

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
	)	Chapter 11
TRONOX INCORPORATED, <u>et al.</u> , ¹)	
	)	Case No. 09-10156 (ALG)
)	
Debtors.	)	Jointly Administered
)	

**AMENDED ORDER (I) APPROVING THE DISCLOSURE STATEMENT;
(II) ESTABLISHING A RECORD DATE FOR VOTING ON
THE PLAN OF REORGANIZATION; (III) APPROVING SOLICITATION
PACKAGES AND PROCEDURES FOR THE DISTRIBUTION THEREOF; (IV) APPROVING
THE FORMS OF BALLOTS; (V) ESTABLISHING
PROCEDURES FOR VOTING ON THE PLAN; AND (VI) ESTABLISHING
NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE PLAN**

Upon the motion, dated July 8, 2010 [Dkt. No. 1710] (the “**Solicitation Procedures Motion**”),² of Tronox Incorporated and its affiliated debtors and debtors in possession in the above- captioned chapter 11 cases (collectively, “**Tronox**”) for entry of an order pursuant to sections 105(a), 1123(a), 1124, 1125, 1126 and 1128 of the Bankruptcy Code, Rules 2002, 3003, 3016, 3018 and 3020 of the Bankruptcy Rules and Rule 3017-1 of the Local Bankruptcy Rules (a) approving the Disclosure Statement, (b) establishing the Record Date, the Voting Deadline, other related dates and scheduling the Confirmation Hearing; (c) approving the procedures for soliciting, receiving and tabulating votes on the Plan (the “**Solicitation Procedures**”); (d) approving the form of the ballots and master ballots attached hereto as collective Exhibit 2; and (e) approving the manner and form of the notices and ancillary documents related to the

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Solicitation Procedures Motion and the Solicitation Procedures attached hereto as Exhibit 1 and incorporated herein by reference.

foregoing; and Tronox having filed the First Amended Plan ~~and~~, the First Amended Disclosure Statement ~~on September 1, 2010 [Dkt. Nos. 1947 and 1948, respectively]; and Tronox having filed~~ and a revised proposed Solicitation Procedures Order on September 1, 2010 [Dkt. ~~No. —Nos. 1947, 1948 and 1957, respectively]; and Tronox having filed~~ revised versions of the First Amended Plan, the First Amended Disclosure Statement and the proposed Solicitation Procedures Order on September 24, 2010 [Dkt. Nos. [], [] and [] respectively]; and the Court having jurisdiction to consider the Solicitation Procedures Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Solicitation Procedures Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; and a hearing having ~~been held~~ commenced on September 23, 2010 (including all continued hearing dates, the “**Disclosure Statement Hearing**”), at which all parties in interest were offered an opportunity to be heard with respect to the Disclosure Statement (as amended) and the Solicitation Procedures Motion; and the Court having reviewed (a) the Disclosure Statement, all modifications thereof and objections thereto, (b) the Solicitation Procedures ~~Motion~~ Order, all modifications thereof and objections thereto, and (c) arguments of counsel made and the evidence proffered or adduced at the Disclosure Statement Hearing; and the Court having found that the legal and factual bases set forth in the Solicitation Procedures Motion ~~and~~ at the Disclosure Statement Hearing establish just cause for the relief granted herein; and it appearing that the relief requested in the Solicitation Procedures Motion is in the best interest of Tronox’s estates, its creditors and all other stakeholders and parties in interest; and due and proper notice of the Solicitation Procedures Motion having been provided, and it appearing that no other or further notice need be provided; and any objections to the Solicitation Procedures

Motion and the Disclosure Statement having been withdrawn, resolved or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, the Court FINDS AND DETERMINES THAT:

A. ~~(A)~~ Disclosure Statement. The Disclosure Statement (together with the exhibits thereto) contains the material information that the Voting Classes (Classes 3, 4, 5, 6, 7 and 8) need to be able to make an informed decision as to whether to vote to accept or reject the Plan in satisfaction of the requirements of Bankruptcy Rule 3017(d) and in accordance with section 1125(a)(1) of the Bankruptcy Code.

