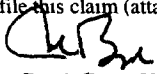


-United States Bankruptcy Court- District of Delaware		PROOF OF CLAIM	
In re (Name of Debtor) Women First Healthcare Inc		Case Number 04 11278 (MFW)	
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request of payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor <i>(The person or entity to whom the debtor owes money or property)</i> ALBERTSON S INC and its Subsidiaries		<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 checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and Addresses Where Notices Should be Sent P O BOX 20 Dept R BOISE ID 83726 Telephone No (208) 395 5690			
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR ABS V#29887		Check here <input type="checkbox"/> replaces If this claim <input checked="" type="checkbox"/> amends a previously filed claim dated <u>07/19/2004</u>	
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 (Describe briefly) Rebates		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Your social security number _____ Unpaid compensations for services performed from _____ to _____ (date) (date)	
2 DATE DEBT WAS INCURRED 07/01/03 - 04/29/04		3 IF COURT JUDGMENT DATE OBTAINED	
4 CLASSIFICATION OF CLAIM Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority (2) Unsecured priority (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM.			
<input type="checkbox"/> SECURED CLAIM \$ _____ Attach evidence of perfection of security interest. Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly)		<input type="checkbox"/> UNSECURED PRIORITY CLAIM _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$2000) earned not more than 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) <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$900 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Taxes or penalties of governmental units. 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other. 11 U.S.C. § 507(a)(2), (a)(5). (Describe briefly)	
Amount of arrearage and other charges included in secured claim above if any \$ _____			
<input checked="" type="checkbox"/> UNSECURED NONPRIORITY CLAIM \$ 4,203.87 A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.			
5 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED		\$ 4,203.87 (Unsecured) \$ _____ (Secured) \$ _____ (Priority) \$185,238.55 (Total)	
<input type="checkbox"/> Check this box if claim includes prepetition charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.			
6 CREDITS AND SETOFFS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.		THIS SPACE IS FOR COURT USE ONLY FILED SEP 07 2004 BMC	
7 SUPPORTING DOCUMENTS Attach copies of supporting documents such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
8 TIME 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.			
Date 8/28/04	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)  John Boyd, Group Vice President and Treasurer		



