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Code of Conduct

1. Message from the Chief Executive Officer

The reputation and integrity of Auxilium are valuable assets that are vital to our success. Each employee of Auxilium, including each of Auxilium's officers, is responsible for conducting Auxilium's business in a manner that demonstrates a commitment to the highest standards of integrity and mutual respect. Through continued honest and ethical business conduct, Auxilium and its employees will earn and maintain the trust of customers, patients, suppliers, investors, regulators and fellow employees.

All employees, officers and directors have a responsibility to understand and follow this Code of Conduct. In addition, Auxilium strongly encourages dialogue among employees and their managers to make everyone aware of situations that give rise to ethical questions.

Our continued success depends upon our maintaining dedication and commitment to these standards and principles of conduct. It is essential that you take the time to read and understand this Code. Thank you for your cooperation and support.

Sincerely,

Armando Anido

Chief Executive Officer

2. Purpose of the Code and its Use

2.1 Introduction

This Code of Conduct (this "Code") applies to all directors, officers, and employees of Auxilium Pharmaceuticals, Inc. and its subsidiaries (the "Company" or "Auxilium"). Auxilium strives to uphold the highest legal and ethical principles and standards and has adopted this Code to promote:

- compliance with applicable governmental laws, rules, and regulations;
- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company submits to the United States Securities and Exchange Commission ("SEC") and in the Company's other public communications;
- the prompt internal reporting of any violations of this Code to appropriate persons or through the Company's hotline;

- complete cooperation in the investigation of reported violations and the provision of truthful, complete and accurate information; and
- accountability for adherence to this Code.

Each employee, officer and director of Auxilium is responsible for understanding and following this Code. Auxilium provides periodic training on the contents and importance of this Code and related policies as well as the manner in which violations must be reported and waivers or approvals must be requested. The laws and regulations addressed in this Code can be complex and are subject to change. This Code is neither a contract nor a comprehensive manual that covers every situation you might encounter. If you are unsure of how to conduct yourself in a particular situation, you should immediately discuss it with your supervisor, Human Resources, the Legal Department, any member of the Audit Committee of the Board of Directors or, anonymously, through the Compliance Hotline (see section 7.2 “*Contact Information*”).

2.2 Responsibilities of Managers and Directors; Chief Compliance Officer

All officers and managerial employees of Auxilium are responsible for the enforcement of, and compliance with, this Code, including distribution of copies of this Code to assure employee knowledge. Officers and managerial employees are expected to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Managerial employees may be disciplined if they condone misconduct, do not report misconduct, do not take reasonable measures to detect misconduct, or do not demonstrate the appropriate leadership to ensure compliance.

The Board of Directors is responsible for overseeing the implementation of this Code. The Board has designated Auxilium’s General Counsel to be the responsible officer (the “Chief Compliance Officer”) with respect to the administration of and compliance with this Code, including the acceptance, initial investigation and management of reports of suspected violations of this Code, other than those described in section 7 “*Reporting and Investigation Process*” of this Code.

2.3 Certification

After initial hire or first receipt of this Code, all employees, officers and directors must sign and return the certification that is Exhibit A to this Code to Human Resources verifying that he or she has read, understands and will comply with this Code at all times.

The certification that is Exhibit B to this Code must be signed and returned in January of each year, as a condition of eligibility for a raise or bonus, and as a condition of continuing employment.

3. Compliance with Law

The pharmaceutical industry is highly regulated, and regulation affects virtually every functional area of Auxilium's business. Auxilium and all of its employees are required to comply with all applicable laws and regulations, and the actions of each employee must reflect the Company's commitment to honest, ethical and professional interactions with the public, our customers, suppliers, purchasers, vendors, employees and our co-workers. You must strive to be aware of and understand the laws that affect the Company and your area of responsibility. Resources (such as this Code, the written Corporate Policies, training by the Company and the advice of the Legal Department) are available to all employees to assist them in becoming familiar with these requirements.

This Code does not and cannot cover every possible arrangement or activity governed by the laws, regulation and ethical standards applicable to the pharmaceutical industry. Rather, it summarizes certain laws and principles of ethical business conduct. If you are in doubt about how to handle a situation or have a specific business conduct question, you should contact the Corporate Compliance Officer, the Legal Department or your supervisor.

These laws can be complex and difficult to interpret and can have both criminal and civil consequences, including monetary penalties and imprisonment, for both individual employees and the Company. As a result, it is imperative that you be vigilant in observing these laws and contact the Chief Compliance Officer or the Legal Department with any questions.

