IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
WOMEN FIRST HEALTHCARE, INC. (f/k/a Healthy Living for Women, Inc.),	)	Case No. 04-11278 (MFW)
	)	Hearing Date: July 28, 2004 at 9:30 a.m.
	)	Related D. I. Nos: 217, 231, 233 and 234
Debtor.	)	

WYETH'S MOTION FOR LEAVE TO FILE RESPONSE OF WYETH TO OBJECTIONS TO THE DEBTOR'S SALE PROCEDURES MOTION REGARDING A PROPOSED SALE OF ASSETS TO FSC LABORATORIES, INC.

Pursuant to Rule 9006-1(d) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), Wyeth, by and through its undersigned counsel, hereby moves this court, for an order, in the form attached hereto, granting Wyeth leave to file the Response of Wyeth to Objections to the Debtor's Sale Procedures Motion Regarding a Proposed Sale of Assets to FSC Laboratories, Inc. (the "Response"), attached hereto as Exhibit 1. In support of this Motion, Wyeth respectfully states as follows:

1. Pursuant to Local Rule 9006-1(d), reply papers are permitted only if ordered by the Court. To the extent necessary, Wyeth hereby seeks leave of the Court to file the Response.

2. On July 9, 2004, Debtor filed the Debtor's Motion For Order (I) Approving Bidding Procedures With Respect To The Sale Of The Debtor's Asstes; (II) Approving Break-Up Fee And Expense Reimbursement; (III) Establishing Deadline By Which Parties May Object To Proposed Assumption And Assignment Of Assumed Contracts And

Assert Claims For Cure Amounts; (IV) Approving Form and Manner of Notice Of Sale; and (V) Scheduling Auction And Final Hearing On Approval Of Asset Sale (the "Sales Procedure Motion"). On July 21, 2004, AmerisourceBergen Corporation filed AmerisourceBergen Corporation's (A) Limited Objection To The Debtor's Motion For An Order (I) Approving Bidding Procedures With Respect To The Sale Of The Debtor's Assets; (II) Approving Break-Up Fee And Expense Reimbursement; (III) Establishing Deadline By Which Parties May Object To Proposed Assumption And Assignment Of Assumed Contracts And Assert Claims For Cure Amounts; (IV) Approving Form and Manner Of Notice Of Sale; And (V) Scheduling Auction And Final Hearing On Approval Of Asset Sale And (B) Amerisourcebergen's Joinder In Objection To Official Committee Of Unsecured Creditors To Same at docket no. 234. Also on July 21, 2004, the Acting United States Trustee filed Acting United States Trustee's Objection To Debtor's Motion For Order (I) Approving Bidding Procedures With Respect To The Sale Of The Debtor's Assets; (II) Approving Break-Up Fee And Expense Reimbursement; (III) Establishing Deadline By Which Parties May Object To Proposed Assumption And Assignment Of Assumed Contracts And Assert Claims For Cure Amounts; (IV) Approving Form and Manner Of Notice Of Sale; And (V) Scheduling Auction And Final Hearing On Approval Of Asset Sale at docket no. 233, and the Official Committee of Unsecured Creditors filed Objection Of The Official Committee Of Unsecured Creditors to Debtor's Motion For Order (I) Approving Bidding Procedures With Respect To The Sale Of The Debtor's Assets; (II) Approving Break-Up Fee And Expense Reimbursement; (III) Establishing Deadline By Which Parties May Object To Proposed Assumption And Assignment Of Assumed Contracts And Assert Claims For Cure Amounts; (IV) Approving Form and Manner Of Notice Of Sale; And (V) Scheduling Auction

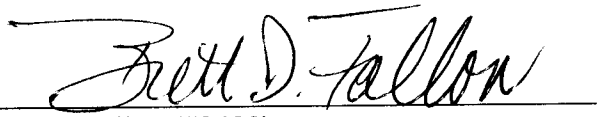
And Final Hearing On Approval Of Asset Sale at docket no. 231. All three of these objections are collectively referred to as the "Objections".

3. The Objections contain references, factual assertions and legal arguments not previously raised by the Debtor in the Sales Procedure Motion. If accepted, these assertions and arguments would have a severe and significant impact on Wyeth's property rights and interests. However, Wyeth has not had any opportunity to present its position in the context of Debtor's Sales Procedure Motion. Accordingly, in the interests of justice and in order to protect Wyeth's due process rights, Wyeth must be permitted an opportunity to respond to the Objections.

WHEREFORE, to the extent necessary to satisfy Local Rule 9006-1(d), Wyeth respectfully requests that the Court grant it leave to file the Response.

Dated: July 23, 2004

MORRIS, JAMES, HITCHENS & WILLIAMS



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