B. ~~(B)~~ Solicitation/Confirmation Timeline. The timing for filing and serving objections set forth herein provides parties in interest sufficient time to review carefully all of the solicitation materials, consider the Plan, the Plan Supplement and any other documents related to confirmation of the Plan, to enable parties in interest, prior to the Confirmation Hearing, to make informed decisions regarding (i) voting on the Plan (as applicable) and (ii) objecting to the Plan._

C. ~~(C)~~ Ballots. The Ballots and Master Ballots, as amended, substantially in the forms attached hereto as collective Exhibit 2, adequately address the particular needs of these chapter 11 cases while remaining sufficiently consistent with Official Form No. 14 and, together with the accompanying instructions, provide for a fair and equitable voting process appropriate for holders of Claims and Equity Interests in the Voting Classes. Ballots need not be provided to holders of Claims in Classes 1 and 2 because these Classes are unimpaired by the Plan and are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code.

D. ~~(D)~~ Solicitation Packages. The various materials, documents and non-voting status notices that comprise the Solicitation Packages provide sufficient information to, as

applicable: (i) holders of Claims and Equity Interests in Voting Classes, including holders of Tort Claims, to enable them to make informed decisions with respect to whether to vote to accept or reject the Plan in accordance with Bankruptcy Rules 2002, 3016 and 3017; (ii) holders of Claims in non-voting Classes of their non-voting status; (iii) holders of disputed, unliquidated or contingent Claims of their non-voting status and the procedures for the temporary allowance of such Claims; (iv) counterparties to contracts and leases with Tronox of the treatment of contracts and leases under the Plan and their voting rights with respect thereto; and (v) all other parties in interest in these chapter 11 cases with respect to the Plan and the effect of confirmation thereof in satisfaction of the applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules.

E. ~~(E)~~ Confirmation Hearing Notice. The form and manner of notice of the date, time and location of the Confirmation Hearing, the deadline for objecting to confirmation of the Plan and information regarding the discharge, injunction, exculpation and release provisions set forth in Article VIII of the Plan, substantially in the form attached hereto as Exhibit 3, together with publication of same, constitutes good and sufficient notice to holders of Claims and Equity Interests in the Voting Classes and known and unknown creditors and parties in interest in these chapter 11 cases, in satisfaction of the requirements of due process and the provisions of the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules.

NOW, THEREFORE, IT IS ORDERED, ADJUDGED AND DECREED THAT:

1. The Solicitation Procedures Motion ~~is~~are granted to the extent set forth herein.

A. Approval of the Disclosure Statement

1. The Disclosure Statement is approved pursuant to section 1125(a)(1) of the Bankruptcy Code and Bankruptcy Rule 3017(b) and, to the extent not withdrawn, settled or otherwise resolved, any objections to approval of the Disclosure Statement are overruled.

2. Tronox is authorized to make non-material changes to the Disclosure Statement, the Plan and related documents (including the appendices thereto and exhibits to this Solicitation Procedures Order) before distributing Solicitation Packages to each creditor or other party in interest in accordance with the terms of this Solicitation Procedures Order without further order of the Bankruptcy Court, including changes to correct typographical, clerical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan and related documents and all appendices thereto, including the form of letters of support of the Plan submitted by Tronox and the Creditors' Committee.

B. Approval of the Solicitation Procedures

3. Tronox is authorized to solicit, receive and tabulate votes to accept or reject the Plan in accordance with the Solicitation Procedures attached hereto as Exhibit 1 and incorporated by reference herein, which are hereby approved.

C. Approval of Key Dates and Deadlines With Respect to Confirmation of the Plan

4. The following dates and deadlines are hereby established with respect to voting on and confirmation of the Plan:

- (i) ~~September 22~~22, 2010 at ~~45:00~~4:00 p.m. (PT) shall be the date for determining: (a) the holders of Claims and Equity Interests entitled to receive Solicitation Packages; (b) the holders of Claims and Equity Interests entitled to vote to accept or reject the Plan; and (c) whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of such Claim (the "**Record Date**");
- (ii) Tronox shall distribute Solicitation Packages and the Confirmation Hearing Notice within five business days of entry of this Solicitation Procedures Order (the "**Solicitation Deadline**");

