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U.S. DEPARTMENT OF COMMERCE
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OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Rhodia, Inc.

2. Name and address of receiving party(ies)
Name: Innophos, Inc.

Internal Address: 259 Prospect Plains Road, Bldg. G
P.O. Box 8000

Additional name(s) of conveying party(ies) attached? Yes No

Cranbury, NJ 08512-8000

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Street Address: 259 Prospect Plains Road, Bldg. G
P.O. Box 8000

Execution Date: 8-13-04

City: Cranbury State: NJ Zip: 08512-8000

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) _____

B. Patent No.(s) 5,925,397

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: McCarter & English, LLP

Internal Address: 185 Asylum Street

CityPlace I

Hartford, Connecticut 06103

Street Address: 185 Asylum Street

CityPlace I

City: Hartford State: CT Zip: 06103

6. Total number of applications and patents involved: 01

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1402

DO NOT USE THIS SPACE

9. Signature.

Eric E. Grandahl, Registration No. 46,741
Name of Person Signing


Signature

November 12, 2004
Date

Total number of pages including cover sheet, attachments, and documents: 11

HARTFORD: 626689.01

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$40.00 501402 5925397

EXECUTION COPY

INTELLECTUAL PROPERTY ASSIGNMENT

This INTELLECTUAL PROPERTY ASSIGNMENT (this "Assignment"), effective the 13th day of August, 2004, is made and entered into by and between Rhodia, Inc., a Delaware 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 predecessors Stauffer Chemical Co., Albright & Wilson Americas Inc., Rhone-Poulenc Inc. and Rhone-Poulenc Specialty Chemicals Co.;

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 Canada Inc., Rhodia de Mexico S.A. de C.V., Rhodia Overseas Ltd, Rhodia Consumer Specialties Limited, 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); and

WHEREAS, this Intellectual Property Assignment is being delivered by the Assignor in accordance with and full satisfaction of its obligations to deliver an Assignment of Transferred Intellectual Property pursuant to Section 2.10(a)(ii) 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: Mark Feuerbach
Name: Mark Feuerbach
Title: Chief Financial Officer

Schedule APATENTS**Specialty Phosphates Patent Portfolio**

Docket Number	Title	Country	Registered Owner	Filing Date	Filing Number	Registration Date	Registration Number
RD90311	Compacting Calcium Phosphate	United States	Rhodia Inc.	06/06/1988	07/206,937	11/19/1991	5,066,441
		Canada	Rhodia Inc.	10/09/1985	492,614	1/13/1987	1,216,412
RD90320	Treatment For Spent Petroleum Cracking Catalyst	Canada	Rhodia Inc.	11/07/1984	467,216	1/19/1988	1,231,534
RD90326	Granular Anhydrous Dicalcium Phosphate Compositions Suitable For Direct Compression Tableting	United States	Rhodia Inc.	08/02/1985	06/761,988	11/17/1987	4,707,361
		Canada	Rhodia Inc.	06/23/1986	512,170	09/26/1989	1,260,226
RD90336	Method Of Treating The Arsenic Containing Filter Media From Phosphoric Acid Purification	United States	Rhodia Inc.	07/05/1985	06/751,925	3/24/1987	4,652,380
RD90341	Dicalcium Phosphate Dihydrate For Fluoride Dentifrice Compositions	United States	Rhodia Inc.	04/07/1986	06/848,861	05/09/1989	4,828,823
		Australia	Rhodia Inc.	04/06/1987	71106/87	12/11/1990	599968
		Brazil	Stauffer Chemical Company (predecessor to Rhodia Inc.)	04/06/1987	PI8701591 9		
		Canada	Rhodia Inc.	03/10/1987	531,579	05/21/1991	1,284,296
		Israel	Rhodia Inc.	02/02/1987	81639	03/24/1991	81639
		Japan	Rhodia Inc.	04/06/1987	62-83106	10/02/1996	2096770
		Mexico	Stauffer Chemical Company (predecessor to Rhodia Inc.)	03/25/1987	5715	10/16/1993	165035
		South Korea	Rhodia Inc.	03/03/1987	1987-1,846	02/13/1996	99006
		Taiwan	Stauffer Chemical Company (predecessor to Rhodia Inc.)	02/24/1987	76/00919	01/21/1990	NI-37081

