

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/20/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Auxilium Holdings, Inc.		12/20/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Auxilium Pharmaceuticals, Inc.
Street Address:	40 Valley Stream Parkway
City:	Malvern
State/Country:	PENNSYLVANIA
Postal Code:	19355
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3033869	
Registration Number:	2767622	TESTIM
Registration Number:	3281302	THE POWER OF T.
Serial Number:	76662779	TESTOFILM
Registration Number:	3190743	TESTIM 1% (TESTOSTERONE GEL) III

CORRESPONDENCE DATA

Fax Number: (215)972-7677
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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CH \$140.00 3033869

ATTORNEY DOCKET NUMBER:	0014521-0050
NAME OF SUBMITTER:	Kimberly Bittinger
Signature:	/Kimberly Bittinger/
Date:	01/07/2008
Total Attachments: 3 source=CertOfOwnership 122007#page1.tif source=CertOfOwnership 122007#page2.tif source=CertOfOwnership 122007#page3.tif	

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
AUXILIUM HOLDINGS INC.
WITH AND INTO
AUXILIUM PHARMACEUTICALS, INC.**

Pursuant to Section 253 of
the Delaware General Corporation Law

Auxilium Pharmaceuticals, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was formed as a corporation on July 23, 1999, pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That the Company owns all of the outstanding capital stock of Auxilium Holdings Inc., a Delaware corporation (the "Subsidiary Corporation"), incorporated on May 31, 2000, pursuant to the DGCL.

THIRD: That the Company, by resolutions of its Board of Directors duly adopted on December 20, 2007, as set forth on Exhibit A hereto, determined to merge the Subsidiary Corporation into itself.

FOURTH: That this Certificate of Ownership and Merger shall become effective upon filing.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be duly executed in its corporate name on the 20th day of December 2007, in accordance with Sections 103 and 253 of the DGCL.

AUXILIUM PHARMACEUTICALS, INC.

By: Jennifer Evans Stacey
Jennifer Evans Stacey
Executive Vice President, General Counsel,
Human Resources and Secretary

EXHIBIT A

Resolutions Adopted by the Board of Directors of Auxilium Pharmaceuticals, Inc. on December 20, 2007

Merger with Auxilium Holdings Inc.

WHEREAS, Auxilium Pharmaceuticals, Inc., a Delaware corporation (the "Company") wishes to effect a merger with Auxilium Holdings Inc., a Delaware corporation (the "Subsidiary Corporation"), in which the Company will continue as the surviving corporation under the name "Auxilium Pharmaceuticals, Inc."; and

WHEREAS, the Subsidiary Corporation is a wholly owned subsidiary of the Company.

NOW, THEREFORE, IT IS:

RESOLVED, that the Company's Board of Directors (the "Board") hereby declares advisable and approves the merger of the Subsidiary Corporation with and into the Company, with the Company continuing as the surviving corporation under the name "Auxilium Pharmaceuticals, Inc."; and it is further

RESOLVED, that the Subsidiary Corporation shall be merged with and into the Company (the "Merger") pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"); and that the Merger shall become effective and the corporate existence of the Subsidiary Corporation shall cease upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware pursuant to the applicable provisions of the DGCL; and it is further

RESOLVED, that the Company shall be the surviving corporation in the Merger (the "Surviving Corporation"), which thereafter shall continue its corporate existence under the DGCL and shall possess all rights and assets of each of the Company and the Subsidiary Corporation (the "Constituent Corporations") and be subject to all the liabilities and obligations of each of the Constituent Corporations in accordance with the provisions of the DGCL; and it is further

RESOLVED, that the certificate of incorporation and the bylaws of the Company in effect immediately prior to the Merger shall continue in full force and effect as the certificate of incorporation and the bylaws of the Surviving Corporation.

General Authority

RESOLVED, that each officer of the Company be, and each of them hereby is, authorized, empowered and directed, on behalf and in the name of the Company, to determine the date of filing of the Certificate of Ownership and Merger under the DGCL for the Merger and to cause all transactions contemplated by the foregoing resolutions to be consummated and performed in the manner provided therein and from time to time to do, or cause to be done, all such other acts or things, and to execute and deliver all such agreements, instruments, certificates and other documents, as such officer acting shall deem in his or her sole discretion desirable to carry out the purposes and intents of any of the foregoing resolutions; and it is further

RESOLVED, that the signing by any of the Company's officers of any of the documents or instruments referred to in or contemplated by the foregoing resolutions or the taking by them of any actions to carry out the foregoing shall conclusively establish the officer's approval of the form of any such documents or instruments signed by him or her and of the actions referred to therein or contemplated thereby and also the officer's determination that such documents, instruments and actions are desirable or appropriate; and it is further

RESOLVED, that each officer of the Company is hereby authorized to perform such further acts and execute and deliver such further documents or instruments as such officer may deem necessary or desirable to carry out with respect to the Company and the intents and purposes of the foregoing resolutions; and it is further

RESOLVED, that any acts of any officer or officers of the Company, and any person or persons designated and authorized to act by any officer of the Company, on behalf of the Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company.

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