

SEPRACOR INC.

CODE OF CONDUCT AND ETHICS

This Code of Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for directors, officers and employees of Sepracor Inc. This Code is intended to deter wrongdoing and to promote the conduct of all Sepracor business in accordance with high standards of integrity and in compliance with all applicable laws, rules, and regulations. This Code applies to all employees, officers, and directors of Sepracor and all of its subsidiaries and other business entities controlled by it worldwide.

If you have any questions regarding this Code or its application to you in any situation, you should contact your supervisor. Any unresolved questions should be referred to Legal Affairs.

Compliance with Laws, Rules and Regulations

Sepracor requires that all employees, officers and directors comply with all applicable laws, rules and regulations wherever it does business. It is your responsibility to familiarize yourself with those laws, rules, and regulations that govern your activities as an employee, officer, or director. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by Sepracor, whether by its officers, employees, directors, or any third party doing business on behalf of Sepracor, it is your responsibility to promptly report the matter in accordance with this Code. While it is Sepracor’s desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees, officers and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she in good faith reports any such violation. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation. Employees, officers, and directors shall not take action that interferes with, hinders, or obstructs an audit, investigation, or litigation matter in which Sepracor is involved, whether initiated by Sepracor or an outside party.

Conflicts of Interest

Employees, officers and directors must act in the best interests of Sepracor. You must refrain from engaging in any activity or having a personal interest that presents a “conflict of interest.” A conflict of interest occurs when your personal interest interferes, or appears to interfere, with the interests of Sepracor. A conflict of interest can arise whenever you, as an officer, director or employee, take action or have an interest that influences your judgment, loyalty, honesty, effectiveness, or objectivity in a manner that is contrary to the interests of Sepracor.

For example:

- No employee, officer or director shall perform services as a consultant, employee, officer, director, advisor or in any other capacity for, or have a financial interest in, a competitor of Sepracor, other than services performed at the request of Sepracor and other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company; and
- No employee, officer or director shall use his or her position with Sepracor to influence a transaction with a supplier or customer in which such person has any personal interest, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company.

It is your responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to Legal Affairs or, if you are an executive officer or director, to the Board of Directors, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

Insider Trading

Employees, officers and directors who have material non-public information about Sepracor or other companies, including our suppliers and customers, as a result of their relationship with Sepracor are prohibited by law and company policy from trading in securities of Sepracor or such other companies, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, Sepracor has adopted an Insider Trading Policy, which is available on the Legal portal of Sepracor's Intranet.

If you are uncertain about the constraints on your purchase or sale of any Sepracor securities or the securities of any other company that you are familiar with by virtue of your relationship with Sepracor, you should consult with Legal Affairs before making any such purchase or sale.

Confidentiality

Employees, officers and directors must maintain the confidentiality of information entrusted to them by Sepracor or other companies, including our suppliers and customers, except when disclosure is legally mandated or covered by an appropriate confidentiality agreement. Unauthorized disclosure of any confidential information is prohibited. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to Sepracor or another company, is not communicated within Sepracor except to employees who have a need to know such information to perform their responsibilities for Sepracor.

Third parties may ask you for information concerning Sepracor. Employees, officers and directors (other than Sepracor's authorized spokespersons) must not discuss internal company

matters with, or disseminate internal company information to, anyone outside Sepracor, except as required in the performance of their company duties and after an appropriate confidentiality agreement is in place. This prohibition is especially important in connection with inquiries concerning Sepracor from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to Sepracor's Investor Relations department, the Chief Financial Officer, Chief Executive Officer, or President.

You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at Sepracor and non-competition obligations.

Honest and Ethical Conduct and Fair Dealing

Employees, officers and directors should endeavor to deal honestly, ethically and fairly with Sepracor's suppliers, customers, competitors and employees. Statements regarding Sepracor's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Protection and Proper Use of Corporate Assets

Employees, officers and directors should seek to protect Sepracor's assets. Theft, carelessness and waste have a direct impact on Sepracor's financial performance. Employees, officers and directors must use Sepracor's assets and services solely for legitimate business purposes of Sepracor and not for any personal benefit or the personal benefit of anyone else.

Employees, officers and directors must advance Sepracor's legitimate interests when the opportunity to do so arises. You must not take for yourself personal opportunities that are discovered through your position with Sepracor or the use of property or information of Sepracor.

Gifts and Gratuities

The use of Company funds or assets for gifts, gratuities or other favors to customers, employees, or government officials is prohibited, except to the extent such gifts are in compliance with applicable law, nominal in value, and not given in consideration or expectation of any action by the recipient.

Employees, officers and directors must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with Sepracor, other than items of nominal value. Any gifts that are not of nominal value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to Sepracor for charitable disposition or such other disposition as Sepracor believes appropriate in its sole discretion.

Common sense and moderation should prevail in business entertainment engaged in on behalf of Sepracor. Employees, officers and directors should provide, or accept, business entertainment to or from anyone doing or seeking to do business with Sepracor only if the entertainment is infrequent, modest by local standards, and intended to serve legitimate business goals.

