

SOMAXON PHARMACEUTICALS, INC.

Comprehensive Compliance Program for Sales and Marketing Activities

A. General

This Comprehensive Compliance Program for Sales and Marketing Activities (the “Compliance Program”) of Somaxon Pharmaceuticals, Inc. (“Somaxon”) has been adopted by the Board of Directors of Somaxon (the “Board”), effective as of the date set forth below. The purpose of this Compliance Program is to promote compliance with applicable laws, rules, and regulations and to promote ethical and responsible decision making in the sale and marketing of its pharmaceutical products.

Somaxon will review and update this Compliance Program from time to time as it reasonably deems appropriate.

B. Compliance Officer and Compliance Committee

Somaxon has designated a Compliance Officer to ensure the integrity of and to implement Somaxon’s Compliance Program. In addition, Somaxon has designated a Compliance Committee consisting of senior management and other personnel to provide compliance oversight to Somaxon and to support the Compliance Officer.

C. Written Standards of Conduct, Policies, and Procedures

Somaxon has developed written policies and procedures addressing compliance issues in connection with its interactions with medical and other healthcare professionals and related activities. These policies and procedures are designed to ensure compliance with the recommendations set forth in the “Compliance Program Guidance for Pharmaceutical Manufacturers” of the United States Department of Health and Human Services’ Office of the Inspector General, and in the Pharmaceutical Research and Manufacturers of America Code on Interactions with Healthcare Professionals (commonly known as the “PhRMA Code”). The Compliance Committee is responsible for approving such written policies and procedures and will periodically review and revise certain policies and procedures as it deems appropriate.

D. Annual Dollar Limit on Gifts or Incentives Provided to Medical or Health Professionals in California

As required by, and in accordance with the definitions set forth in, California SB 1765, Somaxon has established an annual dollar limit on gifts, promotional materials, or items or activities that the company may give or otherwise provide to an individual medical or health care professional in California equal to \$1,500 per such individual.

E. Training

Somaxon's compliance policies and procedures are distributed to all employees. All Somaxon personnel are required to participate in training relevant to their positions as a condition of their employment and certify in writing as to their participation in such training. All employees are required to undergo additional periodic training as deemed necessary by the Compliance Committee.

F. Monitoring of Sales and Marketing Programs

From time to time, Somaxon will select certain sales and marketing programs to review in order to confirm that the selected programs are being carried out in accordance with the relevant Somaxon policies and procedures, as well as all applicable laws, regulations and rules. Each such review will be conducted by or under the supervision of the Compliance Officer, and will be documented and reported to the Compliance Committee.

G. Procedures for Reporting Violations

Somaxon employees are encouraged to report any known or suspected compliance violations to their supervisor, to the Compliance Officer or to the Legal Department. Somaxon has also established an Ethics Helpline that is available 24 hours a day, seven days a week at 1-866-330-2731. Employees may submit anonymous reports through the Ethics Helpline. All reports will be documented and reported to the Compliance Committee.

H. Investigations, Corrective Actions and Disciplinary Policies

In the event that Somaxon becomes aware of any known or suspected compliance violation, through either the routine monitoring of its sales and marketing programs or a reported violation, designees of the Compliance Committee and/or the Audit Committee of the Board will investigate the circumstances surrounding the known or suspected violation and will take appropriate corrective action, which may involve disciplinary action, up to and including termination.

I. Copies of Compliance Program and Annual Declaration

Copies of this Compliance Program and Somaxon's Annual Declaration of Compliance can be obtained by calling the Ethics Helpline at 1-866-330-2731 or from Somaxon's website at www.somaxon.com.

Effective Date: As adopted on June 9, 2010.