

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM

In re
**Women First HealthCare, Inc ,
Debtor**

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 and Address
 06509442000644
CA BOTANA INT L INC
9385 WAPLES ST
SAN DIEGO CA 92121 3903

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.

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again.
THIS SPACE IS FOR COURT USE ONLY

Creditor Telephone Number ()
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
ACCOUNT # 1011

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (describe briefly) _____
- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- 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 10-03-03 To 1-21-04 **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 4467.70/xx (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 4467.70/xx (Total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.
 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

Check this box if your claim is secured by collateral (including a right of setoff).
Brief description of collateral:
 Real Estate Motor Vehicle
 Other _____
Value of Collateral \$ _____
Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____

7 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim.
Amount entitled to priority \$ _____
Specify the priority of the claim:
 Wages, salaries or commissions (up to \$4,925) 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)
 Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4)
 Up to \$2,225 of deposits toward purchase, lease or rental of property or services for personal, family or household use. 11 U.S.C. § 507(a)(6)
 Alimony, maintenance or support owed to a spouse, former spouse or child. 11 U.S.C. § 507(a)(7)
 Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8)
 Other. Specify applicable paragraph of 11 U.S.C. § 507(a) (____).
Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

6 UNSECURED NONPRIORITY CLAIM \$ 4467.70/xx

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 c) none or only part of your claim is entitled to priority.

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 your claim, please enclose a self-addressed, stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 pm, Eastern Time on August 31, 2004.

BY MAIL TO
Women First HealthCare Inc
c/o BMC Group f/k/a Bankruptcy Management Corp
PO Box 983
El Segundo CA 90245 0983

BY HAND OR OVERNIGHT DELIVERY TO
Women First HealthCare Inc
c/o BMC Group f/k/a Bankruptcy Management Corp
1330 East Franklin Ave
El Segundo CA 90245

THIS SPACE FOR COURT USE ONLY

FILED
JUL 12 2004
BMC

Women First Healthcare Inc



DATE SIGNED

07/07/04

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)

P.L. Santos **P.L. Santos Vice President**



CA BOTANA

I N T E R N A T I O N A L I N C

RESEARCH DEVELOPMENT AND MANUFACTURING OF PERSONAL CARE SPA & WELLNESS PRODUCTS

March 18th 04

WOMEN FIRST HEALTH CARE INC
12220 El Camino Real
San Diego, CA 92121

Att Randi C Crawford, Vice President or present Management

Re outstanding invoices for shipment to your company 'As We Change'

Dear Sir,

As we receive no answers from your company As We Change we request herewith payment for outstanding invoices in the amount of \$ 4467 70, dating back to October 03 and January 04

- Inv 44727, balance outstanding \$ 508 20
- Inv 45843 , balance outstanding \$ 1148 00
- Inv 45867 , balance outstanding \$ 370 00
- Inv 45935 , balance outstanding \$ 256 50
- Inv 45951 , balance outstanding \$ 2185 00

Awaiting your immediate payment and remain,

Sincerely,
CA BOTANA INTERNATIONAL INC


URSULA WAGSTAFF
PRESIDENT

*3/23/04 10:00 called AWC NYNJS
3/23/04 1:45
called Women First HealthCare
left MS on Randi Crawford
voice mail to please call
me re: open Invoices
PS*

*Bill Heller - Controller
508-1171*

9365 Waples Street San Diego CA 92121 USA

U S A CANADA MEXICO GERMANY SWITZERLAND FRANCE

1-800-872-2332 (858) 450-1717 FAX (858) 450-0610 WEB SITE www.ca-botana.com E-MAIL healthyskin@ca-botana.com



CA BOTANA

INTERNATIONAL INC

Invoice

Number: 44727

RESEARCH DEVELOPMENT AND MANUFACTURING OF BEAUTY SPA & WELLNESS PRODUCTS
9365 Waples Street San Diego CA 92121 USA

SATFS RFP 215

DATE 10/03/03

Sold To:

Customer No. 1011

*AS WE CHANGE LLC
6255 FERRIS SQUARE
SUITE F
SAN DIEGO CA 92121
ATTN KAREN

Sales Order 44727

SATFS# SRFH 99867090

our Order No. 10000190 Terms. 50%DOWN/BAL. @DELIV Shipped Via. UPS

Quantity	Stock#	Description	Price	Amount
274	2806-4	KW205 BOTANICAL SHAMPOO	3.6000	986.40
1	*	CODE NUMBER 16405	0.0000	0.00
Sub-Total ...				\$ 986.40
Freight ...				30.00
Total Due (US Dollars) ...				\$ 1016.40

