

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM505097

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	12/31/2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tradeworks Group Inc.		12/31/2018	Corporation: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Novel Ingredient Services, LLC	12/31/2018	Limited Liability Company: NEW JERSEY	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Novel Ingredient Services, LLC		
Street Address:	259 Prospect Plains Road, Building A		
City:	Cranbury		
State/Country:	NEW JERSEY		
Postal Code:	08512		
Entity Type:	Limited Liability Company: NEW JERSEY		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2798062	ECOFLOLIN	
Registration Number:	2491367	MAITAKEGOLD	
Registration Number:	2582246	MAITAKEGOLD 404	
CORRESPONDENCE DATA			
Fax Number:	8028627512		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	802-863-2375		
Email:	tmip@drm.com		
Correspondent Name:	Peter Kunin		
Address Line 1:	Downs Rachlin Martin PLLC		
Address Line 2:	199 Main Street, PO Box 190		
Address Line 4:	Burlington, VERMONT 05402-0190		
NAME OF SUBMITTER:	Peter Kunin		

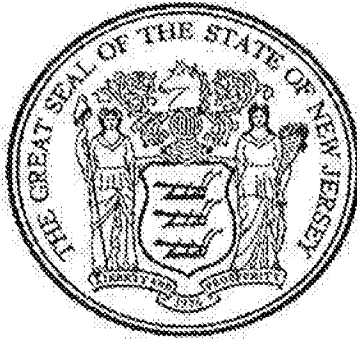
OP \$90.00 2798062

SIGNATURE:	/peter kunin/
DATE SIGNED:	01/09/2019
Total Attachments: 18 source=Tradeworks Novel Merger Docs#page1.tif source=Tradeworks Novel Merger Docs#page2.tif source=Tradeworks Novel Merger Docs#page3.tif source=Tradeworks Novel Merger Docs#page4.tif source=Tradeworks Novel Merger Docs#page5.tif source=Tradeworks Novel Merger Docs#page6.tif source=Tradeworks Novel Merger Docs#page7.tif source=Tradeworks Novel Merger Docs#page8.tif source=Tradeworks Novel Merger Docs#page9.tif source=Tradeworks Novel Merger Docs#page10.tif source=Tradeworks Novel Merger Docs#page11.tif source=Tradeworks Novel Merger Docs#page12.tif source=Tradeworks Novel Merger Docs#page13.tif source=Tradeworks Novel Merger Docs#page14.tif source=Tradeworks Novel Merger Docs#page15.tif source=Tradeworks Novel Merger Docs#page16.tif source=Tradeworks Novel Merger Docs#page17.tif source=Tradeworks Novel Merger Docs#page18.tif	

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)
0600110561

NOVEL INGREDIENT SERVICES, LLC

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office December 4, 2018
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.



Certificate Number: 141030294

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/3SP/Verify_Cert.jsp

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
7th day of December, 2018

Elizabeth Maher Muoio
State Treasurer

CERTIFICATE OF MERGER

OF

INNOFOS NUTRITION, INC.

AND

TRADEWORKS GROUP, INC.

AND

ICON GROUP, LLC

AND

NUTRAGENESIS, LLC

WITH AND INTO

NOVEL INGREDIENT SERVICES, LLC

To the Department of the Treasury
of the State of New Jersey

Pursuant to the provisions of Section 14A of the New Jersey Business Corporation Act and Title 42 of the New Jersey Revised Uniform Limited Liability Company Act, it is hereby certified that:

1. The names of the merging companies are Innophos Nutrition, Inc., a business corporation organized under the laws of the State of Delaware ("Innophos Nutrition"), Tradeworks Group, Inc., a business corporation organized under the laws of the State of Delaware ("Tradeworks Group"), ICON Group, LLC, a limited liability company organized under the laws of the State of Vermont ("ICON Group") and NutraGenesis, LLC, a limited liability company organized under the laws of the State of Vermont ("NutraGenesis"), collectively, the "Merging Companies", with and into Novel Ingredient Services, LLC, a limited liability company organized under the laws of the State of New Jersey (the "Merger").