Docket Number	Title	Country	Registered Owner	Filing Date	Filing Number	Registration Date	Registration Number
RD90350	Granular Anhydrous Dicalcium Phosphate Compositions Suitable For Direct Compression Tableting	United States	Rhodia Inc.	08/02/1985	06/761,986	06/23/1987	4,675,188
RD90357	Production Of An Aqueous Phosphoric Acid Solution	United States	Rhodia Inc.	08/08/1986	06/894,528	10/06/1987	4,698,216
RD90364	Granular Tricalcium Phosphate Compositions Suitable For Direct Compression Tableting	Germany	Rhodia Inc.	10/29/1987	P 37 81 368.4	08/26/1992	0265951
		United Kingdom	Rhodia Inc.	10/29/1987	87115914.1	08/26/1992	0265951
		Israel	Rhodia Inc.	08/03/1987	83418	08/13/1991	83418
		Japan	Rhodia Inc.	09/30/1987	62-244427	11/06/1996	2105409
RD90365	High Viscosity Potassium Metaphosphate	United States	Rhodia Inc.	08/31/1987	07/091,139	04/25/1989	4,824,649
		European Procedure (Patents)	Stauffer Chemical Company (predecessor to Rhodia Inc.)	08/24/1988	88307817.2	10/20/1993	0 306 205
		Germany	Rhodia Inc.	08/24/1988	88307817.2	10/20/1993	P 38 85 047.8
		United Kingdom	Rhodia Inc.	08/24/1988	88307817.2	10/20/1993	0 306 205
RD90367	Treatment Of Toxicant-Impregnated Filter Cake	United States	Rhodia Inc.	10/22/1987	07/111,826	04/11/1989	4,820,325
		Belgium	Rhodia Inc.	10/19/1988	88309790.9	12/15/1993	0313321
		European Procedure (Patents)	Stauffer Chemical Company (predecessor to Rhodia Inc.)	10/19/1988	88309790.9	12/15/1993	0313321
		France	Rhodia Inc.	10/19/1988	88309790.9	12/15/1993	0313321
		Germany	Rhodia Inc.	10/19/1988	88309790.9	12/15/1993	0313321
		Italy	Rhodia Inc.	10/19/1988	88309790.9	12/15/1993	0313321
		Netherlands	Rhodia Inc.	10/19/1988	88309790.9	12/15/1993	0313321
		United Kingdom	Rhodia Inc.	10/19/1988	88309790.9	12/15/1993	0313321
RD90395	Recovery Of Phosphorus Values From Waste Phosphoric Acid Liquors	United States	Rhodia Inc.	01/25/1989	07/302,156	01/29/1991	4,988,489

Docket Number	Title	Country	Registered Owner	Filing Date	Filing Number	Registration Date	Registration Number
RD 94005	Process For Preparing Calcium Salts Of Low Aluminum Content	Belgium	Rhodia Inc.	05/19/1995	95400349.7	05/06/1998	0673879
		European Procedure (Patents) ¹	Rhodia Inc.	05/19/1995	95400349.7	05/06/1998	0673879
		France	Rhone-Poulenc Inc.	05/19/1995	95400349.7	05/06/1998	0673879
		Germany	Rhodia Inc.	05/19/1995	95400349.7	05/06/1998	69502326.8
		Luxembourg	Rhone-Poulenc Inc.	05/19/1995	95400349.7	05/06/1998	0673879
		Netherlands	Rhone-Poulenc Inc.	05/19/1995	95400349.7	05/06/1998	0673879
		United Kingdom	Rhone-Poulenc Inc.	05/19/1995	95400349.7	05/06/1998	0673879
		Canada	Rhodia Inc.	02/16/1995	2,142,663		
		Japan	Rhodia Inc.	02/24/1995	7037090		
		Mexico	Rhodia Inc.	02/27/1995	951128	04/26/2001	201546
RD 00020	Condensation Polymerization of Phosphorus Containing Compounds	International Procedure ²	Albright & Wilson Americas Inc. (predecessor to Rhodia Inc.)	07/10/1998	PCT/CA98/00669		
RD 01034	Method For Making Polyphosphoric Acid	United States	Rhodia Inc.	03/25/2002	10/105,573	09/09/2003	6,616,906
		International Procedure ³	Rhodia Inc.	07/23/2002	PCT/US02/23395		

¹ This patent has become local and is therefore considered expired. The assignment to Rhodia Inc. is currently pending in France, Luxembourg, the Netherlands and the United Kingdom.