3.1 *Fair Competition*

The antitrust laws are designed to protect competition in the United States and are implicated in many of the activities in which Auxilium engages. Generally speaking, the following types of topics, and any others that may limit competition, should never be discussed with a competitor:

- prices, pricing policy, discounts or rebates;
- costs, profits, or profit margins;
- terms or conditions of sale, including credit terms and return policies;
- division of markets, market territories or sales territories;
- market share of any products;
- marketing, advertising or promotional plans;
- pricing practices of wholesalers, dealers, distributors or customers; or
- classifying, rejecting, terminating or allocating customers.

Each Auxilium employee is responsible for making sure that his or her actions on behalf of the Company do not in any way violate or appear to violate antitrust laws or regulations. When in doubt, seek assistance from the Chief Compliance Officer or any member of the Legal Department.

3.2 Drug Laws

Auxilium is committed to complying fully with all applicable drug laws and regulations, including, but not limited to, the Federal Food, Drug and Cosmetic Act, the Prescription Drug Marketing Act and the Controlled Substances Act of the United States, and similar laws and regulations implemented by regulatory authorities outside the United States where Auxilium does business. Compliance extends to all Company activities regarding our development and commercialization of products and product candidates, including research, development, manufacturing, marketing, sales and distribution. Company policies and procedures, with which all employees must comply, are designed to foster such compliance.

In particular, we must comply with all rules and regulations issued by the Food and Drug Administration (“FDA”), as well as similar requirements set by regulatory authorities outside the U.S. FDA regulations govern nearly every aspect of our industry, from the very start of research efforts and continuing through virtually every aspect of our business. The Company expends significant time and resources to effect compliance with all FDA requirements. Employees must ensure that their actions facilitate and do not conflict with these efforts.

3.3 Employment Policies

Auxilium is an equal opportunity employer. The Company supports and complies with all applicable laws regarding nondiscrimination in employment and does not discriminate on the basis of race, religion, color, national origin, ancestry, sex, marital status, sexual orientation, age or disability. Additionally, Auxilium is committed to providing a workplace free of harassment, including but not limited to sexual harassment. The Company’s policy prohibiting harassment is incorporated by reference into this Code.

3.4 Insider Trading

Employees are prohibited from trading in securities in Auxilium or any other company while in possession of material inside information about that company. Among other things, trading while in possession of material inside information can subject the employee and Auxilium to criminal or civil penalties. The Company’s Insider Trading Policy is incorporated by reference into this Code.

3.5 Anti-Kickback, Bribery

General:

In the United States, and in many other countries, it is illegal to provide, offer or accept a kickback or bribe. A kickback or bribe may be defined as any money, fee, commission, credit, gift, gratuity, thing of value or compensation of any kind that is provided, directly or indirectly, and that has as one of its purposes, the improper

obtaining or rewarding of favorable treatment in a business transaction. Auxilium's policy is that kickbacks and bribes are illegal and not allowed.

Bribery laws could be applicable when an Auxilium employee receives or is offered payments, gifts or gratuities that might unduly influence Auxilium's business judgment or practices. Employees must review the "Conflicts of Interest" section of this Code, and if offered payments, gifts or other gratuities that might unduly influence the conduct of Auxilium's business should seek guidance from his or her supervisor or the Legal Department.

Healthcare Providers:

The states and the federal government have enacted broad laws that penalize certain conduct related to payments and gifts. Simply stated, the anti-kickback laws provide that with certain specific exceptions, anyone who knowingly and willfully offers remuneration or reward in any form to induce healthcare providers to use a product that is reimbursed by government is guilty of the felony. The law applies to both the party offering the remuneration or reward and the third party who receives it.

Anti-kickback laws impose strict limitations on when and how we may offer gifts or rewards to physicians or any other health care providers, such as pharmacy or managed care directors or others who are in a position to influence which drugs are used. All employees must be familiar with, and must comply with, Auxilium's Policy on Interactions with Healthcare Professionals, which is incorporated by reference into this Code. No payments, gifts or anything else of value may be offered to healthcare professionals except as permitted by law and in accordance with Auxilium's written policy. Payments for services performed by healthcare professionals can be made only pursuant to a signed, written agreement in a form approved by the Legal Department. Not all gifts are prohibited, however. Because the rules are complex, you should review any payments or gifts you might consider with your supervisor and seek guidance from the Legal Department.

