

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rhodia Consumer Specialties Limited		08/13/2004	CORPORATION: UNITED KINGDOM

RECEIVING PARTY DATA	
Name:	Innophos, Inc.
Street Address:	259 Prospect Plains Road
City:	Cranbury
State/Country:	NEW JERSEY
Postal Code:	08512
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Serial Number:	76535875	EXPANDIA
Registration Number:	0788894	PHOSBRITE
Registration Number:	0788891	PHOSBRITE
Serial Number:	76496277	INNOVALT

CORRESPONDENCE DATA	
Fax Number:	(973)624-7070
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	973-622-4444
Email:	jpinaire@mccarter.com
Correspondent Name:	Joan T. Pinaire
Address Line 1:	100 Mulberry Street
Address Line 2:	McCarter & English, LLP 4 Gateway Center
Address Line 4:	Newark, NEW JERSEY 07101

ATTORNEY DOCKET NUMBER:	99342/00003
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NAME OF SUBMITTER:	Kimberly A. Knoll
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CH \$115.00 76535875

**Total Attachments: 8**

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**INTELLECTUAL PROPERTY ASSIGNMENT**

This INTELLECTUAL PROPERTY ASSIGNMENT (this "Assignment"), effective the 13<sup>th</sup> day of August, 2004, is made and entered into by and between Rhodia Consumer Specialties Limited, a United Kingdom corporation ("Assignor") and Innophos, Inc. (f/k/a Phosphates Acquisition, Inc.), a Delaware corporation ("Assignee") (each a "Party," and collectively, the "Parties"). Capitalized terms used in this Assignment but not otherwise defined herein shall have the meanings set forth in the Purchase Agreement (defined below).

WHEREAS, Assignor is the successor in interest to its predecessor A&W U.K. Ltd.;

WHEREAS, Assignor is the owner of each of (i) the patents and patent applications set forth on Schedule A hereto (the "Patents"), (ii) the trademarks, trademark registrations and trademark applications set forth on Schedule B hereto and all goodwill associated therewith (the "Trademarks"), and (iii) the Internet domain names set forth on Schedule C hereto and registrations and applications for registration thereof (the "Domain Names") (Patents, Trademarks and Domain Names, collectively, the "Assigned Intellectual Property");

WHEREAS, the Assignor, Rhodia, Inc., Rhodia Canada Inc., Rhodia de Mexico S.A. de C.V., Rhodia Overseas Ltd, Rhodia S.A. and the Assignee have entered into an Agreement of Purchase and Sale, dated as of June 10, 2004 (the "Purchase Agreement"; unless otherwise defined herein, capitalized terms shall be used herein as defined in the Purchase Agreement) pursuant to which Assignee agreed to purchase the Transferred Assets from the Sellers, including all of Assignor's right, title and interest in and to the Assigned Intellectual Property; and

WHEREAS, this Intellectual Property Assignment is being delivered by the Assignor in accordance with and full satisfaction of the Sellers obligation to cause the Assignor to assign the Assigned Intellectual Property to Assignee pursuant to Section 5.14 of the Purchase Agreement.

NOW THEREFORE, for the consideration set forth in the Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Assignment. Assignor hereby sells, conveys, assigns, transfers and delivers to Assignee all of Assignor's right, title and interest in and to the Assigned Intellectual Property, to the extent transferable or assignable, including all rights therein provided by international conventions and treaties, and the right to sue for past, present and future infringement thereof.

2. No Warranties. Except as expressly provided in the Purchase Agreement, Assignor makes no warranties, express or implied, with respect to the Assigned Intellectual Property.

3. Further Assurances. Assignor shall, at the cost and expense of Assignee, timely execute and deliver any additional documents and perform any additional acts necessary or desirable to record and perfect the interest of Assignee in and to the Assigned Intellectual Property, and shall not enter into any agreement in conflict with this Assignment.

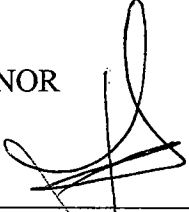
4. Governing Law. This Assignment shall be governed by, and construed in accordance with, the laws of the State of New York. All Actions arising out of or relating to this Assignment shall be heard and determined in accordance with Section 11.10 of the Purchase Agreement.

5. Counterparts. This Assignment may be executed in one or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same agreement.