2. The name of the surviving company is Novel Ingredient Services, LLC, a limited liability company organized under the laws of the State of New Jersey ("Surviving Company").

3. Annexed hereto and made a part hereof is the Agreement and Plan of Merger ("Plan of Merger") for Merging Companies with and into Novel Services as approved by the sole stockholder and Board of Directors of Innophos Nutrition and Tradeworks Group and the sole member and managers of ICON Group, NutraGenesis and Novel Services.

4. The number of shares of Innophos Nutrition which were entitled to vote at the time of the approval of the Plan of Merger by its sole stockholder is 100 shares of common stock, all of which are of one class.

The sole stockholder of Innophos Nutrition entitled to vote approved the Plan of Merger pursuant to its written consent without a meeting of the sole stockholder; and the number of

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STATE TREASURER

shares represented by such consent is 100 shares. The date of said consent and approval was November 21, 2018.

5. The number of shares of Tradeworks Group which were entitled to vote at the time of the approval of the Plan of Merger by the sole stockholder is 150 shares of common stock, all of which are of one class.

The sole stockholder of Tradeworks Group entitled to vote approved the Plan of Merger pursuant to its written consent without a meeting of the sole stockholder; and the number of shares represented by such consent is 150 shares. The date of said consent and approval was November 21, 2018.

6. The applicable provisions of the laws of the jurisdiction of organization of each of the Merging Companies and the Surviving Company regarding the Merger into Novel Services have been complied with.

7. Novel Services hereby agrees that it will promptly pay to the dissenting stockholder of Innophos Nutrition and/or Tradeworks Group the amount, if any, to which they are entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting stockholder.

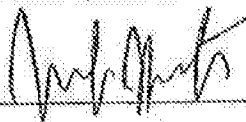
8. Novel Services will continue its existence as the Surviving Company under its present name pursuant to the provisions of the laws of the State of New Jersey.

[Execution pages follows]

9. The effective time ("Effective Time") of the Merger herein provided for in the State of New Jersey shall be as of 11:59 P.M. on December 31, 2018.

Executed on November 21, 2018.

INNOPHOS NUTRITION, INC.

By:  _____

Name: Joshua Horenstein

Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

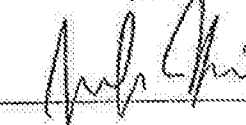
TRADEWORKS GROUP, INC.

By:  _____

Name: Joshua Horenstein

Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

ICON GROUP, LLC


By:  _____

Name: Joshua Horenstein

Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

[Signature page 1 of Certificate of Merger – New Jersey]
[Innophos Nutrition, Inc./Tradeworks Group, Inc./ICON Group, LLC/NutraGenesis, LLC/Novel Ingredient Services, LLC]

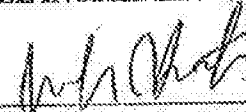
NUTRAGENESIS, LLC

By:  _____

Name: Joshua Horenstein

Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate
Secretary

NOVEL INGREDIENT SERVICES, LLC

By:  _____

Name: Joshua Horenstein

Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate
Secretary

[Signature page 2 of Certificate of Merger -- New Jersey]
[Innophos Nutrition, Inc./Tradeworks Group, Inc./ICON Group, LLC/NutraGenesis, LLC/Novel
Ingredient Services, LLC]

**AGREEMENT AND PLAN OF MERGER
OF
INNOPHOS NUTRITION, INC.
AND
TRADEWORKS GROUP, INC.
AND
ICON GROUP, LLC
AND
NUTRAGENESIS, LLC
INTO
NOVEL INGREDIENT SERVICES, LLC**

This AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") of Innophos Nutrition, Inc., a Delaware corporation ("Innophos Nutrition"), Tradeworks Group, Inc., a Delaware corporation ("Tradeworks Group"), ICON Group, LLC, a Vermont limited liability company ("ICON Group"), NutraGenesis, LLC, a Vermont limited liability company ("NutraGenesis") and Novel Ingredient Services, LLC, a New Jersey limited liability company ("Novel Services"), providing for the merger (the "Merger") of Innophos Nutrition, Tradeworks Group, ICON Group and NutraGenesis with and into Novel Services pursuant to Section 264(c) of the Delaware General Corporation Law (the "Delaware GCL"), Title 42 of the New Jersey Revised Uniform Limited Liability Company Act (the "New Jersey Act") and Title 11, Chapter 25 of the Vermont Statutes (the "Vermont Law") is made and entered into as of the Effective Time as set forth below.

ARTICLE I
Survivor

As of 11:59 P.M. on December 31, 2018 (the "Effective Time"), Innophos Nutrition, Tradeworks Group, ICON Group and NutraGenesis (the "Merging Companies") will merge with and into Novel Services and the separate existence of each of the Merging Companies will cease. Novel Services shall continue its existence under applicable New Jersey law (the "Surviving Company").

ARTICLE II
The Merger

The effect of the Merger will be as provided in the applicable provisions of the New Jersey Act, the Delaware GCL and the Vermont Law. Without limiting the generality of the foregoing and subject thereto, upon the Merger becoming effective, Novel Services will succeed to and possess, without further act or deed, all the rights, privileges, immunities, franchises, powers and purposes of the Merging Companies and all property of every kind, whether real, personal or mixed, of the Merging Companies (including without limitation all debts and obligations due or belonging to any of the Merging Companies). From and after the Effective Time, Novel Services will be responsible and liable for all of the liabilities, debts and obligations

of each of the Merging Companies, as if Novel Services had itself incurred them, and all rights of creditors will be preserved unimpaired.

ARTICLE III
Manner of Effecting the Merger

3.1 At the Effective Time, each issued and outstanding share of every class or series of capital stock of Innophos Nutrition outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be cancelled and retired for no consideration, and shall cease to exist.

3.2 At the Effective Time, each issued and outstanding share of every class or series of capital stock of Tradeworks Group outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be cancelled and retired for no consideration, and shall cease to exist.

3.3 At the Effective Time, all of the Units of limited liability company membership interest of ICON Group outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be cancelled for no consideration, and shall cease to exist.

3.4 At the Effective Time, all of the Units of limited liability company membership interest of NutraGenesis outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be cancelled for no consideration, and shall cease to exist.

3.5 At the Effective Time, all of the Units of limited liability company membership interest of Novel Services outstanding immediately prior to the Effective Time of the Merger shall remain outstanding and unaffected by the Merger.

ARTICLE IV
Articles of Organization; Operating Agreement

4.1 The Articles of Organization of Novel Services in effect at the Effective Time shall continue to be the Articles of Organization of Novel Services and shall continue in full force and effect until further amended in the manner prescribed by the provisions of the New Jersey Act.

4.2 The Third Amended and Restated Operating Agreement (the "Operating Agreement") of Novel Services in effect at the Effective Time shall continue to be the Operating Agreement of Novel Services and shall continue in full force and effect until the same shall thereafter be altered or amended.

ARTICLE V

Conditions Precedent to the Obligations of the Parties

The obligations of each of the Merging Companies and Novel Services, respectively, under this Plan of Merger are conditioned on the absence, as of the time of filing of this Plan of Merger and/or the Certificate of Merger or Articles of Merger as provided for in Article VII hereof, of: (i) any order or injunction of a court of competent jurisdiction that directly or indirectly precludes any of the Merging Companies or Novel Services from consummating the Merger; and (ii) any action having been taken, or any statute, rule or regulation having been enacted or adopted by any government or governmental agency, which action, statute, rule or regulation would, directly or indirectly, render illegal the consummation of the Merger.

