IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE:	:	Chapter 11
	:	
WOMEN FIRST HEALTHCARE, INC.,	:	Case No. 04-11278 (MFW)
	:	**Objection Deadline: 1/3/06**
Debtor.	:	**Hearing Date: 1/9/06 @ 9:30 a.m.**

FIFTH MOTION OF STEPHEN W. SPENCE, LIQUIDATING TRUSTEE FOR ENTRY OF AN ORDER PURSUANT TO BANKR. R. 9006 EXTENDING THE TIME TO OBJECT TO CLAIMS

Stephen W. Spence, Liquidating Trustee, ("Trustee") for the Women First Healthcare Liquidating Trust (the "Trust"), established pursuant to the Debtor's Second Amended Chapter 11 Plan (the Plan"), hereby moves this Court for an order, pursuant to section 105 of the United States Bankruptcy Code, 11 U.S.C. §§101-1330 (the "Bankruptcy Code"), and Rule 9006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), extending the proposed December 15, 2005 deadline to object to unsecured and administrative claims (the "Motion"). In support of this Motion, the Trustee respectfully states as follows:

JURISDICTION

1. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§157 and 1334. Venue of this case and this Motion in this District is proper pursuant to 28 U.S.C. §§1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. §157(b)(2). The statutory predicate for relief requested herein are section 105 of the Bankruptcy Code and Bankruptcy Rule 9006.

BACKGROUND

2. On April 29, 2004 (the "Petition Date"), Women First Healthcare, Inc. commenced this action by the filing of its voluntary petition for relief pursuant to chapter 11 of the Bankruptcy Code.

3. On May 11, 2004 the Office of the U.S. Trustee for the District of Delaware appointed a Committee of Unsecured Creditors. The Committee retained counsel.

4. On December 28, 2004, the Court entered its *Order Confirming Debtor's Second Amended Chapter 11 Plan of Liquidation Dated as of December 21, 2004* [Docket No. 647].

5. On January 10, 2005, the Court entered the *Order Amending Order Confirming Debtor's Second Amended Chapter 11 Plan of Liquidation Dated as of December 21, 2004* [Docket No. 673].

6. Pursuant to the confirmed Plan (the "Plan"), the Women First Healthcare Liquidating Trust was established and Stephen W. Spence appointed the Liquidating Trustee effective January 18, 2005.

7. Section 6.5 of the Plan required the Liquidating Trust to file all objections to claims within 120 days of the effective date which was January 18, 2005. The deadline of May 18, 2005, was extended until July 18, 2005 by the entry of the *Order Granting Motion of Stephen W. Spence, Liquidating Trustee for Entry of an Order Pursuant to Bankr. R. 9006 Extending the Time to Object to Claims* [Docket No. 804], and extended a second time to September 16, 2005 by the entry of the *Order Granting Second Motion of Stephen W. Spence, Liquidating Trustee for Entry of an Order Pursuant to Bankr. R. 9006 Extending the Time to Object to Claims* [Docket No. 831]. It was further extended by the *Order Granting Third Motion of Stephen W. Spence,*

Liquidating Trustee for Entry of an Order Extending the Time to Object to Claims [Docket No. 868]. The *Fourth Motion of Stephen W. Spence, Liquidating Trustee for Entry of an Order Pursuant to Bankr. R. 9006 Extending the Time to Object to Claims* [Docket No. 871] is pending before this Court. Additionally, the Plan, pursuant to Section 15.6, allows for any deadline for filing "any request for relief in the Plan, including, without limitation, objections to Claims, may be extended by the court upon a motion made to extend such deadline which is filed prior to such deadline".

RELIEF REQUESTED

8. The Liquidating Trustee respectfully requests that the proposed deadline to object to claims be extended approximately forty-five (45) days to January 30, 2006, and submits that cause exists to extend the deadline. The Trustee's counsel has already prepared and filed three omnibus objections to claims. Counsel for the Trustee had determined that a number of conflicts existed and requested that the Trustee file several individual objections to claims. The Trustee has filed three individual objections to very large claims. The Trustee has completed negotiations with a number of claimants and has signed Settlement Agreements with another three large claimants. Through an objection he filed, the Trustee was able to resolve a large claim with CVS Pharmacy. The Trustee is also in negotiation with other two large claimants and needs time to finalize the settlements. It is more cost effective to spend the Estate's resources settling these claims, rather than just objecting to them then entering into negotiations with the creditors.

9. A number of the large claimants have agreed to extend the time within which the Trustee must object to their claims while the validity and amount of their claims are negotiated.

10. A review of the Claims Register has shown a number of other claims still remain unresolved. The Trustee has prepared one omnibus objection, but, must reconcile other claims prior to determining whether or not to object to them. The Trustee has one consultant, Patti Consilvio, who is most knowledgeable about this information and is assisting the Trustee with evaluating the claims. It is therefore necessary to request a further extension for the time to object to the claims.

11. Thus, the Liquidating Trustee submits that extending the proposed claims objection deadline to forty-five (45) days to January 30, 2006 is appropriate under the circumstances. This will allow the Trustee complete a final claims list and request permission to make an initial distribution on allowed claims.

12. Bankruptcy Rule 9006(b) provides that the Court can extend unexpired time periods as follows:

> . . .when an act is required or allowed to be done at or within a specified period by these rules or by a notice given thereunder or by order of court, the court for cause shown may at any time in its discretion (1) with or without motion or notice order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order[.]

Fed. R. Bankr. P. 9006(b)(1). Cause, as shown in the above paragraphs, exists for the Court to grant the relief requested herein.

NOTICE

13. Notice of this Motion has been provided to the Office of the U.S. Trustee, all persons requesting notice pursuant to Bankruptcy Rule 2002, in accordance with Del. Bankr. LR

2002-1(b) and all potential claimants affected by this Motion. The Liquidating Trustee submits that this notice is sufficient and that no further notice is necessary.

WHEREFORE, the Liquidating Trustee respectfully requests that the Court enter an order substantially in the form attached hereto extending the proposed claims objection deadline forty-five (45) days through and including January 30, 2006 without prejudice to his right to seek further extensions of the claims objection deadline in the future and grant such further relief as this Court deems just and proper.

PHILLIPS, GOLDMAN & SPENCE, P.A.

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Liquidating Trustee

Date: December 14, 2005