

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
 06509442000527
 ATRIUM FLORAL & PLANTSCAPING
 PO BOX 4207
 CARLSBAD CA 92018 4207

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 **(760) 720-1758**
 ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____ if this claim

1 BASIS FOR CLAIM
 Goods sold Personal injury/wrongful death Retiree benefits as defined in 11 U.S.C. § 1114(a)
 Services performed Taxes Wages, salaries, and compensation (Fill out below)
 Money loaned Other (describe briefly) LEASE Last four digits of SS # _____
 Unpaid compensation for services performed from _____ to _____ (date) (date)

2 DATE DEBT WAS INCURRED APRIL 30, 2004

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED
 \$ 1312.43 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 1312.43 (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 \$ 1312.43
 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.

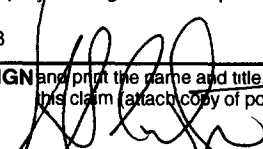
The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 pm, Eastern Time on August 31, 2004.

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

DATE SIGNED
July 7, 2004

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)






Atrium
Floral & Plantscaping

April 30, 2004

Women First
5355 Mira Sorrento Pl #700
San Diego, CA 92121
Attn: Accounts Payable

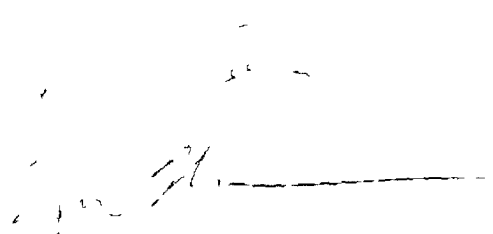
10 Day Demand Letter

As of April 19th, at your request, we removed the leased plants from your facility. You are now in default of the 1 year lease signed on October 8th, 2003 by Lynette Bowman, your Director of Human Resources.

We are now demanding the balance of the 7 months due on the 1 year lease. Your total due at this time is **\$1312.43**.

You have legally defaulted on the 1 year lease with us. The above amount is due within 10 days to avoid legal proceedings.

Sincerely,


Nick Catgenova
Kimberly Herrmann



Atrium
Floral & Plantscaping

Plant Lease/Installation/Maintenance for Women First
9/9/2003
12 Month Lease Plan Contract Automatic Renewable

Atrium Floral & Plantscaping will provide all the plants, containers, and materials described in this proposal for a monthly lease fee, with first and last months' lease and maintenance fees paid in advance.

12-month Lease.

\$174.00 / month plus tax

*Plus one
plate*

Maintenance

Atrium Floral & Plantscaping will provide plant care services for all the plants listed in this proposal

Atrium Floral & Plantscaping will water, dust, clean, trim, prune, fertilize, perform routine repotting, and provide any needed pest control

Maintenance Fee.

Included in above price

One time Installation & Set-up Fee

\$100.00

Our Guarantee

All plants used by Atrium Floral & Plantscaping meet or exceed the Association Landscape Contractors of America specifications for growth and acclimatization

In addition, any plants maintained by Atrium Floral & Plantscaping are guaranteed during the maintenance period. Plants maintained but not installed by Atrium Floral & Plantscaping, will be guaranteed if they are examined and judged to be healthy by Atrium Floral & Plantscaping at the beginning of the maintenance period. Plants will be replaced at no charge except for vandalism, theft, unauthorized watering or other circumstances that are beyond the control of Atrium Floral & Plantscaping

After the 12 month lease period, contract reverts to a month to month lease contract with a 30 day cancellation notice required upon termination of services

Proposal Accepted This Date 24 Wd 03 By

By *Lynette Bowman*

Print Name *Lynette Bowman* Title *Director HR*

PO Box 4207 Carlsbad, CA 92016-4207

Tel (760) 720-1758

Fax (760) 720-1759