- (iii) As further provided in paragraphs ~~18-20-22~~ below, any party who wishes to have its Claim allowed for purposes of voting on the Plan in a manner or amount that is inconsistent with the Ballot it received or the rules set forth herein shall serve on counsel to each of Tronox and the Creditors' Committee, and file with the Bankruptcy Court, on or before ~~October 15,~~ 15, 2010 at 4:00 p.m. (ET), a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for voting purposes (the "**Rule 3018(a) Motion Deadline**").
- (iv) All holders of Claims and Equity Interests in the Voting Classes must complete, execute and return their Ballots so that they are **actually received** by the Notice and Claims Agent pursuant to the Solicitation Procedures, on or before ~~November 5,~~ November 5, 2010 at 5:00 p.m. (PT) (the "**Voting Deadline**");
- (v) ~~November 5,~~ November 5, 2010 at 4:00 p.m. (ET) shall be the date by which objections to the Plan must be filed with the Bankruptcy Court and served so as to be **actually received** by the parties set forth in paragraph ~~24~~ 23 herein (the "**Plan Objection Deadline**"); and
- (vi) ~~The~~ Bankruptcy Court shall consider confirmation of the Plan at the hearing to be held on ~~November 17, 2010 at 11:00 a.m. (ET)~~ (the "**Confirmation Hearing**").

D. Approval of Notices in Connection with Confirmation of the Plan

5. The form of notice of the Confirmation Hearing, substantially in the form attached hereto as Exhibit 3 and incorporated herein by reference, is hereby approved (the "**Confirmation Hearing Notice**"). Tronox shall serve the Confirmation Hearing Notice on all known holders of Claims and Equity Interests, all parties to Executory Contracts and Unexpired Leases and the 2002 List³ (regardless of whether such parties are entitled to vote on the Plan) on or before the Solicitation Deadline. Additionally, Tronox shall publish the Confirmation

³ As used in this Solicitation Procedures Order, the "2002 List" refers to the list of all parties required to be notified under Bankruptcy Rule 2002.

Hearing Notice (in a format modified for publication) once at least 25 days prior to the Plan Objection Deadline in *The Oklahoman* and the national edition of *The Wall Street Journal* (the “**Confirmation Publication Notice**”).

6. The Tort Notice, substantially in the form attached hereto as Exhibit 4 and incorporated herein by reference, is hereby approved. Such notice shall state that a copy of the Plan and Disclosure Statement may be viewed at www.kccllc.net/tronox or obtained free of charge by contacting the Notice and Claims Agent at (866) 967-0675.

E. Approval of the Form of Ballots and Master Ballots

7. The forms of Ballots and Master Ballots, as amended, substantially in the forms attached hereto as collective Exhibit 2 and incorporated herein by reference, are hereby approved.

8. Nominees must retain the original Ballot and an electronic copy of the same for a period of one year after the Effective Date of the Plan, unless otherwise ordered by the Bankruptcy Court.

F. Approval of the Solicitation Packages

9. The Solicitation Packages to be transmitted on or before the Solicitation Deadline to those holders of Claims and Equity Interests in the Voting Classes as of the Record Date shall include the following, the form of each of which is hereby approved:⁴

- (i) the Disclosure Statement (and exhibits thereto, including the Plan);
- (ii) this Solicitation Procedures Order (and exhibits thereto, including the Solicitation Procedures);
- (iii) the Confirmation Hearing Notice; and

⁴ Tronox will make reasonable efforts to ensure that any holder of a Claim who has filed duplicate Claims against Tronox (whether against the same or multiple debtors) that are classified under the Plan in the same Voting Class, receive no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim with respect to that Class.

(iv) an appropriate form of Ballot or Master Ballot.

10. The Solicitation Packages provide holders of Claims and Equity Interests in the Voting Classes with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code and the Local Bankruptcy Rules.

11. Tronox shall distribute Solicitation Packages to all holders of Claims and Equity Interests in the Voting Classes on or before the Solicitation Deadline. With respect to holders of Tort Claims, Unsecured Notes Claims and Equity Interests in Tronox Incorporated, such distribution shall be conducted pursuant to the terms and requirements set forth in the Solicitation Procedures. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

12. Tronox is authorized, but not directed or required, to distribute the Plan, the Disclosure Statement and this Solicitation Procedures Order to holders of Claims and Equity Interests in the Voting Classes in CD-ROM format. The Ballots and the Confirmation Hearing Notice will *only* be provided in paper form. On or before the Solicitation Deadline, Tronox shall also provide (a) complete Solicitation Packages to the notice parties set forth in paragraph ~~21~~23 herein and (b) the Solicitation Procedures Order (in CD-ROM format) and the Confirmation Hearing Notice to all parties on the 2002 List as of the Record Date.

