

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE **PROOF OF CLAIM**

Name of Debtor WOMEN FIRST HEALTHCARE, INC	Case Number 04-11278 (Chapter 11)	This Space Is For Court Use Only
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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) AdvancePCS Health, LP	<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 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 Geoffrey S Goodman, Esq Foley & Lardner LLP 321 North Clark Street, Suite 2800 Chicago, Illinois 60610	
Telephone number 312-832-4500	

Account or other number by which creditor identifies debtor See Attached Exhibit A	Check here <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____ if this claim
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1 Basis for Claim

<input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other See Attached Exhibit A	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: center;">(date) (date)</div>
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2 Date debt was incurred See Attached Exhibit A **3 If court judgment, date obtained**

4 Total Amount of Claim at Time Case Filed \$ **35,071.64** \$ _____ \$ _____ \$ **35,071.64**
 (unsecured) (secured) (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 \$35,071.64

Check this box if a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property security it, or if 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 \$4,650) * 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)
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)
- 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)
- 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 4/1/04 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.

10 Date-Stamped Copy To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.


THIS SPACE IS FOR COURT USE ONLY

FILED

AUG 30 2004

BMC

Women First Healthcare Inc



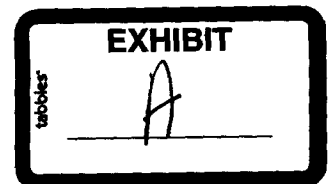
00150

Date 8-27-04	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). <i>Geoffrey S Goodman</i>	Geoffrey S Goodman, Attorney for AdvancePCS Health, LP
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PROOF OF CLAIM
WOMEN FIRST HEALTHCARE, INC
CASE NO 04-11278

Description of Claim The Claim of AdvancePCS Health, LP (“AdvancePCS”) against Women First Healthcare, Inc (the “Debtor”), arises from a mistakenly posted \$35,071 64 credit received from an unrelated third-party client to the Debtor’s account This credit resulted in the issuance of a \$32,979 15 refund check to the Debtor on August 26, 2003 (the “Mistaken Refund Check”) When AdvancePCS discovered the erroneous application of the third-party payment and the issuance of the Mistaken Refund Check, AdvancePCS requested that the Debtor pay \$35,071 64 to cover the Mistaken Refund Check E-mails between Marcy Stenger of AdvancePCS and Charlene Taylor of the Debtor regarding the Debtor’s obligation to pay are attached as Exhibit B If required, additional confidential documentation is available upon request

Reservation of Rights AdvancePCS submits that the funds covered by the Mistaken Refund Check are subject to a constructive trust in favor of AdvancePCS AdvancePCS hereby reserves all rights to file an adversary proceeding or other contested matter against the Debtor to recover the funds covered by the Mistaken Refund Check However, as the general claims bar date is rapidly approaching, this Claim has been filed solely in an abundance of caution to protect the rights of AdvancePCS and shall not be construed as a waiver of any rights that may be asserted by AdvancePCS Counsel for AdvancePCS has been in communications with Debtor’s counsel and has reason to believe that this matter will be resolved at which time AdvancePCS will accordingly withdraw said claim



Charlene Taylor
ctaylor@womenfirst.com
02/11/2004 08:44 AM

To "marcy stenger@advancepcs.com"
<marcy stenger@advancepcs.com>
cc
Subject RE Credits Applied to Women First Health in Error

Hi Marcy,

Sorry I haven't gotten back to you sooner but things have been crazy around here lately. We are in a tight cash situation right now and are in the process of securing an equity investment from an existing set of investors. We do not expect to be finished with this process until at least the second week in March. Hopefully we will be able to send the money soon after that.

Thank you for your patience.