² Designated countries for PCT: United Arab Emirates, Antigua and Barbuda, Albania, Armenia, Austria, Australia, Azerbaijan, Barbados, Bulgaria, Brazil, Belarus, Belize, Switzerland, China, Costa Rica, Czechoslovakia, Cuba, Cyprus (Republic), Czech Republic, Germany, Denmark, Dominica, Algeria, Estonia, Spain, Finland, United Kingdom, Grenada, Georgia, Ghana, Guatemala, Croatia, Hungary, Indonesia, Israel, India, Iceland, Japan, Kenya, Kirghizstan, North Korea, South Korea, Kazakhstan, Saint Lucia, Sri Lanka, Liberia, Lesotho, Lithuania, Luxembourg, Latvia, Morocco, Moldova (Republic), Madagascar, Mongolia, Malawi, Mozambique, Nigeria, Netherlands, Norway, New Zealand, A.I.P.O., Poland, Portugal, Romania, Russian Federation, Sudan, Sweden, Singapore, Slovenia, Slovakia, Sierra Leone, U.S.S.R., Swaziland, Tajikistan, Turkmenistan, Turkey, Trinidad and Tobago, Tanzania, Ukraine, Uganda, Uzbekistan, Vietnam, Serbia & Montenegro, South Africa, Eurasian Procedure, Macedonia (F.Y.R.), Bosnia-Herzegovina.

³ Designated countries for PCT: Albania, Armenia, Austria, Australia, Azerbaijan, Barbados, Bulgaria, Brazil, Belarus, Canada, Switzerland, China, Cuba, Czech Republic, Germany, Denmark, Estonia, Spain, Finland, United Kingdom, Grenada, Georgia, Ghana, Gambia, Croatia, Hungary, Indonesia, Israel, India, Iceland, Japan, Kenya, Kirghizstan, North Korea, South Korea, Kazakhstan, Saint Lucia, Sri Lanka, Liberia, Lesotho, Lithuania, Luxembourg, Latvia, Moldova (Republic), Madagascar, Mongolia, Malawi, Mexico, Norway, New Zealand, Poland, Portugal, Romania, Russian Federation, Sudan, Sweden, Singapore, Slovenia, Slovakia, Sierra Leone, Tajikistan, Turkmenistan, Turkey, Trinidad and Tobago, Ukraine, Uganda, Uzbekistan, Vietnam, Serbia & Montenegro, South Africa, Zimbabwe, Macedonia (F.Y.R.), Bosnia-Herzegovina.

Docket Number	Title	Country	Registered Owner	Filing Date	Filing Number	Registration Date	Registration Number
RD 03024	Heat-Producing Agglomerates And Their Application In Flameless Heaters And Self-Heating Packaging	United States	Rhodia Inc.	10/17/2003	60/512,460		
RD90326	Granular Anhydrous Dicalcium Phosphate Compositions Suitable for Direct Compression Tableting XREF: Pharmaceutical Ingredients	United States	Rhodia Inc.	08/02/1985	06/761988	11/17/1987	4,707,361
		Canada	Rhodia Inc.	06/23/1986	512,170	09/26/1989	1,260,226