13. Any party who receives a CD-ROM, but who would prefer paper format, may contact the Notice and Claims Agent at (866) 967-0675 and request paper copies of the corresponding materials previously received in CD-ROM format, which will then be provided at Tronox's expense.

G. Approval of Notices to (a) Non-Voting Classes and Claims and (b) Contract and Lease Counterparties

14. Except as otherwise provided herein, Tronox is not required to provide Solicitation Packages to holders of Claims or Equity Interests in non-Voting Classes or holders of Claims or Equity Interests otherwise not entitled to vote on the Plan pursuant to the Solicitation Procedures. Instead, on or before the Solicitation Deadline, the Notice and Claims Agent shall mail (first-class postage prepaid) to parties who are not entitled to vote on the Plan one of the following Notices of Non-Voting Status in lieu of Solicitation Packages, the form of each of which is hereby approved:

- (i) *Unimpaired Claims – Conclusively Presumed to Accept:* Holders of Claims in Classes 1 and 2, who are conclusively presumed to have accepted the Plan, shall receive the notice substantially in the form attached hereto as Exhibit 5 and incorporated by reference herein; and
- (ii) *Disputed Claims – Not Entitled to Vote:* Holders of Claims subject to a pending objection as of the Record Date who are not entitled to vote on the Plan pursuant to the Solicitation Procedures shall receive the notice substantially in the form attached hereto as Exhibit 6 and incorporated by reference herein, which notice sets forth the process for seeking to have a Claim allowed for voting purposes pursuant to Bankruptcy Rule 3018(a).

15. Counterparties to Tronox's Executory Contracts and Unexpired Leases that are subject to assumption or rejection pursuant to Article V of the Plan shall receive an appropriate notice substantially in the form attached hereto as Exhibit 7 and incorporated herein by reference, the form of which is hereby approved. Such notices will be mailed to such parties on or before the Solicitation Deadline.

- a. Assumed Contracts and Leases: Counterparties to Executory Contracts and Unexpired Leases designated by

Tronox to be assumed pursuant to the Plan shall not be entitled to vote on the Plan.

- b. Rejected Contracts and Leases: Counterparties to Executory Contracts and Unexpired Leases designated by Tronox to be rejected on schedules filed by Tronox on or before the Record Date will also receive a Ballot to vote on the Plan in the amount identified by Tronox on such schedules, if any, as the “**Rejection Damage Claim Amount**.”⁵

16. Except as otherwise provided in this Solicitation Procedures Order or the Solicitation Procedures, Tronox is not required to mail Solicitation Packages or any other solicitation materials to those holders of Claims or Equity Interests that are not entitled to vote to accept or reject the Plan in accordance with the Solicitation Procedures or any party to whom the Disclosure Statement Hearing Notice was sent but returned as undeliverable.

H. Establishment of Rule 3018(a) Motion Deadline

17. If any party wishes to have its Claim allowed for purposes of voting on the Plan in a manner that is inconsistent with the Ballot it received or the rules set forth herein or in the Solicitation Procedures, such party must serve on each of counsel to Tronox and the Creditors’ Committee, and file with the Bankruptcy Court, on or before the Rule 3018(a) Motion Deadline of ~~October 15~~, 15, 2010 at 4:00 p.m. (ET), a motion for an order pursuant to Bankruptcy Rule 3018(a) (a “**Rule 3018(a) Motion**”) temporarily allowing such Claim for voting purposes. A Rule 3018(a) Motion must set forth with particularity the amount and classification that such party believes its Claim should be temporarily allowed for voting purposes and the evidentiary support for temporarily allowing such Claim for voting on the Plan.