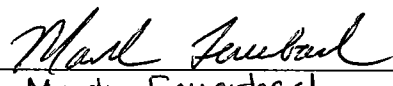
[Signature Page to Follow]

IN WITNESS WHEREOF, each Party has caused this Assignment to be executed as of the date first written above by its duly authorized officer.

ASSIGNOR

By:   
Name: Jacques Lehre  
Title: Authorized Signatory

ASSIGNEE

By:   
Name: Mark Feuerbach  
Title: Chief Financial Officer

## Schedule A

### PATENTS

#### Patents Managed in Europe

Docket Number	Title	Country	Affiliate Owner	Filing Date	Filing Number	Registration Date	Registration Number
R02088(G1)	Utilisation D'Acide Polyphosphorique Absorbe Sur Silice Pour Améliorer Les Propriétés Du Bitume Et Bitume Susceptable D'Etre Obtenu	France	Rhodia Consumer Specialties Ltd.	11/22/2002	02 14678		
		International Procedure <sup>1</sup>	Rhodia Consumer Specialties Ltd.	06/13/2003	PCT/FR03/01795		
R02151	Procède Pour Améliorer Les Propriétés Physico-chimiques De Compositions De Bitume Ainsi Que De Nouvelles Compositions De Bitume Aux Propriétés Améliorées Et Leurs	France	Rhodia Consumer Specialties Ltd.	11/22/2002	02 14677		
		International Procedure <sup>2</sup>	Rhodia Consumer Specialties Ltd.	11/21/2003	PCT/FR03/03446		

<sup>1</sup> Designated countries for PCT: United Arab Emirates, Antigua And Barbuda, Albania, Armenia, Austria, Australia, Azerbaijan, Barbados, Bulgaria, Brazil, Belarus, Belize, Canada, Congo, Switzerland, China, Colombia, Costa Rica, Czechoslovakia, Cuba, Czech Republic, Germany, Denmark, Dominica, Algeria, Ecuador, Estonia, Spain, Finland, United Kingdom, Grenada, Georgia, Ghana, Gambia, Guinea, Croatia, Hungary, Indonesia, Israel, India, Iceland, Japan, Kenya, Kirghizstan, North Korea, South Korea, Kazakhstan, Saint Lucia, Liechtenstein, Sri Lanka, Liberia, Lesotho, Lithuania, Luxembourg, Latvia, Morocco, Moldova (Rep), Madagascar, Mongolia, Malawi, Mexico, Mozambique, Nicaragua, Norway, New Zealand, A.I.P.O., Philippines, Poland, Portugal, Romania, Russian Federation, Seychelles, Sudan, Sweden, Singapore, Slovakia, Sierra Leone, U.S.S.R., Syria, Tajikistan, Turkmenistan, Tunisia, Turkey, Trinidad And Tobago, Tanzania, Ukraine, Uganda, Uzbekistan, Saint Vincent And Grenadines, Vietnam, Serbia & Montenegro, South Africa, Zimbabwe, Macedonia (F.Y.R.), Bosnia-Herzegovina.

<sup>2</sup> Designated countries for PCT: United Arab Emirates, Antigua And Barbuda, Albania, Armenia, Austria, Australia, Azerbaijan; Barbados, Bulgaria, Brazil, Belarus, Belize, Canada, Congo, Switzerland, China, Colombia, Costa Rica, Czechoslovakia, Cuba, Czech Republic, Germany, Denmark, Dominica, Algeria, Ecuador, Estonia, Egypt, Spain, Finland, United Kingdom, Grenada, Georgia, Ghana, Gambia, Croatia, Hungary, Indonesia, Israel, India, Iceland, Japan, Kenya, Kirghizstan, North Korea, South Korea, Kazakhstan, Saint Lucia, Liechtenstein, Sri Lanka, Liberia, Lesotho, Lithuania, Luxembourg, Latvia, Morocco, Tanager, Moldova (Rep), Madagascar, Mongolia,

Docket Number	Title	Country	Affiliate Owner	Filing Date	Filing Number	Registration Date	Registration Number
R02152	Produit Bitumineux Et Son Procède De Préparation	France	Rhodia Consumer Specialties Ltd.	11/22/2002	02 14678		
R03025	Liant Bitumineux Et Son Procède De Préparation Comprenant De L'Acide Et Des Poudrettes De Caoutchouc	France	Jointly owned by Rhodia Consumer Specialties Ltd. and Eurovia	03/07/2003	03 02896		
		International Procedure <sup>3</sup>	Rhodia Consumer Specialties Ltd. and Eurovia	03/08/2004	PCT/FR04/00543		
R02036	Composition Auto-chauffante A Base C'Acide Orthophosphorique Imprègne Sur Un Oxyde Minéral De Grande Porosité, Son Procède De Préparation Et Son Utilisation	France	Rhodia Consumer Specialties Ltd.	04/02/2002	02 04071		
		International Procedure <sup>4</sup>	Rhodia Consumer Specialties Ltd.	03/31/2003	PCT/FR03/00994		