0% DOWNPAYMENT NEEDED BEFORE SHIPPING UPS

Payment \$ 508.20

Check No 106127

Date 10/24/03

Credit Card APP#

Ref# *106127*

Exp. Date

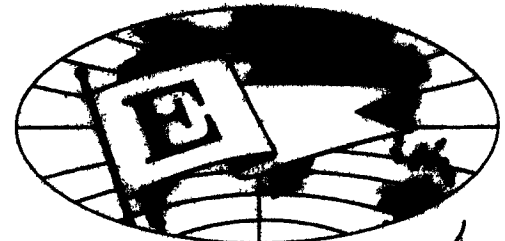
508.20 10/9/03 part of check # 106050

Due: \$ 508.20

Phone (858) 450-1717
TOLL FREE 1-800-872-2332
FAX (858) 450-0610
www.ga-botana.com

ITEMS BACK ORDERED WILL BE SHIPPED AS SOON AS POSSIBLE

15% RESTOCKING CHARGE ON ALL RETURNED MERCHANDISE
ERRORS OR OMISSIONS MUST BE REPORTED WITHIN TWENTY-FOUR
HOURS OF RECEIPT OF ORDER, OTHERWISE WE WILL NOT BE RESPONSIBLE





INTERNATIONAL INC

=====
Invoice
=====

Number: 45843

RESEARCH DEVELOPMENT AND MANUFACTURING OF BEAUTY SPA & WELLNESS PRODUCTS
9365 Waples Street San Diego CA 92121 USA

SALES RFP: 215

DATE: 01/09/04

Sold To:

*AS WE CHANGE LLC
6255 FERRIS SQUARE
SUITE F
SAN DIEGO CA 92121
ATTN: KAREN

Customer No. 1011

Sales Order. 45843

RESALE# SRFH 99867090

Your Order No.: 100000889 Terms: NET 15/RECEIPT PRO Shipped Via: UPS

Quantity	Stock#	Description	Price	Amount
266	2844-3	KM216 CITRUSERUM-C, 1 OZ	8.5000	2261.00
1	*	CODE NUMBER 0081	0.0000	0.00
1	*	FILLED ALL BTLs. AVAILABE	0.0000	0.00
1	*	OF OLD CLEAR BOTTLE	0.0000	0.00

Sub-Total . . \$ 2261.00

Freight . . 35.00

Total Due (US Dollars) . . \$ 2296.00

THANK YOU FOR YOUR ORDER

Payment: \$ _____ Check No: _____ Date: _____

Credit Card: APP#: _____ Ref#: _____ Exp. Date: _____

1148.00
Quote # 106528 OK
**Duo-Balance \$ 1148.00*



Phone (858) 450-1717
TOLL FREE 1-800-572-2332
FAX (858) 450-0610
www.ca-botana.com

ITEMS BACK ORDERED WILL BE SHIPPED AS SOON AS POSSIBLE

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HOURS OF RECEIPT OF ORDER OTHERWISE WE WILL NOT BE RESPONSIBLE



INTERNATIONAL INC

RESEARCH, DEVELOPMENT AND MANUFACTURING OF BEAUTY SPA & WELLNESS PRODUCTS
9385 Waples Street San Diego CA 92121 USA

=====
Invoice
=====

Number: 45867

SALES REP: 215

DATE: 01/13/04

Sold to:

Customer No. 1011

*AS WE CHANGE LLC
6255 FERRIS SQUARE
SUITE F
SAN DIEGO CA 92121
ATTN: KAREN

Sales Order: 45867

RESALE# SRFH 99867000

Your Order No.: 10000959 Terms: NET 15/RECEIPT PRO Shipped Via: UPS

Quantity	Stock#	Description	Price	Amount
240	2705-3	KV 210 COLLAGEN MOIST LIFT	3.0000	720.00
J	*	CODE NUMBER 0091	0.0000	0.00
Sub-Total ...				\$ 720.00
Freight ...				20.00
Total Due (US Dollars) ...				\$ 740.00

