

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

PROOF OF CLAIM

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.

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

Name of Creditor and Address



06509442001922

ROCHESTER DRUG COOPERATIVE INC
ATTN: ED KIRKER
50 JET VIEW DR
ROCHESTER NY 14624 4900

Creditor Telephone Number ()

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
- 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 3-29-2004

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED
 \$ 198.48 (unsecured) \$ _____ (secured) \$ 198.48 (Total)
(unsecured priority)

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 \$ 198.48

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
AUG 27 2004
BMC

DATE SIGNED

8/25/04

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)

Edward Kirker, Attorney for Creditors

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

Women First Healthcare, Inc.



00125

002/002

Report As of 8/25/2004

Vendor Name	Invoice Number	Invoice Date	Pay Acct	Amount	Discount	Due Date
WOMENS FIRST HEALTHCARE, INC	571700	0039710	3/29/2004 20100000	205 62-	00	4/08/2004
	0049754	02/19/2004	19000000	47 13	00	3/18/2004
	0641842	07/19/2004	20100000	17 99-	00	8/03/2004
Vendor Total				\$178 48-	\$0 00	8/03/2004

ROCHESTER DRUG

08/25/2004 14 00 FAX 585 271 3551

BILGORE, REICH, LEVINE & KANTOR

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BERNARD D LEVINE
THEODORE S KANTOR

OF COUNSEL
LOREN H KROLL LLC
DAVID C PETTIG *

* ALSO ADMITTED
IN FLORIDA

August 26, 2004

Women First Healthcare, Inc
c/o BMC Group, f/k/a Bankruptcy Management Corp
1330 East Franklin Avenue
El Segundo, CA 90245

Re Case No 04-11278 (MFW)

Gentlemen

Enclosed please find completed Proof of Claim in the above referred to matter I have also enclosed an additional copy and self-addressed, stamped envelope for return of proof of filing

Thank you

Very truly yours,

BILGORE, REICH, LEVINE & KANTOR

Bernard D. Levine

Bernard D Levine

BDL/igs
Encl