3.6 Foreign Corrupt Practices Act

Many countries, including the United States, have specific laws on conducting business with foreign government officials. Under the U.S. Foreign Corrupt Practices Act (the "FCPA"), for example, a company is prohibited from directly or indirectly offering, promising to pay, or authorizing the payment of money or anything of value to a foreign official in order to influence official acts or decisions of that person or entity, to obtain or retain business, or to secure any improper advantage. The FCPA does allow for certain permissible payment to foreign officials. Specifically, the law permits "facilitating" payments, which are payments of small value to effect routine government actions such as obtaining permits, licenses and visas. However, determining what is a permissible "facilitating" payment involves legal assessment. Therefore, you must consult the Legal Department before making any payment or gift thought to be exempt from the FCPA. The Company's policy regarding compliance with FCPA is incorporated by reference into this Code.

3.7 Political Process

Contributions by Auxilium to political candidates are regulated by election laws. Any contribution of Company assets or services for political purposes must be reviewed by the Legal Department.

Auxilium's policy is to comply with all applicable laws and regulations relating to lobbying or attempting to influence government officials. Lobbying activities can include communicating with any member or employee of a legislative branch of government for the purpose of influencing legislation, communicating with certain government officials for the purpose of influencing government action or engaging in research or other activities to support or prepare for such communications. No Auxilium employee may engage in any lobbying activity relating to Auxilium without prior approval of the Legal Department.

3.8 Public Disclosures

As a public company, the Company must ensure that its filings and submissions with the Securities and Exchange Commission and public communications generally provide full, fair, timely, accurate and understandable disclosure. Company employees engaged in the preparation of these filings, submissions and communications ("Public Disclosure Personnel") must endeavor to ensure that the Company's filings, submissions, and communications meet these objectives. Depending on their duties and responsibilities, other employees may be called upon to provide information to assure that the Company's reports are complete, fair and understandable. To this end, all transactions affecting assets, liabilities, stockholders' equity, revenues and expenses must be recorded on a timely basis in detailed journals and must be traceable through the general ledger and resulting financial statements. Accounting and financial reporting practices must be fair and proper, in accordance with generally accepted accounting principles.

All employees, directors and officers are expected to take this responsibility very seriously. All of us are prohibited from (i) directly or indirectly taking any action to influence, coerce, manipulate or mislead the Company's independent public accounting firm in the performance of an audit of the Company's financial statements for the purpose of rendering the Company's financial statements materially misleading and (ii) altering, mutilating, or concealing a record, document or other object, or attempting to do so with intent to impair the object's integrity or availability for use in an official proceeding.

If requested by Public Disclosure Personnel to provide information for use in such filings, submissions or communications, we must provide, as promptly as practicable, accurate, understandable and complete information on a timely basis.

4. Integrity

4.1 *Conflicts of Interest*

You must ensure that any financial, business, or other activities in which you are involved outside the workplace are free of conflicts with your responsibilities to the Company. A “conflict of interest” may occur when your private interest in any way interferes– or even appears to interfere – with the interests of the Company. A conflict situation can arise when a person has interests that may impair the objective performance of his or her duties to the Company. Conflicts of interest may also arise when a person (or his or her family member) receives improper personal benefits as a result of his or her position in the Company.

You must disclose any matter that you believe might raise doubt regarding your ability to act objectively and in the Company’s best interest. The following is a non-exhaustive list of examples of situations involving potential conflicts of interest that should be disclosed:

- any Company loan to any employee, officer, or director, or Company guarantee of any personal obligation;
- employment by or acting independently as a consultant to a Company competitor, customer, supplier, business partner or collaborator;
- directing Company business to any entity in which an employee or close family member has a substantial interest;
- owning, or owning a substantial interest in, any competitor, customer, supplier, business partner or collaborator of the Company;
- using Company assets, intellectual property, or other resources for personal gain; and
- accepting anything of more than nominal value – such as gifts, discounts, or compensation – from an individual or entity that does or seeks to do business with the Company.

Directors and officers must disclose any actual or apparent conflict situation to the Chief Compliance Officer and to the Audit Committee. Employees who are not officers must disclose all such situations of which they are aware to an appropriate supervisor or department head, or to the Chief Compliance Officer. All supervisors and department heads who receive such disclosure must forward them promptly to the Chief Compliance Officer.

Directors of the Company who are not employees of the Company must be sensitive to situations in which they may have business or financial interests in corporations or

other business entities that, from time to time, have business dealings with the Company or that may compete with the Company. While these relationships are not prohibited, they should be avoided where reasonably practicable. Any Company director who has or becomes engaged in such a relationship must promptly bring it to the attention of the Audit Committee. If a conflict cannot be avoided, it must be managed in an ethical and responsible manner.