ARTICLE VI

Post-Adoption Amendment

At any time prior to the filing pursuant to Article VII of this Plan of Merger (or Certificate of Merger or Articles of Merger in respect thereof), this Plan of Merger may be amended, to the maximum extent permitted by applicable law, or terminated by action of the sole stockholder and Board of Directors of Innophos Nutrition and Tradeworks Group and the sole member and Managers of ICON Group, NutraGenesis and Novel Services.

ARTICLE VII

Effective Date of the Merger

Upon approval of this Plan of Merger by the sole stockholder and Board of Directors of Innophos Nutrition and Tradeworks Group, and the sole member and Managers of ICON Group, NutraGenesis and Novel Services, and upon satisfaction of the conditions set forth in Article V hereof, this Plan of Merger, the Certificate of Merger or Articles of Merger in lieu thereof, executed in accordance with the requirements of the Delaware GCL, the New Jersey Act and Vermont Law, and shall be filed with the Secretary of State of the State of Delaware, New Jersey State Treasurer and the Secretary of State of the State of Vermont. The Merger shall be effective as of the Effective Time.

[Execution page follows]

Dated as of November 21, 2018

IN WITNESS WHEREOF, the parties have executed this Plan of Merger by their duly authorized representatives as of the date first written above.

INNOPIHOS NUTRITION, INC.

By: [Signature]
Name: Joshua Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary

TRADEWORKS GROUP, INC.

By: [Signature]
Name: Joshua Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary

ICON GROUP, LLC

By: [Signature]
Name: Joshua Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary

NUTRAGENESIS, LLC

By: [Signature]
Name: Joshua Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary

NOVEL INGREDIENT SERVICES, LLC

By: [Signature]
Name: Joshua Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary

[Execution page to Plan of Merger of INNOPIHOS NUTRITION, INC./TRADEWORKS GROUP, INC./ICON GROUP, LLC/NUTRAGENESIS, LLC/NOVEL SERVICES, LLC]

Delaware

The First State

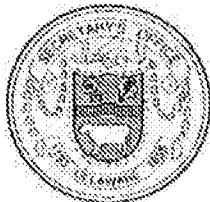
Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NUTRAGENESIS, LLC", A VERMONT LIMITED LIABILITY COMPANY,
"INNOPHOS NUTRITION, INC.", A DELAWARE CORPORATION,
"TRADEWORKS GROUP, INC.", A DELAWARE CORPORATION,
"ICON GROUP, LLC", A VERMONT LIMITED LIABILITY COMPANY,
WITH AND INTO "NOVEL INGREDIENT SERVICES, LLC" UNDER THE NAME OF "NOVEL INGREDIENT SERVICES, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE ON THE FOURTH DAY OF DECEMBER, A.D. 2018, AT 1:48 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2018 AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

7178548 8100M
SR# 20187951178

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204021437
Date: 12-04-18

TRADEMARK
REEL: 006520 FRAME: 0260

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:48 PM 12/04/2018
FILED 01:48 PM 12/04/2018
SR 20187951178 - File Number 2977120

STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
INNOPHOS NUTRITION, INC.
AND
TRADEWORKS GROUP, INC.
AND
ICON GROUP, LLC
AND
NUTRAGENESIS, LLC
INTO
NOVEL INGREDIENT SERVICES, LLC

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned limited liability company hereby certifies as follows and has executed the following Certificate of Merger:

FIRST: The name of each constituent corporation and/or limited liability company is Innophos Nutrition, Inc., a Delaware corporation ("Innophos Nutrition"), Tradeworks Group, Inc., a Delaware corporation ("Tradeworks Group"), ICON Group, LLC, a Vermont limited liability company ("ICON Group"), NutraGenesis, LLC, a Vermont limited liability company ("NutraGenesis") and Novel Ingredient Services, LLC, a New Jersey limited liability company ("Novel Services").

SECOND: The Agreement and Plan of Merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and each merging entity.

THIRD: The name of the surviving company is Novel Ingredient Services, LLC, a New Jersey limited liability company ("Surviving Company").

