

**Tercica, Inc., a Subsidiary of the Ipsen Group (“Ipsen U.S.”)
Annual Declaration of Compliance**

As part of Ipsen U.S.’ continuing efforts in the area of compliance, Ipsen U.S. has developed a Comprehensive Compliance Program (“Compliance Program”) with consideration given both to the goals of California Health and Safety Code, Sections 119400 and 119402 and the operation, size and organization of our company. As of the date of this declaration, to the best of our knowledge, Ipsen U.S. is in compliance in all material respects with its Compliance Program and the requirements of the California Health and Safety Code Sections referenced above.

Copies of this declaration and an overview of our Comprehensive Compliance Program may be obtained by calling 866-837-2422.

Dated: April 21, 2010