Malawi, Mexico, Mozambique, Nicaragua, Norway, New Zealand, A.I.P.O., Oman, Philippines, Poland, Portugal, Romania, Russian Federation, Seychelles, Sudan, Sweden, Singapore, Slovakia, Sierra Leone, U.S.S.R., Syria, Tajikistan, Turkmenistan, Tunisia, Turkey, Trinidad And Tobago, Tanzania, Ukraine, Uganda, United States Of America, Uzbekistan, Saint Vincent And Grenadines, Vietnam, Serbia & Montenegro, South Africa, Zambia, Zimbabwe, Macedonia (F.Y.R.), Bosnia-Herzegovina.

<sup>3</sup> Designated countries for PCT: United Arab Emirates, Antigua And Barbuda, Albania, Armenia, Austria, Australia, Azerbaijan, Barbados, Bulgaria, Brazil, Belarus, Belize, Canada, Congo, Switzerland, China, Colombia, Costa Rica, Czechoslovakia, Cuba, Czech Republic, Germany, Denmark, Dominica, Algeria, Ecuador, Estonia, Spain, Finland, United Kingdom, Grenada, Georgia, Ghana, Gambia, Guinea, Croatia, Hungary, Indonesia, Israel, India, Iceland, Japan, Kenya, Kirghizstan, North Korea, South Korea, Kazakhstan, Saint Lucia, Liechtenstein, Sri Lanka, Liberia, Lesotho, Lithuania, Luxembourg, Latvia, Morocco, Moldova (Rep), Madagascar, Mongolia, Malawi, Mexico, Mozambique, Nicaragua, Norway, New Zealand, A.I.P.O., Philippines, Poland, Portugal, Romania, Russian Federation, Seychelles, Sudan, Sweden, Singapore, Slovakia, Sierra Leone, U.S.S.R., Syria, Tajikistan, Turkmenistan, Tunisia, Turkey, Trinidad And Tobago, Tanzania, Ukraine, Uganda, United States Of America, Uzbekistan, Saint Vincent And Grenadines, Vietnam, Serbia & Montenegro, South Africa, Zimbabwe, Macedonia (F.Y.R.), Bosnia-Herzegovina.

<sup>4</sup> Designated countries for PCT: United Arab Emirates, Antigua And Barbuda, Albania, Armenia, Austria, Australia, Azerbaijan, Bosnia and Herzegovina, Barbados, Belgium, Burkina Faso, Bulgaria, Benin, Brazil, Botswana, Belarus, Belize, Canada, Central African Republic, Congo, Switzerland, Côte d'Ivoire, Cameroon, China, Colombia, Costa Rica, Cuba, Cyprus, Czech Republic, Germany, Denmark, Dominica, Algeria, Ecuador, Egypt, Estonia, Spain, Finland, France, Gabon, United Kingdom, Grenada, Georgia, Ghana, Gambia, Guinea, Equatorial

Docket Number	Title	Country	Affiliate Owner	Filing Date	Filing Number	Registration Date	Registration Number
R02071	Procède Pour Améliorer Les Propriétés Physico-chimiques De Compositions De Bitume Aux Propriétés Améliorées Et Leurs Utilisations	France	Rhodia Consumer Specialties Ltd.	06/10/2002	02 07088		
		Venezuela	Rhodia Consumer Specialties Ltd.	06/10/2003	0939-2003		
		International Procedure <sup>5</sup>	Rhodia Consumer Specialties Ltd.	06/06/2003	PCT/FR03/01706		
R03144	Sheapsy Contrôle De La Température Par L'Utilisation De Polymères Thermo-épaississants	France	Rhodia Consumer Specialties Ltd.	10/30/2003	03 12735		