18. For any timely-filed Rule 3018(a) Motion, the Ballot in question shall be counted (a) in the amount established in an order entered by the Bankruptcy Court, (b) in the amount

⁵ The Rejection Damage Claim Amount shall be used for voting purposes only and shall not be binding on Tronox for claim allowance or distribution purposes.

agreed to by Tronox and the moving party or (c) if an order has not been entered by the Bankruptcy Court and Tronox and the moving party have not come to an agreement as to the relief requested in the Rule 3018(a) Motion, in an amount equal to the preprinted amount on the Ballot, or in the event the moving party did not receive a Ballot, \$0.00. Unresolved Rule 3018(a) Motions with respect to Claim allowance for voting purposes will be heard at the Confirmation Hearing.

19. Prior to filing a Rule 3018(a) Motion, a party considering such relief shall contact counsel to Tronox regarding a consensual resolution of the allowance of such party's Claim for voting purposes.

I. Approval of the Procedures for Filing Objections to the Plan

20. Objections to the Plan will not be considered by the Bankruptcy Court unless such objections are timely filed and properly served in accordance with this Solicitation Procedures Order. Specifically, all objections to confirmation of the Plan or requests for modifications to the Plan, if any, must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Bankruptcy Rules; (c) state the name and address of the objecting party and the amount and nature of such party's respective Claim or Equity Interest; (d) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so as to be **actually received** by the following parties on or before the Plan Objection Deadline, ~~November 5~~5, 2010 at 4:00 p.m. (ET):

Counsel to Tronox	Counsel to the Agent for Tronox's Postpetition Secured Lenders
Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attn: Jonathan Henes and Nicole Greenblatt	Latham & Watkins LLP 233 South Wacker Drive, Suite 5800 Chicago Illinois 60606 Attn: Richard Levy

Counsel to the Creditors' Committee	Counsel to the Equity Committee
Paul Weiss Rifkind Wharton & Garrison LLP 1285 Avenue of the Americas New York, NY 10019 Attn: Brian Hermann and Elizabeth McColm	Pillsbury Winthrop Shaw Pittman LLP 1540 Broadway New York, NY 10036 Attn: Craig Barbarosh, David Crichlow and Karen Dine
United States Trustee	Office of the United States Attorney for SDNY
Office of the United States Trustee 33 Whitehall Street, 21st Floor New York, NY 10004 Attn: Susan Golden	Office of the United States Attorney for SDNY 86 Chambers Street, 3rd Floor New York, NY 10007 Attn: Robert Yalen and Tomoko Onozawa

21. In the event that multiple objections to confirmation of the Plan are filed, Tronox and any other party in interest are authorized to file a single, omnibus reply to such objections.

J. Anadarko Carveout

22. Notwithstanding anything to the contrary herein, Anadarko Petroleum Corporation, Kerr-McGee Corporation and each of their respective affiliates (collectively, “Anadarko”) shall not be bound by the terms of this Solicitation Procedures Order. As announced at the Disclosure Statement Hearing, with respect to Anadarko, the matters set forth in the Solicitation Procedures Motion shall be addressed pursuant to a separate agreed order or in accordance with a further order of the Bankruptcy Court. Anadarko reserves all of its rights with respect to the matters addressed in the Solicitation Procedures Motion and this Solicitation Procedures Order, and nothing contained herein shall prejudice those rights.

K. ~~J.~~Reservation of Rights/Miscellaneous

23. ~~23.~~ Nothing in this Solicitation Procedures Order shall be construed as a waiver of the right of Tronox or any other party in interest, as applicable, to object to a proof of claim after the Record Date.

24. ~~24.~~ Tronox is authorized to take all actions necessary to effectuate the relief granted pursuant to this Solicitation Procedures Order in accordance with the Solicitation Procedures Motion.

25. ~~25.~~ The terms and conditions of this Solicitation Procedures Order shall be immediately effective and enforceable upon its entry.

26. ~~26.~~ The Bankruptcy Court shall retain jurisdiction to hear any matters or disputes arising from or related to this Solicitation Procedures Order.

