

INTERCEPT PHARMACEUTICALS INC  
Form 305B2  
June 29, 2016

**securities and exchange commission**

**Washington, D.C. 20549**

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**FORM T-1**

**Statement of Eligibility Under**

**The Trust Indenture Act of 1939 of a**

**Corporation Designated to Act as Trustee**

Check if an Application to Determine Eligibility of

a Trustee Pursuant to Section 305(b)(2) "

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**U.S. BANK NATIONAL ASSOCIATION**

(Exact name of Trustee as specified in its charter)

**31-0841368**

I.R.S. Employer Identification No.

800 Nicollet Mall

Minneapolis, Minnesota

55402

(Address of principal executive offices) (Zip Code)

Arthur L. Blakeslee

U.S. Bank National Association

225 Asylum Street, 23<sup>rd</sup> Fl

Hartford, CT 06103

(860) 241-6859

(Name, address and telephone number of agent for service)

**Intercept Pharmaceuticals, Inc.**

(Issuer with respect to the Securities)

Delaware

(State or other jurisdiction of incorporation or organization)

22-3868459

(I.R.S. Employer Identification No.)

450 W. 15<sup>th</sup> Street, Suite 505

New York, NY

10011

(Address of Principal Executive Offices) (Zip Code)

**Debt Securities**

(Title of the Indenture Securities)

**FORM T-1**

**Item 1. GENERAL INFORMATION.** Furnish the following information as to the Trustee.

a) *Name and address of each examining or supervising authority to which it is subject.*

Comptroller of the Currency  
Washington, D.C.

b) *Whether it is authorized to exercise corporate trust powers.*

Yes

**Item 2. AFFILIATIONS WITH OBLIGOR.** *If the obligor is an affiliate of the Trustee, describe each such affiliation.*

None

**Items 3-15** *Items 3-15 are not applicable because to the best of the Trustee's knowledge, the obligor is not in default under any Indenture for which the Trustee acts as Trustee.*

**Item 16. LIST OF EXHIBITS:** *List below all exhibits filed as a part of this statement of eligibility and qualification.*

1. A copy of the Articles of Association of the Trustee.\*

2. A copy of the certificate of authority of the Trustee to commence business, attached as Exhibit 2.

3. A copy of the certificate of authority of the Trustee to exercise corporate trust powers, attached as Exhibit 3.

4. A copy of the existing bylaws of the Trustee.\*\*

5. A copy of each Indenture referred to in Item 4. Not applicable.

6. The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939, attached as Exhibit 6.

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7. Report of Condition of the Trustee as of March 31, 2016 published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.

\* Incorporated by reference to Exhibit 25.1 to Amendment No. 2 to registration statement on S-4, Registration Number 333-128217 filed on November 15, 2005.

\*\* Incorporated by reference to Exhibit 25.1 to registration statement on form S-3ASR, Registration Number 333-199863 filed on November 5, 2014.

**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, U.S. BANK NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Hartford, State of Connecticut on the 29th of June, 2016.

By: /s/ Arthur L. Blakeslee  
Arthur L. Blakeslee  
Vice President

**Exhibit 2**

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**Exhibit 3**

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**Exhibit 6**

**CONSENT**

In accordance with Section 321(b) of the Trust Indenture Act of 1939, the undersigned, U.S. BANK NATIONAL ASSOCIATION hereby consents that reports of examination of the undersigned by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Dated: June 29, 2016

By: /s/ Arthur L. Blakeslee  
Arthur L. Blakeslee  
Vice President

**Exhibit 7****U.S. Bank National Association****Statement of Financial Condition**

As of 3/31/2016

(\$000's)

	3/31/2016
Assets	
Cash and Balances Due From Depository Institutions	\$ 10,947,868
Securities	106,681,861
Federal Funds	36,987
Loans & Lease Financing Receivables	263,697,563
Fixed Assets	5,196,349
Intangible Assets	12,814,361
Other Assets	23,828,774
Total Assets	\$423,203,763
Liabilities	
Deposits	\$ 315,187,684
Fed Funds	1,383,186
Treasury Demand Notes	0
Trading Liabilities	1,570,792
Other Borrowed Money	44,382,132
Acceptances	0
Subordinated Notes and Debentures	3,800,000
Other Liabilities	12,270,761
Total Liabilities	\$378,594,555
Equity	
Common and Preferred Stock	18,200
Surplus	14,266,915
Undivided Profits	29,514,964
Minority Interest in Subsidiaries	809,129
Total Equity Capital	\$44,609,208
Total Liabilities and Equity Capital	\$423,203,763