

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

Name of Debtor
WOMEN FIRST HEALTHCARE, INC

Case Number
04-11278 (Chapter 11)

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)
Caremark, Inc

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.

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**

Check box if you have never received any notices from the bankruptcy court in this case.
 Check box if the address differs from the address on the envelope sent to you by the court.

THIS SPACE IS FOR COURT USE ONLY

Last four digits of account or other number by which creditor identifies debtor **See Attached**

Check here replaces amends a previously filed claim, dated **8/30/04** **supersedes claim # 148**

1 Basis for Claim
 Goods sold
 Services performed **See Attached Exhibit A**
 Money loaned
 Personal injury/wrongful death
 Taxes
 Other

Retiree benefits as defined in 11 U.S.C. § 1114(a)
 Wages, salaries, and compensation (fill out below)
Last four digits of your SS # _____
Unpaid compensation for services performed from _____ to _____ (date) (date)

2 Date debt was incurred See Attached Exhibit A **3 If court judgment, date obtained**

4 Classification of Claim Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed

See reverse side for important explanations
Unsecured Nonpriority Claim \$ 138,750.04
 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 if c) none or only part of your claim is entitled to priority

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 right of way
Value of Collateral \$ _____
Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____

Unsecured Priority Claim
 Check this box if you an unsecured claim all or part of which is entitled to priority
Amount entitled to priority \$ _____
Specify the priority of the claim
 Domestic Support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)
 Wages, salaries, or commissions (up to \$10,000) * earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier - 11 U.S.C. § 507(a)(4)
 Contribution to an employee benefit plan - 11 U.S.C. § 507(a)(5)

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)(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*

5 Total Amount of Claim at Time Case Filed **\$138,750.04** \$ _____ \$ _____ **\$138,750.04**
(unsecured) (secured) (priority) (total)

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.

6 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.
7 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.
8 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

Date
1/4/06

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)
Geoffrey S Goodman
**Geoffrey S Goodman
Attorneys for Caremark, Inc**

FILED
JAN 05 2006
BMC
Women First Healthcare, Inc



PROOF OF CLAIM¹
WOMEN FIRST HEALTHCARE, INC
CASE NO 04-11278

A Description of Claim The Claim of Caremark, Inc (“Caremark”) against Women First Healthcare, Inc (the “Debtor”), arises from (a) certain rejection damages under a Rebate Agreement, dated April 1, 2003 (the “Agreement”)² between Caremark and the Debtor, and (b) Caremark’s claim against the Debtor for expired Esclim product that Caremark was unable to return to the Debtor due to the liquidation of the Debtor

B Summary of Amounts Owed under Agreement
(Detailed invoices are confidential and are available upon request)

4 th Quarter 2003	\$24,528 40
1 st Quarter 2004	\$26,176 09
2 nd Quarter 2004	\$26,215 69

C Additional amounts owed for expired Esclim Product
The Liquidating Trustee has agreed that Caremark is owed an additional \$61,829 86 for expired Esclim product that may be included as part of its claim against the Debtor’s estate for a total of \$138,750 04

¹ This proof of claim amends and supersedes Caremark’s previously filed claim dated August 30, 2004, BMC claim number 00148

² The Agreement is a confidential document, and is thus available only upon request



**FOLEY & LARDNER LLP
ATTORNEYS AT LAW**

321 NORTH CLARK STREET
SUITE 2800
CHICAGO IL 60610 4764
312 832 4500 TEL
312 832 4700 FAX
www foley com

January 4, 2006

VIA FEDEX/OVERNIGHT DELIVERY

WRITER S DIRECT LINE
312 832 5159
khal@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 the Amended Proof of Claim on behalf of creditor Caremark, Inc for the above referenced bankruptcy proceeding This amended claim replaces Caremark, Inc 's previously filed claim dated August 30, 2004, BMC claim number 00148

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

Sincerely,

Katherine E Hall
Paralegal

Enclosures

cc Celeste A Hartman (w/ encl)
Geoffrey S Goodman (w/o encl)