New York, New York

Date: _____, 2010

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Solicitation Procedures

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:	)	Chapter 11
)	
TRONOX INCORPORATED, <u>et al.</u> , ¹	)	Case No. 09-10156 (ALG)
)	
Debtors.	)	Jointly Administered
)	

SOLICITATION PROCEDURES

Pursuant to the Solicitation Procedures Order, the following procedures, as amended, (the “**Solicitation Procedures**”) shall govern the solicitation and tabulation of votes to accept or reject the Plan. These Solicitation Procedures comprise a material part of the Solicitation Procedures Order and are incorporated therein by reference.

A. Defined Terms

Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan or the Disclosure Statement. Capitalized terms not otherwise defined in the Plan or the Disclosure Statement shall have the following meaning in these Solicitation Procedures:

1. “**Ballot**” means the form or forms distributed to the holders of Claims and Equity Interests in the Voting Classes or their Nominees by which such parties may indicate acceptance or rejection of the Plan, including the ballots substantially in the forms attached as collective Exhibit 2 to the Solicitation Procedures Order.
2. “**Beneficial Holder**” means the beneficial owner of a security for whom a Nominee acts.
3. “**Disputed Claim**” means a Claim subject to a pending claims objection as of the Record Date.
4. “**Master Ballot**” means any of (a) a Ballot submitted on behalf of one or more Beneficial Holders of Unsecured Notes Claims, (b) a Ballot submitted on behalf of one or more Beneficial Holders of Equity Interests in Tronox Incorporated or

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

(c) a Ballot submitted by an attorney on behalf of one or more holders of Tort Claims.

5. **“Nominee”** means the institutional record holder of a Claim or Equity Interest who holds such Claim or Equity Interest in “street name” on behalf of Beneficial Holders, including brokers, banks and dealers, or their agents or intermediaries.
6. **“Notice and Claims Agent”** means Kurtzman Carson Consultants LLC.
7. **“Record Date”** means 5:00 p.m. Pacific Time on September 22, 2010, the date for purposes of determining those holders of Claims and Equity Interests that are entitled to vote to accept or reject the Plan.
8. **“Resolution Event”** means one or more of the events described in Section D of these Solicitation Procedures.
9. **“Rights Expiration Date”** means 5:00 p.m. Pacific Time on [November 5], 2010.
10. **“Rights Offering”** means the Offering of New Common Stock to Eligible Holders of Class 3 General Unsecured Claims and Class 6 Indirect Environmental Claims pursuant to the Rights Offering Procedures approved by the Bankruptcy Court on [___], 2010 [Docket No. ___].
11. **“Scheduled”** means, when referring to a Claim or Equity Interest, the manner in which a Claim or Equity Interest appears on Tronox’s Schedules.
12. **“Solicitation Deadline”** means the date by which Tronox shall mail Solicitation Packages, no later than five (5) business days after entry of the Solicitation Procedures Order.
13. **“Solicitation Package”** means the solicitation materials and documents to be sent to holders of Claims and Equity Interests in the Voting Classes as provided in the Solicitation Procedures Order, which materials will provide such holders with the information needed to vote on the Plan.
14. **“Transfer Agent”** means the transfer agent for the common stock of Tronox Incorporated.
15. **“Voting Classes”** means the following impaired classes of Claims and Equity Interests entitled to vote on the Plan:

Class	Description
3	General Unsecured Claims
4	Tort Claims
5	Environmental Claims
6	Indirect Environmental Claims
7	Convenience Claims
8	Equity Interests in Tronox Incorporated

16. “**Voting Deadline**” means 5:00 p.m. Pacific Time on [November 5,] 2010.
17. “**Voting Report**” means the report (or reports) to be submitted by the Notice and Claims Agent detailing the results of the plan solicitation process.

B. Holders of Claims Entitled to Vote to Accept or Reject the Plan

Only the following holders of Claims in the Voting Classes shall be entitled to vote to accept or reject the Plan with regard to such Claims:

18. Holders of Claims for which Proofs of Claim have been timely filed by the Bar Date, IF such Proofs of Claim:
 - (a) have not been withdrawn, expunged or disallowed as of the Record Date, and
 - (b) are not the subject of a pending objection as of the Record Date; provided, however, that a Claim that is subject to a pending objection as of the Record Date shall be entitled to vote if the Claim becomes eligible to vote through a Resolution Event pursuant to the procedures set forth in Section D below;
19. Holders of Claims that are listed in the Schedules in amounts in excess of \$0.00 and that are not listed as contingent, unliquidated or disputed, and for which no Proof of Claim has been timely filed;
20. Holders of Claims that arise pursuant to an agreement or settlement with Tronox, as reflected in a document filed with the Bankruptcy Court, in an order of the Bankruptcy Court or in a document executed by Tronox pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim has been filed; and
21. Holders of Unsecured Notes Claims as of the Record Date consisting of par value plus accrued and unpaid prepetition interest which shall be Allowed for voting purposes in the face amount of such Holder’s Claim plus accrued and unpaid prepetition interest, as reflected on such Holder’s Ballot.