Bribes and kickbacks are criminal acts, strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world.

Accuracy of Books and Records and Public Reports

Employees, officers and directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to Sepracor's ability to meet legal and regulatory obligations.

All company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of Sepracor shall conform to generally accepted accounting rules and Sepracor's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in Sepracor's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of Sepracor to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

Dealings with Independent Auditors

No employee, officer, or director shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of Sepracor's financial statements or the preparation or filing of any document or report with the SEC. No employee, officer, or director shall, directly or indirectly, take any action to coerce, manipulate, mislead, or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statement.

Waivers of this Code of Business Ethics

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be permissible. Any employee or officer who believes that an exception to any of these policies is appropriate in his or her case should first

contact his or her immediate supervisor. If the supervisor agrees that an exception is appropriate, the approval of Legal Affairs must be obtained. Legal Affairs shall be responsible for maintaining a complete record of all requests for exceptions to any of these policies and the disposition of such requests.

Any executive officer or director who seeks an exception to this Code should contact any member of the Audit Committee of the Board of Directors. Any waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the Board of Directors of Sepracor and will be disclosed as required by law or stock exchange regulation.

Reporting and Compliance Procedures, and Enforcement of the Code

Every employee, officer and director has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any employee, officer or director who knows or believes that any other employee, officer, director, or other representative of Sepracor has engaged or is engaging in company-related conduct that violates applicable law or this Code must report such information in accordance with this section of the Code. There are different reporting obligations for concerns regarding accounting or auditing matters and all other violations of the Code.

You may report conduct that violates applicable law or this Code, either openly or anonymously, without fear of retaliation. Sepracor will not discipline, discriminate against or retaliate against any employee who reports a complaint or concern (unless the employee is found to have knowingly and willfully made a false report), whether or not such information is ultimately proven to be correct, or who cooperates in any investigation or inquiry regarding such conduct.

Sepracor has established a hotline that permits you to openly, confidentially, or anonymously report any violation or suspected violation of this Code through the internet, email, or a toll-free telephone number. Information concerning the hotline can be found at the Legal portal of Sepracor's Intranet. While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, you may leave messages anonymously if you wish.

Reporting of Concerns Regarding Accounting or Auditing Matters

Employees may openly, confidentially, or anonymously submit concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters to Sepracor's hotline. Any such concerns or complaints may also be openly, confidentially, or anonymously communicated directly to any member of the Audit Committee of the Board of Directors, or to Legal Affairs by fax, mail, or e-mail at:

Fax: (508) 357 7511

email: ethics.code@sepracor.com

Mail: Legal Affairs
Sepracor Inc.
84 Waterford Drive
Marlborough, MA 01752

All concerns and complaints will be forwarded to the Audit Committee of the Board of Directors, and a complete record of all complaints will be provided to the Audit Committee each fiscal quarter.

The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

Reporting of Concerns Regarding Matters Other Than Accounting or Auditing Matters

Employees with concerns regarding violations or suspected violations of this Code that do not involve accounting or auditing matters may openly, confidentially, or anonymously submit such concerns or complaints to Sepracor's hotline. Such violations or suspected violations may also be openly, confidentially, or anonymously reported to Legal Affairs as described above.

If Sepracor receives information regarding an alleged violation of this Code not regarding accounting or auditing matters, Legal Affairs shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to Human Resources for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors or a committee thereof. Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by Sepracor regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

Enforcement of the Code

Sepracor shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Code. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors, respectively, shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimand, warning, probation or suspension without pay, demotion, reduction in salary, discharge and restitution. Certain violations of this Code may require Sepracor to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

Dissemination and Amendment

This Code shall be distributed to each new employee, officer and director of Sepracor upon commencement of employment or other relationship with Sepracor and shall also be distributed annually to each employee, officer and director of Sepracor, and each employee, officer and director shall certify that he or she has received, read and understood the Code and has complied with its terms. Legal Affairs will address any questions you may have regarding the Code.

Sepracor reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found in the Legal and Human Resources portals of Sepracor's Intranet and in the Corporate Governance section of Sepracor's website, www.sepracor.com. This document is not an employment contract between Sepracor and any of its employees, officers or directors and does not alter Sepracor's at-will employment policy.

Certification

I, _____ do hereby certify that:
(Print Name Above)

1. I have received and carefully read the Code of Conduct and Ethics of Sepracor Inc.
2. I understand the Code of Conduct and Ethics.
3. I have complied and will continue to comply with the terms of the Code of Conduct and Ethics.

Date: _____

(Signature)

EACH EMPLOYEE, OFFICER AND DIRECTOR IS REQUIRED TO SIGN, DATE AND RETURN THIS CERTIFICATION TO THE HUMAN RESOURCES DEPARTMENT WITHIN FIFTEEN BUSINESS DAYS OF ISSUANCE. FAILURE TO DO SO MAY RESULT IN DISCIPLINARY ACTION.