IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:	:	Chapter 11
	:	Case No. 04-11278 (MFW)
WOMEN FIRST HEALTHCARE, INC.,	:	
Debtor.	:	Re: Docket No. 163

ORDER AUTHORIZING EMPLOYMENT OF REED SMITH LLP, *NUNC PRO TUNC* AS OF MAY 11, 2004, AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

Upon consideration of the Application of The Official Committee of Unsecured Creditors (the "Committee") to Employ Reed Smith LLP ("Reed Smith"), *Nunc Pro Tunc*, as of May 11, 2004, As Counsel for the Official Committee of Unsecured Creditors Pursuant to 11 U.S.C. §§ 1103(a) and 328(a), and Fed.R.Bankr.P. 2014 (the "Application"), on an hourly-rate basis, plus properly reimbursable out-of-pocket costs, as an expense of administration, and upon consideration of the unsworn declaration of Kurt F. Gwynne, Esquire (the "Declaration"), a partner in Reed Smith, this Court makes the following findings of fact and conclusions of law pursuant to Fed.R.Civ.P. 52(a), as incorporated by Fed.R.Bankr.P. 9014 and 7052:[1]

1. Reed Smith represents no interest adverse to the Debtors or to their estates in the matters upon which Reed Smith is to be engaged.

2. Reed Smith is disinterested within the meaning of Section 101(14) of the Bankruptcy Code and such firm's employment is necessary and would be in the best interests of the Debtor's estate, its creditors, and the Committee.

[1] To the extent that any finding of fact is construed to be a conclusion of law, it is adopted as such. To the extent any conclusion of law is construed to be a finding of fact, it is adopted as such.

NOW, THEREFORE, IT IS HEREBY

ORDERED THAT, pursuant to 11 U.S.C. §§ 1103(a) and 328(a), and Fed.R.Bankr.P. 2014(a), the Committee is authorized to employ Reed Smith to represent the Committee in the above-captioned bankruptcy case under Chapter 11 of the Bankruptcy Code (the "Case");

ORDERED THAT the employment of Reed Smith is authorized and approved as of May 11, 2004;

ORDERED THAT Reed Smith is authorized to perform any and all legal services for the Committee that are necessary or appropriate in connection with the Debtor's bankruptcy case;

ORDERED THAT, pursuant to Section 328(a) of the Bankruptcy Code, Reed Smith's hourly rates for its paralegals and attorneys set forth in the Declaration are approved as reasonable; and it is further

ORDERED THAT, Reed Smith shall be compensated for its services and reimbursed for any related expenses in accordance with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Del.Bankr.LR, and any other applicable orders of this Court.

Dated: June 23, 2004
Wilmington, Delaware

MARY F. WALRATH
CHIEF U.S. BANKRUPTCY JUDGE