

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM	YOUR CLAIM IS SCHEDULED AS
In re Women First HealthCare, Inc , Debtor	Case Number 04-11278 (MFW)	s1007 \$27,454.00 Unsecured

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

06509440003631

THE GILLETTE COMPANY
CAROL S FISCHMAN
3900 PRUDENTIAL TOWER BLDG
BOSTON MA 02199

- 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.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent Unliquidated or Disputed, a proof of claim must be filed.

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 () **617-421-7857**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____

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) _____

Last four digits of SS # _____

Unpaid compensation for services performed from _____ to _____ (date) (date)

2 DATE DEBT WAS INCURRED June-December 2003 **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 27,454.00 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ _____ (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 \$ _____

6 UNSECURED NONPRIORITY CLAIM \$ 27,454.00

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.

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.

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. **SEE ATTACHMENT TO PROOF OF CLAIM**

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.

<p>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</p>	<p>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</p>
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FILED

AUG 06 2004

BMC

Women First Healthcare, Inc.
 00085

DATE SIGNED 8/2/04	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). Carol S Fischman, CAROL S FISCHMAN DEPUTY GENERAL COUNSEL
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Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 AND 3571

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

)	
)	
In re)	
)	Chapter 11
WOMEN FIRST HEALTHCARE, INC)	Case No 04-11278 (MFW)
)	
)	
Debtor)	
)	

ATTACHMENT TO PROOF OF CLAIM OF THE GILLETTE COMPANY

1 This attachment to the foregoing proof of claim (“**Proof of Claim**”) of The Gillette Company (“**Claimant**”) is incorporated with and forms a part of, the Proof of Claim

2 The undersigned is authorized to file the Proof of Claim on behalf of The Gillette Company

3 All notices in respect of this claim should be sent to the following

Carol S Fischman Esq
Deputy General Counsel
Office of the General Counsel
The Gillette Company
3900 Prudential Tower Building Boston MA 02199

4 Claimant is a creditor of debtor Women First HealthCare Inc (the “**Debtor**”) in the amount of \$27,454.00 (the “**Claim**”) pursuant to the Debtor’s agreement to reimburse Claimant for certain legal fees and expenses incurred by Claimant in connection with a request by the Debtor for Claimant’s consent to the Debtor’s sublicense of certain intellectual property and other rights to Shire Pharmaceuticals PLC (“**Shire**”).

5 On or about June 25 2002 Claimant sold or otherwise transferred to the Debtor certain of its rights to a patented prescription hair-removal product known as VANIQA®. As part of this transfer, the Debtor and Claimant entered into a license agreement (the “**License Agreement**”). Under the License Agreement Claimant (and other parties not involved here) granted the Debtor a license to make, use and sell VANIQA® for a specific medical indication.

6 In 2003 the Debtor sought Claimant’s consent to sublicense to Shire certain of the Debtor’s rights arising under the License Agreement. After legal review by Claimant of the transaction documents proposed by the Debtor in connection with the Shire sublicensing transaction, and a period of negotiation between the Debtor and Claimant (and other parties) with respect to the form and content of such documents Claimant granted the requested consent to the sublicense.

7 The Debtor agreed to reimburse Claimant for legal fees and expenses incurred by Claimant in connection with the Debtor’s grant of a sublicense to Shire and Claimant’s consent thereto. The fees and expenses actually incurred by Claimant total \$27,454.00.

8 The Claim is fixed and non-contingent. The Claim is an unsecured, nonpriority claim.

9 No judgment has been rendered on the Claim.

10 No payments have been made on the Claim.

11 The Claim is not subject to any set-off or counterclaim.

12 By filing the Proof of Claim Claimant does not waive any rights that it has or may have against the Debtor other debtors or affiliates of the Debtor or any other person or entity and Claimant expressly reserves such rights Claimant also reserves the right to amend or supplement the Proof of Claim at any time and in any respect including without limitation for the purpose of (i) changing the amount of its claim, including without limitation for the purpose of claiming attorneys' fees and other expenses of collection (ii) changing the status or priority of its claim (iii) further describing its claim, and (iv) providing further evidence relating to its claim

13 The filing of the Proof of Claim is not a waiver or release of Claimant's rights against any person entity or property, or an election of any remedy to the exclusion, express or implied of any other remedy

14 Claimant does not consent to the jurisdiction of the Bankruptcy Court over any counterclaim Claimant does not waive any right to a jury trial

Dated this 2nd day of August, 2004

THE GILLETTE COMPANY

By Carol S. Fischman
Carol S. Fischman
Title Deputy General Counsel

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