
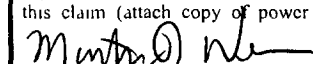


UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>Delaware</u>		PROOF OF CLAIM
Name of Debtor Women First HealthCare Inc		Case Number 04-11278-MFW
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property) Medco Health Solutions Inc		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Name and address where notices should be sent c/o Anthony Palmisano Jr Esquire Medco Health Solutions, Inc 100 Parsons Pond Drive Franklin Lakes, NJ 07417-2603 Telephone number (201) 269-5258		
Account or other number by which creditor identifies debtor		Check here <input type="checkbox"/> replaces a previously filed claim, dated _____ <input type="checkbox"/> amends
1 Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>Rejection Damages*</u> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages salaries and compensation (fill out below) Last four digits of SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2 Date debt was incurred		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ <u>1,826,081.01</u> (unsecured) (secured) (priority) (Total) If all or part of your claim is secured or entitled to priority also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5 Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____		7 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$4,650)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$2,100* of deposits toward purchase lease or rental of property or services for personal family or household use 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. § 507(a)(____) *Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
6 Unsecured Nonpriority Claim \$ _____ <input type="checkbox"/> Check this box if a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it or if c) none or only part of your claim is entitled to priority.		THIS SPACE IS FOR COURT USE ONLY FILED JUN 17 2004 BMC Women First Healthcare Inc  00020
8 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		
9 Supporting Documents Attach copies of supporting documents such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments mortgages security agreements and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available explain. If the documents are voluminous attach a summary.		
10 Date-Stamped Copy To receive an acknowledgment of the filing of your claim enclose a stamped self-addressed envelope and copy of this proof of claim.		
Date 6/16/04	Sign and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any).  Martin J Weis Esquire	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571

* Additional documentation will be provided upon request and the execution of a mutually acceptable confidentiality agreement. Much of the information which supports the claim is proprietary and requires a confidentiality agreement or protective order prior to its disclosure.

WFH Estimated Rebates (3Q04 - 4Q05)

Based on Average product volume from 2Q03 to 1Q04 x rebate %

<u>3Q04</u>	<u>Mail + Retail Combined</u>	<u>Rebate \$</u>
	Esclim	\$174,110
	Midrin	\$47,334
	Ortho-Est	<u>\$57,265</u>
	Total	\$278,709

<u>4Q04</u>	<u>Mail + Retail Combined</u>	<u>Rebate \$</u>
	Esclim	\$174,110
	Midrin	\$47,334
	Ortho-Est	<u>\$57,265</u>
	Total	\$278,709

<u>1Q05</u>	<u>Mail + Retail Combined</u>	<u>Rebate \$</u>
	Esclim	\$174,110
	Midrin	\$47,334
	Ortho-Est	<u>\$57,265</u>
	Total	\$278,709

<u>2Q05</u>	<u>Mail + Retail Combined</u>	<u>Rebate \$</u>
	Esclim	\$174,110
	Midrin	\$47,334
	Ortho-Est	<u>\$57,265</u>
	Total	\$278,709

<u>3Q05</u>	<u>Mail + Retail Combined</u>	<u>Rebate \$</u>
	Esclim	\$174,110
	Midrin	\$47,334
	Ortho-Est	<u>\$57,265</u>
	Total	\$278,709

<u>4Q05</u>	<u>Mail + Retail Combined</u>	<u>Rebate \$</u>
	Esclim	\$174,110
	Midrin	\$47,334
	Ortho-Est	<u>\$57,265</u>
	Total	\$278,709

GRAND TOTAL (3Q04-4Q05)\$1,672,254

**Medco Health Solutions, Inc
WomensFirst Healthcare, Inc
April 1, 2004 - April 29, 2004**

<u>DRUG</u>	<u>Total Retail Rebate \$</u>
Esclim	\$54,612 04
Midrin	\$8,744 73
Ortho-Est	\$14,938 13
	\$78,294 90

<u>DRUG</u>	<u>Total Mail Rebate \$</u>
Esclim	\$26,958 56
Midrin	\$7,818 87
Ortho-Est	\$6,019 56
	\$40,796 98
Total	\$119,091 88

**Medco Health Solutions, Inc
WomensFirst Healthcare, Inc
June 17, 2004 - June 30, 2004**

<u>DRUG</u>	<u>Total Retail Rebate \$</u>
Esclim	\$15,928 51
Midrin	\$2,550 55
Ortho-Est	\$4,356 95
	\$22,836 01

<u>DRUG</u>	<u>Total Mail Rebate \$</u>
Esclim	\$7,862 91
Midrin	\$2,280 50
Ortho-Est	\$1,755 70
	\$11,899 12
Total	\$34,735 13