Officers and employees must obtain necessary approvals before accepting (i) any position as an officer or director of an outside public company, or (ii) any position as an officer or director of board position with a not-for-profit entity if there is or may be a Company business relationship with the entity or an expectation of financial or other support from the Company. Officers must obtain such approvals from the Nominating and Corporate Governance Committee; other employees must obtain such approvals from the Chief Compliance Officer.

Directors, officers and employees who have obtained such approvals must promptly notify the appropriate persons specified above in the event of any change in the nature of such business concern's or entity's relationship with the Company or if such concern or entity later becomes a competitor of the Company.

Please see section 6 "*Waivers and Approvals*" for details on the waiver and approval process.

4.2 Corporate Opportunities

All employees, officers and directors have a duty to advance the legitimate interests of the Company. Therefore, you may not (i) take for yourself corporate opportunities that are discovered through the use of Company property, information or position, without first offering such opportunities to the Company; (ii) use corporate property, information, or position for personal gain; or (iii) compete with the Company.

Directors and officers must adhere to their fundamental duties of good faith, due care, and loyalty owed to all shareholders, and to act at all times with the Company's and its shareholders' best interests in mind.

4.3 Fair Dealing

Each employee should deal fairly and in good faith with Auxilium's customers, suppliers, regulators, business partners, and other employees. No employee may take unfair advantage of anyone through manipulation, misrepresentation, inappropriate threats, fraud, abuse of confidential information or other related conduct.

4.4 Proper Use of Company Assets

The Company's assets, including facilities, materials, supplies, time, information, intellectual property, software and other assets owned or leased by the Company, or that

are otherwise in the Company's possession, may be used only for legitimate business purposes. The personal use of the Company's assets without the Company's approval is prohibited.

4.5 Confidential Information

All employees, officers and directors must maintain the confidentiality of sensitive business, technical, or other information entrusted to them by the Company, its customers, suppliers, business partners or collaborators, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company, its customers, suppliers, business partners or collaborators if disclosed. This obligation is set forth in detail in the Company's policy on confidentiality, which is incorporated by reference into this Code, and is in addition to the requirements of any signed confidentiality agreement entered into with the Company. Of special sensitivity is financial information, which should under all circumstances be considered confidential except where its disclosure is approved by Auxilium, or when it has been made public in a press release or a report filed with the Securities and Exchange Commission. The obligation to preserve such confidentiality continues even after employment ends.

4.6 Delegation of Authority

Each Company employee may delegate to his or her subordinates the authorities that have been granted to the employee. Each delegation must be reasonable and appropriate considering applicable laws and regulations, Company policies and procedures, and the abilities and position of the subordinate. Each delegation should include reasonable monitoring of the subordinates carrying out delegated authorities.

5. Special Ethics Guidelines for Employees with Financial Reporting Responsibilities

The Finance Department bears a special responsibility for promoting integrity throughout the organization, with responsibilities to Company shareholders. The Chief Executive Officer, the Chief Financial Officer and Finance Department personnel have special roles both to adhere to these principles themselves and to ensure that a culture exists throughout the Company as a whole that ensures the fair and timely reporting of Company financial results and condition, as well as other information required by SEC regulations.

Because of this special role, the Chief Executive Officer, the Chief Financial Officer and all members of Company's Finance Department are bound by the following Financial Officer Code of Ethics.

The Chief Executive Officer, the Chief Financial Officer and each member of the Finance Department will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships;

- Provide information that is accurate, complete, relevant, timely and understandable to the Company's other employees, consultants and advisors who are engaged in filing reports and documents with the SEC ("SEC Reports") or in disseminating other public communications such as press releases;
- Endeavor to ensure full, fair, timely, accurate and understandable disclosure in SEC Reports;
- Comply with laws, rules and regulations of federal, state and local governments, and appropriate self-regulatory organizations;
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated;
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose;
- Refrain from using confidential information acquired in the course of employment for personal advantage;
- Proactively promote and be an example of ethical behavior as a responsible partner among peers in the work environment;
- Achieve responsible use of and control over all assets and resources employed or entrusted;
- Record or participate in the recording of entries in Company's books and records that are accurate to the best of his or her knowledge;
- Promptly report to the Chief Compliance Officer and/or the Chairman of the Audit Committee any conduct that he or she believes to be a violation of law or business ethics or of any provision of this Code, including any transaction or relationship that reasonably could be expected to give rise to such a conflict.