Albertsons Inc
 April 1, 2004 to April 30, 2004
MEDICAID SCRIPTS EXCLUDED

8/2/2004

NDC	DRUG NAME	SIZE	QTY	AMOUNT	PERCENT	QTY	AMOUNT	PERCENT	QTY	AMOUNT	PERCENT	REBATE	REBATE PERCENT
78-0343-42	VIVELLE-DOT 0 0375MG PATCH	8	336	0 2%	38	0 2%	42	0 2%					
78-0343-45	VIVELLE-DOT 0 0375MG PATCH	8	7,410	5 1%	814	4 0%	926	4 1%					
78-0344-42	VIVELLE-DOT 0 05MG PATCH	8	940	0 7%	105	0 5%	118	0 5%					
78-0344-45	VIVELLE-DOT 0 05MG PATCH	8	21,324	14 7%	2,372	11 8%	2,666	11 9%					
78-0345-42	VIVELLE-DOT 0 075MG PATCH	8	464	0 3%	57	0 3%	58	0 3%					
78-0345-45	VIVELLE-DOT 0 075MG PATCH	8	9,408	6 5%	1,053	5 2%	1,176	5 2%					
78-0346-42	VIVELLE-DOT 0 1MG PATCH	8	880	0 6%	105	0 5%	110	0 5%					
78-0346-45	VIVELLE-DOT 0 1MG PATCH	8	23,720	16 4%	2,609	13 0%	2,965	13 2%					
78-0348-42	VIVELLE 0 025MG PATCH	8	8	0 0%	1	0 0%	1	0 0%					
78-0365-42	VIVELLE-DOT 0 025MG PATCH	8	1,332	0 9%	155	0 8%	167	0 7%					
78-0365-45	VIVELLE-DOT 0 025MG PATCH	8	2,804	1 9%	320	1 6%	351	1 6%					
83-2310-08	ESTRADERM 0 05MG PATCH	8	6,489	4 5%	680	3 4%	811	3 6%					
83-2310-62	ESTRADERM 0 05MG PATCH	8	575	0 4%	63	0 3%	72	0 3%					
83-2320-08	ESTRADERM 0 1MG PATCH	8	5,855	4 0%	670	3 3%	732	3 3%					
83-2320-62	ESTRADERM 0 1MG PATCH	8	528	0 4%	59	0 3%	66	0 3%					
83-2325-08	VIVELLE 0 0375MG PATCH	8	8	0 0%	1	0 0%	1	0 0%					
83-2325-62	VIVELLE 0 0375MG PATCH	8	8	0 0%	1	0 0%	1	0 0%					
83-2326-08	VIVELLE 0 05MG PATCH	8	728	0 5%	81	0 4%	91	0 4%					
83-2326-62	VIVELLE 0 05MG PATCH	8	191	0 1%	19	0 1%	24	0 1%					
83-2327-08	VIVELLE 0 075MG PATCH	8	4	0 0%	1	0 0%	1	0 0%					
83-2328-08	VIVELLE 0 1MG PATCH	8	436	0 3%	48	0 2%	55	0 2%					
83-2328-62	VIVELLE 0 1MG PATCH	8	152	0 1%	15	0 1%	19	0 1%					
378-3350-99	ESTRADIOL 0 05MG/DAY PATCH	4	5,596	3 9%	1,227	6 1%	1,399	6 2%					
378-3352-99	ESTRADIOL 0 1MG/DAY PATCH	4	3,054	2 1%	710	3 5%	764	3 4%					
50419-0451-04	CLIMARA 0 05MG/DAY PATCH	4	8,055	5 6%	1,790	8 9%	2,014	9 0%					
50419-0452-04	CLIMARA 0 1MG/DAY PATCH	4	7,874	5 4%	1,734	8 6%	1,969	8 8%					
50419-0453-04	CLIMARA 0 075MG/DAY PATCH	4	2,960	2 0%	675	3 4%	740	3 3%					
50419-0454-04	CLIMARA 0 025MG/DAY PATCH	4	4,317	3 0%	948	4 7%	1,079	4 8%					
50419-0456-04	CLIMARA 0 0375MG/DAY PATCH	4	1,296	0 9%	289	1 4%	324	1 4%					
50419-0459-04	CLIMARA 0 06MG/DAY PATCH	4	636	0 4%	149	0 7%	159	0 7%					
50419-0491-04	CLIMARA PRO PATCH	4	1,436	1 0%	346	1 7%	359	1 6%					
52544-0471-08	ALORA 0 05MG PATCH	8	792	0 5%	84	0 4%	99	0 4%					
52544-0472-08	ALORA 0 075MG PATCH	8	240	0 2%	24	0 1%	30	0 1%					
52544-0473-08	ALORA 0 1MG PATCH	8	704	0 5%	80	0 4%	88	0 4%					
64248-0310-01	ESCLIM 0 025MG PATCH	8	2,156	1 5%	252	1 3%	270	1 2%	\$ 27 13	\$ 7,311 54	5%	\$ 365 58	
64248-0320-01	ESCLIM 0 0375MG PATCH	8	2,378	1 6%	274	1 4%	297	1 3%	\$ 27 39	\$ 8,141 68	5%	\$ 407 08	
64248-0330-01	ESCLIM 0 05MG PATCH	8	10,906	7 5%	1,288	6 4%	1,363	6 1%	\$ 27 92	\$ 38,061 94	5%	\$ 1,903 10	
64248-0340-01	ESCLIM 0 075MG PATCH	8	1,244	0 9%	151	0 8%	156	0 7%	\$ 28 44	\$ 4,422 42	5%	\$ 221 12	
64248-0350-01	ESCLIM 0 1MG PATCH	8	7,353	5 1%	818	4 1%	919	4 1%	\$ 28 44	\$ 26,139 92	5%	\$ 1,307 00	

TOTAL

144,597

20,106

22,478

TOTAL ESCLIM

24,037

16 6%

2,783

13 8%

3,005 13 4%

\$ 4,203 87



CERTIFIED MAIL

August 31, 2004

United States Bankruptcy Court
District of Delaware
Women First Healthcare, Inc
c/o BMC Group, f/k/a Bankruptcy Management Corp
1330 East Franklin Ave
El Segundo, CA 90245

RE Women First Healthcare, Inc
Case Number 04-11278 (MFW)

Dear Sir or Madam

Enclosed please find an amended Proof of Claim from Albertson's, Inc in the amount of **\$4,203.87** in connection with the above-referenced bankruptcy case Supporting documentation is attached to the P O C **Please take notice that this is in addition to the P O C filed on July, 19, 2004** Please return the acknowledged copy of the Proof of Claim I have attached in the enclosed self-addressed, stamped envelope

Please send any further notices regarding this case to my attention at the address listed at the bottom of this letter

Should you have questions regarding the enclosed material, you may reach me by phone at 208/395-5690

Very truly yours,

ALBERTSON'S, INC

Melissa Peacock
Accounts Receivable

Enclosures