FOURTH: The Articles of Organization of the Surviving Company shall, at the Effective Time (as defined below), continue to be the Articles of Organization of the Surviving Company.

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TRADEMARK
REEL: 006520 FRAME: 0261

FIFTH: The Third Amended and Restated Operating Agreement (the "Operating Agreement") of the Surviving Company shall, at the Effective Time, continue to be the Operating Agreement of the Surviving Company.

SIXTH: The officers and managers of the Surviving Company, immediately prior to the Effective Time shall, from and after the Effective Time, continue to be the officers and managers of the Surviving Company.

SEVENTH: The executed Plan of Merger is on file at 259 Prospect Plains Road, Building A, Cranbury, NJ 08512, the principal place of business of the Surviving Company.

EIGHTH: A copy of the Plan of Merger will be furnished by the Surviving Company on request, without cost, to any stockholder of Innophos Nutrition and Tradeworks Group or to the member of ICON Group, NutraGenesis and the Surviving Company.

NINTH: The merger shall be effective as of 11:59 P.M. on December 31, 2018 (the "Effective Time").

TENTH: The Surviving Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Surviving Company arising from the Merger including any suit or other proceeding to enforce the rights of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of the State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of the State of Delaware shall mail any such process to the Surviving Company at 259 Prospect Plains Road, Building A, Cranbury, New Jersey 08512.

(Execution page to follow)

IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be executed with the intent it be effective as of the Effective Time set forth above as of September 11, 2018.

NOVEL INGREDIENT SERVICES, LLC
(a New Jersey limited liability company)

By: 

Name: Joshua Horowitz

Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate
Secretary

[Signature Page to Certificate of Merger - Delaware]

**AGREEMENT AND PLAN OF MERGER
OF
INNOPHOS NUTRITION, INC.
AND
TRADEWORKS GROUP, INC.
AND
ICON GROUP, LLC
AND
NUTRAGENESIS, LLC
INTO
NOVEL INGREDIENT SERVICES, LLC**

This AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") of Innophos Nutrition, Inc., a Delaware corporation ("Innophos Nutrition"), Tradeworks Group, Inc., a Delaware corporation ("Tradeworks Group"), ICON Group, LLC, a Vermont limited liability company ("ICON Group"), NutraGenesis, LLC, a Vermont limited liability company ("NutraGenesis") and Novel Ingredient Services, LLC, a New Jersey limited liability company ("Novel Services"), providing for the merger (the "Merger") of Innophos Nutrition, Tradeworks Group, ICON Group and NutraGenesis with and into Novel Services pursuant to Section 264(c) of the Delaware General Corporation Law (the "Delaware GCL"), Title 42 of the New Jersey Revised Uniform Limited Liability Company Act (the "New Jersey Act") and Title 11, Chapter 25 of the Vermont Statutes (the "Vermont Law") is made and entered into as of the Effective Time as set forth below.

ARTICLE I
Survivor

As of 11:59 P.M. on December 31, 2018 (the "Effective Time"), Innophos Nutrition, Tradeworks Group, ICON Group and NutraGenesis (the "Merging Companies") will merge with and into Novel Services and the separate existence of each of the Merging Companies will cease. Novel Services shall continue its existence under applicable New Jersey law (the "Surviving Company").

ARTICLE II
The Merger

The effect of the Merger will be as provided in the applicable provisions of the New Jersey Act, the Delaware GCL and the Vermont Law. Without limiting the generality of the foregoing and subject thereto, upon the Merger becoming effective, Novel Services will succeed to and possess, without further act or deed, all the rights, privileges, immunities, franchises, powers and purposes of the Merging Companies and all property of every kind, whether real, personal or mixed, of the Merging Companies (including without limitation all debts and obligations due or belonging to any of the Merging Companies). From and after the Effective Time, Novel Services will be responsible and liable for all of the liabilities, debts and obligations

of each of the Merging Companies, as if Novel Services had itself incurred them, and all rights of creditors will be preserved unimpaired.

