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.	)	

DECLARATION IN SUPPORT OF EMPLOYMENT OF JOHN WILLEMS, MD AS A PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS

I, John Willems, MD, declare as follows:

1. I am John Willems an MD (the "Firm"), having an office at Scripps Clinic, San Diego California employed by the above-captioned debtor and debtor in possession (the "Debtor") in the ordinary course of its business. This declaration is submitted pursuant to sections 105(a), 327, 328 and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), in compliance with the Order Authorizing the Employment of Professionals Utilized in the Ordinary Course of Business (the "OCB Professionals Order").

2. The professional services I will render to the Debtor include, but shall not be limited to responding to medical inquiries and evaluating adverse events for products owned by WOMEN FIRST HEALTH CARE, INC.

3. Prior to April 29, 2004 (the "Petition Date"), I did provide professional services to the Debtor as a consultant.

4. As of the Petition Date, the Debtor owed the Firm $0.00 in connection with professional services rendered to the Debtor.

5. I do not, insofar as I have been able to ascertain, have any connection with the Debtor, its creditors or stockholders, or any party-in-interest herein, except as set forth hereinafter:

6. I may, from time to time, represent various other parties who are creditors of the Debtor in matters wholly unrelated to the scope of my representation of the Debtor. I am not aware of any dispute between the Debtor and any such creditors that appears to be material to my representation of the Debtor. Moreover, I do not and will not represent any creditors of the Debtor in the resolution of any dispute regarding the merits of any claim of the Debtor against any such creditor, or of any such creditor against the Debtor.

7. Subject to the disclosures contained in this declaration, I have no interest materially adverse to the interests of the estate, any class of creditors, any other party in interest, the United States Trustee, or any person employed in the Office of the United States Trustee.

8. I intend to apply for compensation for professional services rendered in connection with this chapter 11 case directly to the Debtor, in accordance with the OCB Professionals Order, with such application to requests compensation for services based on the hourly rates set forth below, plus reimbursement of actual and necessary expenses and other charges incurred by me. I understand that, pursuant to the OCB Professionals Order, services rendered to the Debtor resulting in fees of more than $20,000 per month and $50,000 in the aggregate during any single quarter will require entry of an order of the Court authorizing such higher amount. The principal members, associates, and/or employees designated to represent the Debtor and its current standard hourly rates are:

i. John Willems, MD $300.00 per hour

9. The hourly rates set forth above are subject to periodic adjustments to reflect the economy and other conditions. The hourly rates set forth above are my standard hourly rates for work of this nature. The rates are set at a level designed to fairly compensate me for the work of its members, associates, and/or employees, and to cover fixed and routine

overhead expenses. It is my policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, travel costs, telecommunications, express mail, messenger service, photocopying costs, document processing, temporary employment of additional staff, overtime meals, and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client. I will charge the Debtor for these expenses in a manner and at rates consistent with charges made generally to my other clients. I believe it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

10. Except as provided in the OCB Professionals Order, no representations or promises have been received by me as compensation in connection with this chapter 11 case other than in accordance with the provisions of the Bankruptcy Code. I have no agreement with any other entity to share with such entity any compensation received by me in connection with the chapter 11 cases.

WHEREFORE, affiant respectfully submits this Declaration in Support of Employment of **John Willems, MD** as a Professional Utilized in the Ordinary Course of Business.

Dated: Wilmington, Delaware
July 21, 2004

John Willems, MD
10666 No. Torrey Pines Rd.
La Jolla, CA 92037
858-554-8690