Food Phosphates Patent Portfolio

Docket Number	Title	Country	Registered Owner	Filing Date	Filing Number	Registration Date	Registration Number
RD90316	Alkali Metal Acid Pyrophosphate Leavening Acid Compositions And Methods For Producing The Same	United States	Rhodia Inc.	09/19/1986	06/909,155	05/03/1988	4,741,917
		Canada	Rhodia Inc.	08/12/1987	544,317	02/18/1992	1,295,804
RD90317	Alkali Metal Acid Pyrophosphate Leavening Acid Compositions And Methods For Producing The Same	United States	Rhodia Inc.	09/19/1986	06/909,156	02/14/1989	4,804,553
		Canada	Rhodia Inc.	07/30/1987	543,363	03/31/1992	1,298,062
RD94025	Novel Leavening Acid Composition	United States	Rhodia Inc.	11/22/1994	08/344,322	09/10/1996	5,554,404
		United States	Rhodia Inc.	05/17/1996	08/649,397	08/16/1997	5,667,836
		United States	Rhodia Inc.	07/16/1997	08/895,198	11/10/1998	5,834,050
		United States	Rhodia Inc.	02/09/1998	09/020,751	07/20/1999	5,925,397
		Austria	Rhodia Inc.	11/21/1995	95402606.8	08/14/2002	0713648
		Belgium	Rhodia Inc.	11/21/1995	95402606.8	08/14/2002	0713648
		Denmark	Rhodia Inc.	11/21/1995	95402606.8	08/14/2002	0713648
		European Procedure (Patents) ⁴	Rhodia Inc.	11/21/1995	95402606.8	08/14/2002	0713648
		France	Rhodia Inc.	11/21/1995	95402606.8	08/14/2002	0713648
		Germany	Rhodia Inc.	11/21/1995	95402606.8	08/14/2002	69327764

⁴ This patent has become local and is therefore considered expired.

Docket Number	Title	Country	Registered Owner	Filing Date	Filing Number	Registration Date	Registration Number
		Finland	Rhodia Inc.	11/21/1995	95402606.8	08/14/2002	0713648
		Italy	Rhodia Inc.	11/21/1995	95402606.8	08/14/2002	0713648
		Netherlands	Rhodia Inc.	11/21/1995	95402606.8	08/14/2002	0713648
		Spain	Rhodia Inc.	11/21/1995	95402606.8	08/14/2002	0713648
		Sweden	Rhodia Inc.	11/21/1995	95402606.8	08/14/2002	0713648
		United Kingdom	Rhodia Inc.	11/21/1995	95402606.8	08/14/2002	0713648
		Australia	Rhodia Inc.	11/21/1995	3797395	05/28/1998	686900
		Brazil	Rhodia Inc.	11/22/1995	P19505246.1		
		Canada	Rhodia Inc.	11/14/1995	2,162,822		
		Japan	Rhodia Inc.	11/22/1995	7-304678		
RD98007	Novel Leavening Acid Composition	United States	Rhodia Inc.	05/06/1998	09/074,788	06/27/2000	6,080,441
		Austria	Rhodia Inc.	05/06/1999	99303562.5		
		Belgium	Rhodia Inc.	05/06/1999	99303562.5		
		Denmark	Rhodia Inc.	05/06/1999	99303562.5		
		European Procedure (Patents)	Rhodia Inc.	05/06/1999	99303562.5		
		Finland	Rhodia Inc.	05/06/1999	99303562.5		
		France	Rhodia Inc.	05/06/1999	99303562.5		
		Germany	Rhodia Inc.	05/06/1999	99303562.5		
		Netherlands	Rhodia Inc.	05/06/1999	99303562.5		
		Spain	Rhodia Inc.	05/06/1999	99303562.5		
		Australia	Rhodia Inc.	05/07/1999	26995799	08/14/2003	759537
		Brazil	Rhodia Inc.	05/07/1999	P19904707.1		
		Japan	Rhodia Inc.	05/24/1999	11-128700		
		New Zealand	Rhodia Inc.	05/07/1999	335670	12/20/1999	335670
		South Korea	Rhodia Inc.	05/08/1999	99-16434		
RD 01015	Self Rising Dough-Containing Food Product (U.S. Abandoned. See R.D. 04002 below.)	European Procedure (Patents)	Rhodia Inc.	01/26/2002	PCT/US02/02463		
		Canada	Rhodia Inc.	01/28/2002	2,443,093		
		International Procedure ⁵	Rhodia Inc.	01/28/2002	PCT/US02/02463		
		Mexico	Rhodia Inc.	09/26/2003	PA/a/2003/008782		
RD 02023	Composition And Method For Making Tortillas With Tetrasodium Pyrophosphate	United States	Rhodia Inc.	06/07/2002	60/386,783		
		United States		06/06/2003	10/456,134		

