

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Erregierre SPA	07/29/2010
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Intercept Pharmaceuticals, Inc.
<b>Street Address:</b>	18 Desbrosses Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10013
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Application Number:</b>	11914559
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(617)542-2241
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	(617) 542-6000
<b>Email:</b>	jfoley@mintz.com
<b>Correspondent Name:</b>	Ivor R. Elrifi
<b>Address Line 1:</b>	One Financial Center
<b>Address Line 2:</b>	Mintz, Levin
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02111
<b>ATTORNEY DOCKET NUMBER:</b>	35147-601N01US
<b>NAME OF SUBMITTER:</b>	Jennifer L. Loebach
<b>Total Attachments: 2</b> source=35147-601N01US Assignment#page1.tif source=35147-601N01US Assignment#page2.tif	

OP \$40.00 11914559

ASSIGNMENT

WHEREAS Erregierre SPA has previously assigned to Intercept Pharmaceuticals a 50% undivided right, title and interest in and to any Letters Patent which may issue thereon in the United States or in any country to the above inventions, discoveries and applications described and claimed in PCT/EP2006/062446, filed May 16, 2006, all as set forth in the attached Patent Assignment Agreement executed on December 12, 2008 (attached hereto), now Erregierre SPA wishes to assign the remaining 50% of its undivided right, title and interest to the inventions, discoveries and applications described and claimed in PCT/EP2006/062446, as set forth below:

We, Erregierre SPA ("ASSIGNOR"), Via Francesco Baracca 19, 24060 San Paola D'Argon, ITALY, the undersigned, for good and valuable consideration, the receipt of which is hereby acknowledged, confirm that we do hereby assign, sell and transfer to Intercept Pharmaceuticals ("ASSIGNEE"), with offices at 18 Desbrosses Street, New York, NY 10013:

(1) the entirety of ASSIGNOR's remaining 50% undivided right, title and interest for the United States and in all countries, in and to any and all inventions, discoveries and applications which are disclosed in:

PCT/EP2006/062446, filed May 16, 2006

(2) the entirety of ASSIGNOR's remaining 50% undivided right, title and interest in and to any Letters Patent which may issue thereon in the United States or in any country, and any renewals, revivals, reissues, reexaminations and extensions thereof, and any patents of confirmation, registration and importation of the same; and

(3) the entirety of ASSIGNOR's remaining 50% undivided right, title and interest in all Convention and Treaty Rights of all kinds thereon, including without limitation all rights of priority in any country of the world, in and to the above inventions, discoveries and applications.

We hereby covenant that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment.

We further covenant that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said invention and said Letters Patent and legal equivalents as may be known and accessible to ASSIGNOR.

Exhibit B-1

Signed for on behalf of Erregierre SPA

By: Alessandra Caporali

Title: VICE PRESIDENT Date: 29 JULY

County of ITALY

Witnessed

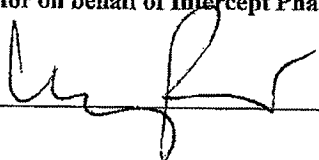
By: 

Name: MATTEO GHILARDI

Address: VIA IV NOVEMBRE 16, BERGAMO, ITALY

Date: JULY 29, 2010

Signed for on behalf of Intercept Pharmaceuticals Inc

By: 

Title: PRESIDENT & CEO Date: JULY 29, 2010

Exhibit B-2

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RECORDED: 10/27/2010

REEL: 025202 FRAME: 0923