Charlene Taylor
Sr Accounts Payable Specialist
Women First Healthcare
858-509-3845 Tel
858-509-3960 Fax
ctaylor@womenfirst.com

-----Original Message-----
From marcy stenger@advancepcs.com
[mailto:marcy stenger@advancepcs.com]
Sent Wednesday, February 11, 2004 12:52 PM
To CTaylor@WomenFirst.com
Cc danita florez@advancepcs.com
Subject Credits Applied to Women First Health in Error

Good afternoon Charlene, I wanted to follow-up on the below request. I was wondering how the processing was going and if you needed anything further from me that may aid you in expediting this request.

Thank you for your assistance,

Marcy Stenger
AdvancePCS
Phone 480 314 8716
Fax 480 391 4684
Email marcy stenger@advancepcs.com
----- Forwarded by Marcy Stenger/PCSHS on 02/11/2004 01:39 PM

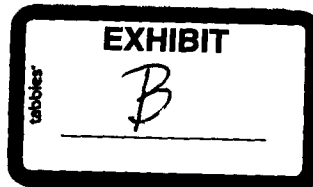
Marcy Stenger

CTaylor@WomenFirst.com
01/23/2004 09:25 AM
Whitten/PCSHS@PCSHS, Danita

To

cc

Donna



Florez/PCSHS@PCSHS

Subject Credits

Applied to
Women First Health in Error

January 22, 2004

Women First Health
Charlene Taylor
5355 Mira Sorrento Pl
Suite 700
San Diego, CA 92121

Dear Ms Taylor

In follow-up to our telephone conversation on 01/16/04, I would like to outline the issue related to the refund check sent to Women First Health on 08/26/03 in the amount of \$32,979 15. It was recently discovered that there were several credits posted to Women First Health account in error. These credits were then used to offset any open items and the remaining credit balance was then processed as a refund check to Women First Health. To help you reconcile these items I have attached a spreadsheet outlining the items related to the refunded amount. The first tab reflects the erroneous credits (35,071 64), offset amount (\$2,092 49) and refund amount (\$32,979 15). The second tab is an itemization of invoices that were offset using the misapplied credits. Please review this spreadsheet and let me know if you have any questions or need additional information related to these items. We would greatly appreciate a payment of \$35,071 64 for the refund amount of \$32,979 15 and \$2,092 49 for the outstanding invoices. Thank you for your understanding and assistance with this matter. We greatly value your business and would like to apologize for any inconvenience this may have caused.



FOLEY & LARDNER LLP
ATTORNEYS AT LAW

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312 832 4700 FAX
www.foley.com

August 27, 2004

VIA FEDEX/OVERNIGHT DELIVERY

WRITER'S DIRECT LINE
312 832 5159
khall@foley.com EMAIL

CLIENT/MATTER NUMBER
088032 0289

WFHC c/o BMC
1330 East Franklin Avenue
El Segundo, CA 90245

Re Women First Healthcare, Inc (Case No 04 B 11278)

Dear Sir/Madam

Enclosed for filing please find an original and two additional copies of each Proof of Claim on behalf of the creditors as identified below for the above referenced bankruptcy proceeding

- AdvancePCS Health, L P in the amount of \$35,071.64 (original claim),
- AdvancePCS Health, L P in the amount of \$381,432.07 (this claim replaces a previously filed claim dated 6/17/04, number 00021), and
- Caremark, Inc in the amount of \$76,920.18 (this claim replaces a previously filed claim dated 6/17/04, number 00022)

I would very much appreciate it if you returned time stamped copies to my attention in the enclosed self-addressed Federal Express envelope

Sincerely,

Katherine E Hall
Paralegal

Enclosures

cc Robert Klyman (w/ encl)
Michael R Nestor (w/ encl)
Geoffrey S Goodman (w/o encl)

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MADISON

MILWAUKEE
ORLANDO
SACRAMENTO
SAN DIEGO

SAN DIEGO/DEL MAR
SAN FRANCISCO
SILICON VALLEY
TALLAHASSEE

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TOKYO
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WEST PALM BEACH

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