Violations of this Financial Officer Code of Ethics, including failures to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment.

It is against Company policy to retaliate against any employee for good faith reporting of violations of this Code. (see also section 7.5 "*Protection Against Retaliation*")

6. Waivers and Approvals

Requests for a waiver of a provision of, or approval required by, this Code must be submitted in writing to the Chief Compliance Officer for appropriate review. The Chief

Compliance Officer will then forward the request, and consult with, the appropriate executive officer, Board of Directors or Board committee, as set forth below, who will decide the outcome.

- Directors -- Any waiver of this Code for a Company director may only be implemented by the Board of Directors or the Audit and Compliance Committee of the Board (the “Audit Committee”).
- Executive Officers -- For conduct involving an executive officer, only the Board of Directors or the Audit Committee has the authority to waive a provision of this Code.
- Other Officers and Employees -- Any waiver of this Code for officers, other than executive officers, or other employees may only be granted by the Chief Executive Officer.
- Required Audit Committee Approval -- The Audit Committee must review and, if required by applicable law, regulation, rule or listing standard, approve any “related party” transaction as defined in Item 404(a) of Regulation S-K before it is consummated.

Statements in this Code to the effect that certain actions may be taken only with “Auxilium’s approval” will be interpreted to mean that appropriate officers, the Board, or members of the appropriate Board committee must give prior written approval before the proposed action may be undertaken.

In the event of an approved waiver involving the conduct of an executive officer or director, appropriate and prompt disclosure must be made to the Company’s stockholders as required by SEC or other regulation or by applicable listing standards of the principal exchange or interdealer quotation system on which Company’s Common Stock is listed.

Violations of the “Special Ethics Guidelines for Employees with Financial Reporting Responsibilities” policy contained in this Code that go unaddressed are treated by the SEC as implicit waivers of this Code. Accordingly, any violation that is discovered and not addressed will have to be disclosed in accordance with the rules and regulations of the SEC or applicable listing standards. In such cases, the SEC rules will require disclosure of the nature of any violation, the date of the violation and the name of the person who committed the violation. Such disclosure would be harmful not only to the Company, but also to you either as one who is responsible for monitoring and enforcing compliance with this Code or as one who has violated it. In either case, depending on the nature of the violation, you may be dismissed or your duties and responsibilities with the Company may be changed.

7. Reporting and Investigation Process

7.1 Reporting

All officers, directors and employees are obligated to immediately report any situation or conduct that might constitute a possible violation of this Code or the law to the Chief Compliance Officer (or, in connection with complaints or concerns regarding accounting, internal controls or auditing matters, to the Audit Committee). Reports may be made anonymously through the Compliance Hotline or in writing. Failure to report a violation may result in disciplinary action, which may include termination of employment. Reported violations will be investigated and addressed promptly and will be treated confidentially to the extent possible. Whenever practical, the complaint should be made in writing. It is unacceptable to submit a complaint knowing it is false.

7.2 Contact Information

Human Resources.....	1-484-321-5910
Legal Department.....	1-484-321-5906
Chief Compliance Officer.....	1-484-321-5903
Chairman, Audit Committee of the Board of Directors.....	1-877-837-8463
Compliance Hotline.....	1-800-826-6762

Additionally, anonymous complaints may be submitted in writing to the following address:

Auxilium Pharmaceuticals, Inc.
40 Valley Stream Parkway
Malvern, PA 19355
Attention: General Counsel

7.3 Investigation Process

Reports of violations will be investigated promptly under the supervision of the Chief Compliance Officer or, if the Chief Compliance Officer so chooses, the Audit Committee. All employees are required to cooperate fully in the investigation of reported violations and to provide truthful, complete and accurate information. The investigation will be handled as discreetly as reasonably possible, allowing for a fair investigation and any necessary corrective action. Appropriate corrective action will be taken whenever a violation of this Code is determined to have occurred. Depending on the nature of the violation, the offending individual can be subject to corrective action, such as training, or disciplinary action, which may include termination. In addition, anyone who interferes with an investigation, or provides information in an investigation that the individual knows to be untrue or inaccurate, will be subject to disciplinary action, which may include termination of employment.

The Audit Committee will be responsible for the acceptance, investigation and management of reports of violations of this Code for the Chief Executive Officer and Senior Financial Officers and reports of questionable or improper accounting or auditing matters.

Auxilium's Chief Executive Officer will be responsible for the acceptance, investigation and management of reports of suspected violations of this Code by the Chief Compliance Officer. Reports by attorneys regarding material violations of securities law, fiduciary duties or similar laws shall be accepted, investigated and managed in accordance with Auxilium's separate policy or procedures governing such reporting obligations.