ARTICLE III
Manner of Effecting the Merger

3.1 At the Effective Time, each issued and outstanding share of every class or series of capital stock of Innophos Nutrition outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be cancelled and retired for no consideration, and shall cease to exist.

3.2 At the Effective Time, each issued and outstanding share of every class or series of capital stock of Tradeworks Group outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be cancelled and retired for no consideration, and shall cease to exist.

3.3 At the Effective Time, all of the Units of limited liability company membership interest of ICON Group outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be cancelled for no consideration, and shall cease to exist.

3.4 At the Effective Time, all of the Units of limited liability company membership interest of NutraGenesis outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be cancelled for no consideration, and shall cease to exist.

3.5 At the Effective Time, all of the Units of limited liability company membership interest of Novel Services outstanding immediately prior to the Effective Time of the Merger shall remain outstanding and unaffected by the Merger.

ARTICLE IV
Articles of Organization: Operating Agreement

4.1 The Articles of Organization of Novel Services in effect at the Effective Time shall continue to be the Articles of Organization of Novel Services and shall continue in full force and effect until further amended in the manner prescribed by the provisions of the New Jersey Act.

4.2 The Third Amended and Restated Operating Agreement (the "Operating Agreement") of Novel Services in effect at the Effective Time shall continue to be the Operating Agreement of Novel Services and shall continue in full force and effect until the same shall thereafter be altered or amended.

ARTICLE V

Conditions Precedent to the Obligations of the Parties

The obligations of each of the Merging Companies and Novel Services, respectively, under this Plan of Merger are conditioned on the absence, as of the time of filing of this Plan of Merger and/or the Certificate of Merger or Articles of Merger as provided for in Article VII hereof, of: (i) any order or injunction of a court of competent jurisdiction that directly or indirectly precludes any of the Merging Companies or Novel Services from consummating the Merger; and (ii) any action having been taken, or any statute, rule or regulation having been enacted or adopted by any government or governmental agency, which action, statute, rule or regulation would, directly or indirectly, render illegal the consummation of the Merger.

ARTICLE VI

Post-Adoption Amendment

At any time prior to the filing pursuant to Article VII of this Plan of Merger (or Certificate of Merger or Articles of Merger in respect thereof), this Plan of Merger may be amended, to the maximum extent permitted by applicable law, or terminated by action of the sole stockholder and Board of Directors of Innophos Nutrition and Tradeworks Group and the sole member and Managers of ICON Group, NutraGenesis and Novel Services.

ARTICLE VII

Effective Date of the Merger

Upon approval of this Plan of Merger by the sole stockholder and Board of Directors of Innophos Nutrition and Tradeworks Group, and the sole member and Managers of ICON Group, NutraGenesis and Novel Services, and upon satisfaction of the conditions set forth in Article V hereof, this Plan of Merger, the Certificate of Merger or Articles of Merger in lieu thereof, executed in accordance with the requirements of the Delaware GCL, the New Jersey Act and Vermont Law, and shall be filed with the Secretary of State of the State of Delaware, New Jersey State Treasurer and the Secretary of State of the State of Vermont. The Merger shall be effective as of the Effective Time.

[Execution page follows]

Dated as of November 21, 2018

IN WITNESS WHEREOF, the parties have executed this Plan of Merger by their duly authorized representatives as of the date first written above.

INNOPHOS NUTRITION, INC.

By: [Signature]
Name: Joshua Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary

TRADEWORKS GROUP, INC.

By: [Signature]
Name: Joshua Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary

ICON GROUP, LLC

By: [Signature]
Name: Joshua Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary

NUTRAGENESIS, LLC

By: [Signature]
Name: Joshua Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary

NOVEL INGREDIENT SERVICES, LLC

By: [Signature]
Name: Joshua Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary

[Execution page to Plan of Merger of INNOPHOS NUTRITION, INC./TRADEWORKS
GROUP, INC./ICON GROUP, LLC/NUTRAGENESIS, LLC/NOVEL SERVICES, LLC]

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