Guinea, Greece, Guinea-Bissau, Croatia, Hungary, Indonesia, Ireland, Israel, India, Iceland, Italy, Japan, Kenya, Kyrgyzstan, Democratic People's Republic of Korea, Republic of Korea, Kazakhstan, Saint Lucia, Liechtenstein, Sri Lanka, Liberia, Lesotho, Lithuania, Luxembourg, Latvia, Morocco, Monaco, Moldova (Rep), Madagascar, The former Yugoslav Republic of Macedonia, Mali, Mongolia, Mauritania, Malawi, Mexico, Mozambique, Namibia, Niger, Nicaragua, Norway, New Zealand, Oman, Papua New Guinea, Philippines, Poland, Portugal, Romania, Russian Federation, Seychelles, Sudan, Sweden, Singapore, Slovenia, Slovakia, Sierra Leone, Senegal, Syrian Arab Republic, Swaziland, Chad, Togo, Tajikistan, Turkmenistan, Tunisia, Turkey, Trinidad And Tobago, United Republic of Tanzania, Ukraine, Uganda, United States Of America, Uzbekistan, Saint Vincent And Grenadines, Vietnam, Serbia & Montenegro, South Africa, Zambia, Zimbabwe.

<sup>5</sup> Designated countries for PCT: United Arab Emirates, Antigua And Barbuda, Albania, Armenia, Austria, Australia, Azerbaijan, Barbados, Bulgaria, Brazil, Belarus, Belize, Canada, Congo, Switzerland, China, Colombia, Costa Rica, Czechoslovakia, Cuba, Czech Republic, Germany, Denmark, Dominica, Algeria, Ecuador, Estonia, Spain, Finland, United Kingdom, Grenada, Georgia, Ghana, Gambia, Guinea, Croatia, Hungary, Indonesia, Israel, India, Iceland, Japan, Kenya, Kirghizstan, North Korea, South Korea, Kazakhstan, Saint Lucia, Liechtenstein, Sri Lanka, Liberia, Lesotho, Lithuania, Luxembourg, Latvia, Morocco, Moldova (Rep), Madagascar, Mongolia, Malawi, Mexico, Mozambique, Nicaragua, Norway, New Zealand, A.I.P.O., Philippines, Poland, Portugal, Romania, Russian Federation, Seychelles, Sudan, Sweden, Singapore, Slovakia, Sierra Leone, U.S.S.R., Syria, Tajikistan, Turkmenistan, Tunisia, Turkey, Trinidad And Tobago, Tanzania, Ukraine, Uganda, United States Of America, Uzbekistan, Saint Vincent And Grenadines, Vietnam, Serbia & Montenegro, South Africa, Zimbabwe, Macedonia (F.Y.R.), Bosnia-Herzegovina.



**Schedule B**

**TRADEMARKS**

**Specialty Phosphates Portfolio**

<b>Trademark Name</b>	<b>Country</b>	<b>Application/ Registration Number</b>	<b>Registered Owners</b>
KENA	UNITED KINGDOM	844624	RHODIA CONSUMER SPECIALTIES LIMITED
KENA	UNITED KINGDOM	844625	RHODIA CONSUMER SPECIALTIES LIMITED
EXPANDIA	UNITED KINGDOM	2327005	RHODIA CONSUMER SPECIALTIES LIMITED
EXPANDIA	U.S.	76/535875	RHODIA CONSUMER SPECIALTIES LIMITED
EXPANDIA	UNITED KINGDOM	2327005	RHODIA CONSUMER SPECIALTIES LIMITED
PHOSBRITE	U.S.	788894	A&W UK LIMITED (n/k/a RHODIA CONSUMER SPECIALTIES LIMITED)
PHOSBRITE	U.S.	788891	A&W UK LIMITED (n/k/a RHODIA CONSUMER SPECIALTIES LIMITED)
INNOVALT	CANADA	1169974	RHODIA CONSUMER SPECIALTIES LIMITED
INNOVALT	EUROPEAN UNION	003200805	RHODIA CONSUMER SPECIALTIES LIMITED
INNOVALT	MEXICO	790068	RHODIA CONSUMER SPECIALTIES LIMITED
INNOVALT	MEXICO	790069	RHODIA CONSUMER SPECIALTIES LIMITED
INNOVALT	UNITED KINGDOM	2319365	RHODIA CONSUMER SPECIALTIES LIMITED
INNOVALT	U.S.	76/496,277	RHODIA CONSUMER SPECIALTIES LIMITED

**Schedule C**

**DOMAIN NAMES**

expandia.info	expandia.us	expandia.co.uk	
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