

CALIFORNIA COMPLIANCE DECLARATION

Based on our good faith understanding of the statutory requirements, Tercica declares that it believes its Comprehensive Compliance Program meets the requirements of Chapter 8, Part 15, Division 104 of the California Health and Safety Codes (§§119400-119402).

Tercica also declares that it believes it complies with its Comprehensive Compliance Program in all material respects.

Copies of this Declaration and Tercica's Comprehensive Compliance Program may be obtained from Tercica's Legal Department by calling our toll free line at (866) TERCICA

Dated: May 21, 2007