50% downpayment needed before shipping

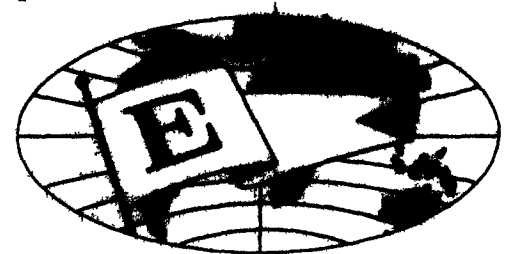
Payment: \$ _____ Check No: _____ Date: _____

Credit Card: APP#: _____ Ref#: _____ Exp. Date: _____

Handwritten: 370.00 1/13/04 - check # 106360
~~200.00~~ 370.00

Phone (858) 450-1717
TOLL FREE 1-800-872-2332
FAX (858) 450-0610
www.ca-botana.com

ITEMS BACK ORDERED WILL BE SHIPPED AS SOON AS POSSIBLE
15% RESTOCKING CHARGE ON ALL RETURNED MERCHANDISE
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HOURS OF RECEIPT OF ORDER, OTHERWISE WE WILL NOT BE RESPONSIBLE





INTERNATIONAL INC

=====
Invoice
=====

Number: 45935

RESEARCH DEVELOPMENT AND MANUFACTURING OF BEAUTY SPA & WELLNESS PRODUCTS
9365 Waples Street San Diego CA 92121 USA

SALES REP: 215

DATE: 01/19/04

Sold To:

*AS WE CHANGE LLC
6255 FERRIS SQUARE
SUITE F
SAN DIEGO CA 92121
ATTN: KAREN

Customer No. 1011

Sales Order: 45935

SALE# SRFH 99867090

our Order No.: 10000931 Terms: ~~50% DOWN~~ NET 30 Shipped Via: UPS

Quantity	Stock#	Description	Price	Amount
244	2819-4	AK0019 SCULPTING GEL 4 OZ	2.0000	488.00
1	*	CODE NUMBER 0151	0.0000	0.00
		NEW ITEM # KW208		
			Sub-Total ...	\$ 488.00
			Freight ...	25.00
			Total Due (US Dollars) ...	\$ 513.00

THANK YOU FOR YOUR ORDER

Payment: \$ _____ Check No: _____ Date: _____
Credit Card: APP#: _____ Ref#: _____ Exp. Date: _____

overcharged 256.50 1/27/04
106360
*Bal. Due \$ 256.50

Phone (858) 450-1717
TOLL FREE 1-800-872-2392
FAX (858) 450-0810
www.ca-botana.com



ITEMS BACK ORDERED WILL BE SHIPPED AS SOON AS POSSIBLE
15% RESTOCKING CHARGE ON ALL RETURNED MERCHANDISE
ERRORS OR OMISSIONS MUST BE REPORTED WITHIN TWENTY-FOUR HOURS OF RECEIPT OF ORDER OTHERWISE WE WILL NOT BE RESPONSIBLE



INTERNATIONAL INC

RESEARCH DEVELOPMENT AND MANUFACTURING OF BEAUTY SPA & WELLNESS PRODUCTS
9365 Waples Street San Diego CA 92121 USA

=====
Invoice
=====

Number: 45951

SALES REP. 215

DATE: 01/21/04

Sold To:

*AS WE CHANGE LLC
6255 FERRIS SQUARE
SUITE F
SAN DIEGO CA 92121
ATTN: KAREN

Customer No. 1011

Sales Order: 45951

RESALE# SRFH 99867090

Your Order No.: ~~1011~~ RECEIPT PRO Shipped Via: UPS

Quantity	Stock#	Description	Price	Amount
144	2830	KV 207 LIOL.SCAR HYDR.CREAM	15.0000	2160.00

Sub-Total ... \$ 2160 00

Freight ... 25.00

~~Total Due~~ Total Due (US Dollars) ... \$ 2185.00

HANK YOU FOR YOUR ORDER

Payment: \$ _____ Check No: _____ Date: _____

Credit Card: APP#: _____ Ref#: _____ Exp. Date: _____

Phone (658) 450-1717
TOLL FREE: 1-800-872-2332
FAX (658) 450-0810
www.ca-botana.com

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