

**CHARTER OF
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
AUXILIUM PHARMACEUTICALS, INC.**

Purpose

The primary function of the Nominating and Governance Committee (the "Committee") is to assist the Board of Directors ("Board") of Auxilium Pharmaceuticals, Inc. (the "Company") in fulfilling its responsibilities by:

- A. identifying individuals qualified to serve as members of the Board and recommending to the Board the director nominees for election; and
- B. periodically reviewing the Company's Corporate Governance Guidelines.

This Charter governs the operations of the Committee.

Membership

- 1. The Committee shall be composed of at least three directors, each of whom must be independent. A director shall qualify as independent if the Board has affirmatively determined that such director is independent, consistent with the basic independence criteria set forth in the Company's Corporate Governance Guidelines.
- 2. The members of the Committee shall be elected by the Board. Unless the Board designates a Chair, the Committee shall designate one member of the Committee to serve as Chair. The members of the Committee shall serve for one-year terms or until their successors are duly appointed, subject to their earlier resignation, retirement, or removal by the Board.

Meetings and Procedures

- 1. The Committee shall meet as often as it deems necessary, but at least annually. A majority of the members of the Committee shall constitute a quorum.
- 2. The Committee may delegate authority to subcommittees to the extent it deems appropriate and as allowable under applicable law.
- 3. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.
- 4. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.

5. The Committee shall keep written minutes of its meetings and shall report its findings to the Board.

Goals and Responsibilities

To fulfill its duties and responsibilities the Committee shall undertake oversight of the following functions of the Board of Directors:

Board Size, Composition and Nomination

1. Evaluate the current composition and organization of the Board and its committees in light of requirements established by the Securities and Exchange Commission, the Nasdaq Stock Market any exchange upon which securities of the Company are traded, and any governmental or regulatory body exercising authority over the Company (each a “Regulatory Body”) or any other applicable statute, rule or regulation which the Committee deems relevant and make recommendations regarding the foregoing to the Board for approval.
2. Consider and recommend to the Board the appropriate size and composition of the Board in order to ensure that the Board comprises members that possess the proper skills, expertise, attributes and personal and professional background for service as a member of the Board, as determined by the Committee.
3. Evaluate the performance of current Board members proposed for reelection, and approve those members of the Board standing for reelection that the Committee determines are appropriate.
4. Recommend to the Board the nominees for election as directors of the Company in accordance with the criteria set forth in the Company’s Corporate Governance Guidelines.

The Committee also considers numerous other qualities, skills and characteristics when evaluating director nominees, such as

- a. An understanding of and experience in the pharmaceutical industry;
 - b. An understanding of and experience in accounting oversight and governance, finance and marketing; and
 - c. Leadership experience with public companies or other significant organizations.
5. Review and recommend to the Board an appropriate course of action upon the resignation of current Board members or any planned expansion of the Board and review the qualifications for service on the Board of any potential additional or replacement members of the Board.

6. Recommend to the Board the selection and assignment of Board members to serve on committees of the Board.

Board Committees

1. Recommend to the Board the responsibilities of the Board committees, including each committee's structure, operations, and authority to delegate to subcommittees.
2. Evaluate and recommend to the Board those directors to be appointed to the various Board committees, including, if appropriate, the persons recommended to serve as Chair of each committee.

Establishment and Review of Corporate Governance Policies

1. Review and assess the adequacy of the Corporate Governance Guidelines periodically, but at least annually. The Committee shall recommend any amendments to the Corporate Governance Guidelines to the Board for approval.
2. Collaborate with the Company's officers and legal counsel to disclose publicly any amendments to the Corporate Governance Guidelines required to be disclosed by any Regulatory Body.
3. Review and assess the adequacy of the Company's certificate of incorporation and by-laws and the charters of any committee of the Board (the "Governing Documents") periodically and recommend to the Board any necessary modifications to the Governing Documents.

Oversight and Evaluation of the Board, Board Committees and Management

1. Evaluate the performance of current Board members proposed for reelection and approve only those members standing for reelection that the Committee, upon reviewing the results of the evaluation, determines are appropriate.
2. Evaluate and determine an appropriate response to credible evidence indicating violations of or non-compliance with the Governing Documents after consulting with legal counsel, including reporting any violation of law to any appropriate Regulatory Body.

Shareholder Proposals

1. Review all shareholder proposals submitted to the Company (including any proposal relating to the nomination of a member of the Board in the manner set forth in the Company's corporate Governance Guidelines) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal.

General

1. To the extent deemed appropriate by the Committee, engage outside counsel, service providers and/or independent consultants at the Company's expense to review, or assist with, any matter for which it is responsible and approve the terms of engagement and fees of any outside counsel and/or independent consultants and terminate any such engagement if necessary.
2. Take such other actions regarding the Company's corporate governance that the Committee shall reasonably deem to be appropriate and in the best interests of the Company and its shareholders or as shall otherwise be required by any Regulatory Body.
3. Oversee the establishment of the Board's policies and procedures for stockholder communications with the Board.