Unless otherwise restricted by federal or state law, rule or regulation, the Chief Compliance Officer may consult with any officer, employee or consultant (including legal counsel) that he or she deems necessary or appropriate in his or her administration of this Code, and may delegate his or her administrative duties under this Code to other employees of Auxilium.

7.4 Confidentiality

Except as may be required by law or by the requirements of the resulting investigation or corrective action, the Chief Compliance Officer and others conducting the investigation will not disclose the identity of anyone who reports a suspected violation if confidentiality is requested.

7.5 Protection Against Retaliation

The Company prohibits any form of retaliation against employees who, for lawful purposes, report to the Company any conduct or activity that may violate this Code, any law or regulation applicable to the Company or any other suspected improper, unethical or illegal conduct or activities by anyone at the Company. The Company also prohibits any form of retaliation against employees who provide information, cause information to be provided, or assist in an investigation conducted by the Company or any governmental body regarding a possible violation of any law or regulation relating to fraud, any labor law, or any rule or regulation of the U.S. Securities and Exchange Commission, or who file, cause to be filed, or assist, participate or give testimony in any proceeding relating to an alleged violation of any such law, rule or regulation.

All Company officers and other managerial employees are responsible for ensuring adherence to this policy. In addition, each Company officer and managerial employee is responsible for communicating this policy to employees under his or her supervision and for supporting programs and practices designed to develop understanding of, commitment to and compliance with this policy. In the event that any Company officer, other managerial employee or supervisor believes that a violation of this policy has occurred or receives a report of a violation, he or she must immediately contact the Chief Compliance Officer.

If an employee believes that he or she has been retaliated against (including threatened or harassed) in violation of this policy, he or she should report the retaliation to the Chief

Compliance Officer, unless the employee believes that the Chief Compliance Officer has retaliated in which event the employee should report the retaliation of the Chief Executive Officer, Human Resources or the Audit Committee. Once an employee reports retaliation prohibited by this Code, the Company will promptly investigate the matter in accordance with the procedures described above.

Adopted: June 9, 2004
Revised: January 30, 2006

EXHIBIT A

AUXILIUM CODE OF CONDUCT DISCLOSURE STATEMENT

As a director, officer or other employee of the Auxilium, I have read and understand the Auxilium Code of Conduct, and I hereby agree to comply with its terms. I hereby certify as follows:

1. I have received a copy of the Code of Conduct.
2. I have read, understand and agree to comply with the Code of Conduct.
3. I am currently in compliance with the terms of the Code of Conduct and all obligations imposed by it, except as disclosed below or on a separate page attached to this statement.
4. I am not aware of any conduct on the part of any person associated with the Company that may constitute a violation of the Code of Conduct, except with respect to any matters that I may have disclosed to the Compliance Officer and/or as disclosed below or on a separate page attached to this statement.
5. I understand that all Disclosure Statements may be available to the Chief Compliance Officer, the Board of Directors of the Company and outside legal counsel.

Such information shall otherwise be held in confidence except when, after consultation with the Company's legal counsel and Chief Executive Officer, the Company's best interests would be served by disclosure.

Each person signing a Disclosure Statement is responsible for keeping his/her Disclosure Statement current. These statements will be kept in the Company's Human Resource files.

Signature

Name

Date

EXHIBIT B

ANNUAL AUXILIUM DISCLOSURE STATEMENT

As a director, officer or other managerial employee of the Auxilium, I have read and understand the Auxilium Code of Conduct, and I hereby reaffirm my agreement to comply with its terms. With respect to the last 12 months, I hereby certify as follows:

1. I have complied with the terms of the Code of Conduct and all obligations imposed by it, except as disclosed below or on a separate page attached to this statement.
2. I am not aware of any conduct on the part of any person associated with the Company that may constitute a violation of the Code of Conduct, except with respect to any matters that I may have disclosed to the Chief Compliance Officer and/or as disclosed below or on a separate page attached to this statement.
3. I understand that all Disclosure Statements may be available to the Chief Compliance Officer, the Board of Directors of the Company and outside legal counsel.

Such information shall otherwise be held in confidence except when, after consultation with the Company's legal counsel and Chief Executive Officer, the Company's best interests would be served by disclosure.

Each person signing a Disclosure Statement is responsible for keeping his/her Disclosure Statement current. These statements will be kept in the Company's Human Resource files.

Signature

Name

Date