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.	)	**Hearing Date: September 8, 2004 at 1:00 p.m. (ET)**
	)	**Objection Deadline: September 7, 2004 at 10:00 a.m. (ET)**

DEBTOR'S MOTION TO SHORTEN AND APPROVE NOTICE OF DEBTOR'S MOTION FOR ORDER (I) APPROVING BIDDING PROCEDURES WITH RESPECT TO THE SALE OF THE DEBTOR'S BACTRIM™ 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

In accordance with the Court's direction at the August 19, 2004 hearing, Women First Healthcare, Inc. ("WFHC"), the above-captioned debtor and debtor in possession (the "Debtor"), having filed the Debtor's Motion for Order (I) Approving Bidding Procedures with Respect to the Sale of the Debtor's Bactrim™ 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 (the "Motion"), hereby moves (the "Motion to Shorten") this Court, pursuant to Rule 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), for the entry of an order shortening the time for notice of the hearing to consider the Motion, so that the Motion may be heard on September 8, 2004 at 1:00 p.m. (EDT), a date which has been scheduled by the

Court to hear the Motion so that the Debtor may be in a position to convene an auction and sale hearing by the end of September.

1. The Debtor submits that there is sufficient cause to justify shortening the notice period for the hearing and the entry of an order on the Motion.

2. The Local Rules require fifteen (15) days' notice (eighteen (18) days if service is by mail) prior to the hearing for the Motion. See Del.Bankr.L.R. 9006-1(c). Pursuant to Local Rule 9006-1(e), however, such period may be shortened by Order of the Court upon written motion specifying the exigencies supporting shortened notice.

3. The Debtor submits that sufficient cause exists to justify shortening the notice period for the hearing and the entry of an order on the Motion. By the Motion, the Debtor seeks, among other things, to (i) establish certain bidding and auction procedures in connection with the marketing of its Bactrim™ product line, (ii) set an auction date and approve hearing date, and (iii) fix notice deadlines with respect to the Sale of the Acquired Assets.[1] The Debtor submits that the Bidding Procedures and the related relief requested in the Motion will allow the Debtor to achieve its goal of maximizing the value of the Acquired Assets for the benefit of the Debtor's estate and creditors. The Debtor has attained approval of the adequacy of its Disclosure Statement and the Court has scheduled a Confirmation Hearing for September 22, 2004. As such, the Debtor is making every effort to consummate the Sale by the end of September and prior to the anticipated effective date of the Plan. Accordingly, the Debtor submits that cause exists to shorten the notice period for the Motion.

4. The Debtor will serve the Motion and the Motion to Shorten by hand delivery or overnight mail on the following: (i) the Office of the United States Trustee for this District; (ii) counsel to the Committee; (iii) counsel to the Lenders; (iv) counsel to Sun, the

[1] Unless defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion.

proposed buyer; (v) all entities known to have expressed a bona fide interest, within the last six (6) months, in acquiring the Acquired Assets; (vi) all entities (or counsel therefor) known to have asserted any lien, claim, encumbrance, right of refusal or other interest in or upon the Acquired Assets; (vii) all parties, if any, who are known to claim interests in any Assumed Contracts; and (viii) all parties who have requested notice pursuant to Rule 2002.

5. In light of the nature of the relief sought in the Motion, and the expedited manner of service, the Debtor submits that (i) there is sufficient cause to justify shortening the applicable notice and objection period for the Motion; (ii) that a shortened notice period will be sufficient for the entry of the order on the Motion and (iii) that notice to the parties identified in paragraph 4 above, and in the manner specified, will be adequate and sufficient. As such, the Debtor respectfully requests that the hearing on the Motion be held on September 8, 2004 at 1:00 p.m. (EDT). The Debtor further proposes that any responses or objections to the Motion must be in writing, filed with the Court, and served upon and received by the undersigned counsel for the Debtor on or before September 7, 2004 at 10:00 a.m. (EDT).

WHEREFORE, the Debtor respectfully requests that the Court enter an Order scheduling a hearing on the Motion for September 8, 2004 at 1:00 p.m. (EDT) and requiring that any responses to such relief requested in the Motion be filed and served so as to be received on or before September 7, 2004 at 10:00 a.m. (EDT).

Dated: Wilmington, Delaware
August 31, 2004

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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.	)	
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	)	**Ref. No. _____**

ORDER GRANTING DEBTOR'S MOTION TO SHORTEN AND APPROVE NOTICE OF DEBTOR'S MOTION FOR ORDER (I) APPROVING BIDDING PROCEDURES WITH RESPECT TO THE SALE OF THE DEBTOR'S BACTRIM™ 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

Upon consideration of the motion (the "Motion to Shorten") of the above-captioned debtor and debtor in possession (the "Debtor") in this chapter 11 case, for the entry of an order, pursuant to Del. Bankr. L.R. 9006-1 (the "Local Rules"), shortening the applicable notice period with respect to the Debtor's Motion for Order (I) Approving Bidding Procedures with Respect to the Sale of the Debtor's Bactrim™ 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 (the "Motion"); and it appearing that due and adequate notice of the Motion has been given, and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion to Shorten is granted.

Dated: Wilmington, Delaware
_____, 2004

_____
Mary F. Walrath
Chief United States Bankruptcy Judge