquishes any and all claims of any kind, nature or description whatsoever that the undersigned may now, or at any time in the future, have against each of the Distribution Agent and their respective employees, agents and Affiliates, whether known or unknown, that arise out of or relate in any manner to the performance by such Persons of their respective duties and responsibilities under the Distribution Plan, including, without limitation, the administration of the Fund.

Each of the undersigned hereby swears:

I declare, under penalty of perjury under the laws of the United States of America (and the applicable laws of any other jurisdiction), that the statements made and the answers given in this Proof of Claim Form are true and correct, and that the documents submitted herewith are true and genuine.

Sworn to on this _____ day of _____, _____.
(Month) (Year)

Individuals:

Corporations, Partnerships, Other Entities:

Signature of Claimant

Name of Entity

Type or print name of Claimant

Authorized Signature

Signature of Joint Claimant (if any)

Type or print name

Type or print name of Joint Claimant (if any)

Title

Capacity of persons signing above
(Beneficial Owner, Executor, Administrator, other)