C. Holders of Equity Interests Entitled to Vote to Accept or Reject the Plan

Each registered holder or Beneficial Holder of Equity Interests in Tronox Incorporated shall be entitled to a vote equal to the number of such registered holder's or Beneficial Holder's shares of Equity Interests in Tronox Incorporated as of the Record Date.

D. Temporary Allowance of Claims for Voting Purposes Only

The following procedures shall govern the temporary allowance of Claims solely for the purpose of voting on the Plan. For the avoidance of doubt, these procedures shall **not** be used for determining the allowance of any Claim for purposes of distributions under the Plan.²

22. On or before the Solicitation Deadline, each holder of a Disputed Claim shall be sent a notice of such holder's non-voting status in substantially the form attached as Exhibit 6 to the Solicitation Procedures Order.
23. On or before the Record Date, counterparties to Executory Contracts and Unexpired Leases that are subject to assumption or rejection pursuant to the Plan shall receive an appropriate notice substantially in the form attached as Exhibit 7 to the Solicitation Procedures Order.
 - (a) Assumed Contracts and Leases: Counterparties to Executory Contracts and Unexpired Leases designated by Tronox to be assumed pursuant to the Plan shall not be entitled to vote on the Plan.
 - (b) Rejected Contracts and Leases: Counterparties to Executory Contracts and Unexpired Leases designated by Tronox to be rejected on schedules filed by Tronox on or before the Solicitation Deadline will also receive a Ballot to vote on the Plan in the amount identified by Tronox on such schedules as the "Rejection Damage Claim Amount."³
24. ~~The~~Unless otherwise ordered by the Bankruptcy Court, the holder of a Disputed Claim or the holder of any other Claim that is not entitled to vote on the Plan cannot vote to accept or reject the Plan and cannot participate in the Rights Offering unless one or more of the following Resolution Events has taken place prior to the Voting Deadline:
 - (a) an order of the Bankruptcy Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
 - (b) an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing, as provided in subparagraph 5 below;

² To participate in the Rights Offering, Eligible Holders must have their Claims finally allowed (for distribution purposes) as of the Rights Expiration Date. Any questions regarding Claims allowance should be directed to Tronox's counsel or the Notice and Claims Agent.

³ The Rejection Damage Claim Amount shall be used for voting purposes only and shall not be binding on Tronox for claim allowance or distribution purposes.

- (c) a stipulation or other agreement is executed between the holder of such Claim and Tronox (in consultation with the Creditors' Committee) resolving the objection and allowing such Claim in an agreed-upon amount;
 - (d) a stipulation or other agreement is executed between the holder of such Claim and Tronox (in consultation with the Creditors' Committee) temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
 - (e) the pending objection to such Claim is voluntarily withdrawn by Tronox.
25. No later than two business days after a Resolution Event, the Notice and Claims Agent shall distribute a Solicitation Package to the relevant holder of such Claim that has been allowed for voting purposes only by such Resolution Event, which will include a Ballot that must be completed and returned by no later than the Voting Deadline. If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court after the Voting Deadline, the Notice and Claims Agent shall distribute a Solicitation Package to the relevant holder of such Claim within one (1) business day of the entry of the Bankruptcy Court order, which will include a Ballot that must be completed and returned to the Notice and Claims Agent by no later than two (2) business days after receipt for the Notice and Claims Agent, or such other time as may be ordered by the Bankruptcy Court. A Ballot that is completed and returned to the Notice and Claims Agent in accordance with this subsection 4 shall be tabulated in accordance with the Solicitation Procedures, as if timely received by the Voting Deadline.
26. If any party wishes to have its Claim allowed for purposes of voting on the Plan in a manner that is inconsistent with the Ballot it received or the rules set forth herein, such party must serve on counsel to each of Tronox and the Creditors' Committee and file with the Bankruptcy Court, on or before **[October 15,] 2010 at 4:00 p.m. (ET)**, a motion for an order pursuant to Bankruptcy Rule 3018(a) (a **"Rule 3018(a) Motion"**) temporarily allowing such Claim for voting purposes.
- (a) A Rule 3018(a) Motion must set forth with particularity the amount and classification that such party believes its Claim should be temporarily allowed for voting purposes and the evidentiary support for temporarily allowing such Claim for voting on the Plan.
 - (b) For any timely-filed Rule 3018(a) Motion, the Ballot in question shall be counted (a) in the amount established in an order entered by the Bankruptcy Court, (b) in the amount agreed to by Tronox and the moving party or (c) if an order has not been entered by the Bankruptcy Court and Tronox and the moving party have not come to an agreement as to the relief requested in the Rule 3018(a) Motion, in an amount equal to the