⁵ Designated countries for PCT: United Arab Emirates, Antigua and Barbuda, Albania, Armenia, Austria, Australia, Azerbaijan, Barbados, Bulgaria, Brazil, Belarus, Belize, Switzerland, China, Colombia, Costa Rica, Czechoslovakia, Cuba, Cyprus [Republic], Czech Republic, Germany, Denmark, Dominica, Algeria, Ecuador, Estonia, Spain, Finland, United Kingdom, Grenada, Georgia, Ghana, Equatorial Guinea, Guatemala, Croatia, Hungary, Indonesia, Israel, India, Iceland, Japan, Kenya, Kirghizstan, North Korea, South Korea, Kazakhstan, Saint Lucia, Sri Lanka, Liberia, Lesotho, Lithuania, Luxembourg, Latvia, Morocco, Moldova (Rep), Madagascar, Mongolia, Malawi, Mozambique, Niger, Netherlands, Norway, New Zealand, A.I.P.O., Philippines, Poland, Portugal, Romania, Russian Federation, Sudan, Sweden, Singapore, Slovenia, Slovakia, Sierra Leone, Swaziland, Tajikistan, Turkmenistan, Tunisia, Turkey, Trinidad and Tobago, Tanzania, Ukraine, Uganda, United States of America, Uzbekistan, Vietnam, Serbia & Montenegro, South Africa, Zambia, Eurasian Procedure, Macedonia (F.Y.R.), Bosnia-Herzegovina.

Docket Number	Title	Country	Registered Owner	Filing Date	Filing Number	Registration Date	Registration Number
RD 02024	Dough Composition And Method For Making Tortillas	United States	Rhodia Inc.	06/06/2003	10/456,928		
		International Procedure ⁶	Rhodia Inc.	06/06/2003	PCT/US03/18017		
RD 02034	Composition And Method For Making Tortillas With Sodium Phosphate Compounds	United States	Rhodia Inc.	06/06/2003	10/456,931		
		International Procedure ⁷	Rhodia Inc.	06/06/2003	PCT/US03/17813		
RD 04002	Self Rising Dough-Containing Food Product (Originally filed as RD 01015)	United States	Rhodia Inc.	01/08/2004	10/754,867		

⁶ Designated countries for PCT: Albania, Armenia, Austria, Australia, Azerbaijan, Barbados, Bulgaria, Brazil, Belarus, Canada, Switzerland, China, Cuba, Czech Republic, Germany, Denmark, Estonia, Spain, Finland, United Kingdom, Grenada, Georgia, Ghana, Gambia, Croatia, Hungary, Indonesia, Israel, India, Iceland, Japan, Kenya, Kirghizstan, North Korea, South Korea, Kazakhstan, Saint Lucia, Sri Lanka, Liberia, Lesotho, Lithuania, Luxembourg, Latvia, Moldova (Rep), Madagascar, Mongolia, Malawi, Mexico, Norway, New Zealand, Poland, Portugal, Romania, Russian Federation, Sudan, Sweden, Singapore, Slovakia, Sierra Leone, Tajikistan, Turkmenistan, Turkey, Trinidad & Tobago, Ukraine, Uganda, Uzbekistan, Vietnam, Serbia & Montenegro, South Africa, Zimbabwe, Macedonia (F.Y.R.), Bosnia-Herzegovina.

⁷ Designated countries for PCT: Albania, Armenia, Austria, Australia, Azerbaijan, Barbados, Bulgaria, Brazil, Belarus, Canada, Switzerland, China, Cuba, Czech Republic, Germany, Denmark, Estonia, Spain, Finland, United Kingdom, Grenada, Georgia, Ghana, Gambia, Croatia, Hungary, Indonesia, Israel, India, Iceland, Japan, Kenya, Kirghizstan, North Korea, South Korea, Kazakhstan, Saint Lucia, Sri Lanka, Liberia, Lesotho, Lithuania, Luxembourg, Latvia, Moldova (Rep), Madagascar, Mongolia, Malawi, Mexico, Norway, New Zealand, Poland, Portugal, Romania, Russian Federation, Sudan, Sweden, Singapore, Slovakia, Sierra Leone, Tajikistan, Turkmenistan, Turkey, Trinidad & Tobago, Ukraine, Uganda, Uzbekistan, Vietnam, Serbia & Montenegro, South Africa, Zimbabwe, Macedonia (F.Y.R.), Bosnia-Herzegovina.

NYDOCS02/697134