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.	)	Re: Docket No. 158

ORDER APPROVING SECOND STIPULATION AMONG THE DEBTOR, THE DIP AGENT AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS REGARDING THE AMENDED FINAL ORDER (1) AUTHORIZING POST PETITION FINANCING ON A SECURED AND SUPER-PRIORITY BASIS PURSUANT TO SECTIONS 364(c) AND (d) OF THE BANKRUPTCY CODE, (2) AUTHORIZING USE OF CASH COLLATERAL PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE AND (3) GRANTING ADEQUATE PROTECTION PURSUANT TO SECTIONS 363 AND 364 OF THE BANKRUPTCY CODE (DOCKET NO. 158)

Upon consideration of the Second Stipulation by and among Women First HealthCare, Inc., as debtor and debtor in possession, CIBC WMC Inc., as agent for itself and Whitney Private Debt Fund, and the Official Committee of Unsecured Creditors regarding the Amended Final Order (1) Authorizing Post Petition Financing on a Secured and Super-Priority Basis Pursuant to Sections 364(c) and (d) of the Bankruptcy Code, (2) Authorizing Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code and (3) Granting Adequate Protection Pursuant to Sections 363 and 364 of the Bankruptcy Code (Docket No. 158) (the "Stipulation"), it is hereby

ORDERED THAT the Stipulation, which is attached as Exhibit A, is approved as an Order of this Court.

Dated: September ___, 2004
Wilmington, Delaware

HONORABLE MARY F. WALRATH
CHIEF U.S. BANKRUPTCY JUDGE