preprinted amount on the Ballot, or in the event the moving party did not receive a Ballot, \$0.00.

- (c) Prior to filing a Rule 3018(a) Motion, a party considering such relief shall contact counsel to Tronox regarding a consensual resolution of the allowance of such party's claim for voting purposes.
 - (d) Unresolved Rule 3018(a) Motions with respect to Claim allowance for voting purposes will be heard at the Confirmation Hearing or at such earlier time as the Bankruptcy Court may be available.
27. Notwithstanding any other provisions in these Solicitation Procedures, if an individual Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, including an ordered entered by the Bankruptcy Court after the Voting Deadline, such Claim will be allowed temporarily for voting purposes only in the amount so estimated or allowed by the Bankruptcy Court.
28. Notwithstanding anything contained in these Solicitation Procedures, any Claim or Class of Claims that is Allowed in an amount specified in the Plan shall be Allowed for voting purposes in such Allowed amount set forth in the Plan.

E. Establishing Claim Amounts for Voting Purposes

In tabulating votes, the hierarchy below shall be used to determine the amount of the Claim associated with each holder's vote:

- 29. The Claim amount settled and/or agreed upon by Tronox (in consultation with the Creditors' Committee), as reflected in a document filed with the Bankruptcy Court, in an order of the Bankruptcy Court or in a document executed by Tronox pursuant to authority granted by the Bankruptcy Court;
- 30. The Claim amount allowed (temporarily or otherwise) pursuant to a Resolution Event under the procedures set forth herein;
- 31. The Claim amount contained in a Proof of Claim that has been timely filed by the Bar Date (or deemed timely filed by the Bankruptcy Court) and not subject to a pending obligation; provided, however, that timely filed Proofs of Claim in an unliquidated or unknown amount will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code, and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code;
- 32. The Claim amount listed in the Schedules, provided that such Claim is not Scheduled as contingent, disputed or unliquidated and has not been paid in full or in part during these chapter 11 cases;

33. For Executory Contracts and Unexpired Leases designated for rejection but for which no proof of claim has been filed as of the Record Date, the Rejection Damage Claim Amount identified by Tronox and included on the Ballot sent to the counterparty to such contract or lease;
34. In the absence of any of the foregoing, \$0.00; and
35. Notwithstanding anything to the contrary herein, all Tort Claims that are not subject to a pending objection shall be allowed solely for voting purposes in the amount of \$1.00.

In the event that a holder of a Claim identifies a Claim amount on its Ballot that is different from the amount otherwise calculated in accordance with these Solicitation Procedures, such Claim will be allowed temporarily for voting purposes in an amount calculated in accordance with the procedures described herein. **The Claim amounts established pursuant to the procedures set forth herein shall control solely for voting purposes, and shall not constitute the allowed amount of any Claim for distribution purposes under the Plan or for purposes of determining eligibility to participate in the Rights Offering.** Moreover, any amounts filled in on Ballots or Master Ballots by Tronox through the Notice and Claims Agent are not binding for purposes of allowance and distribution.

F. General Ballot Tabulation

Subject to Section I below regarding Master Ballots, the following voting procedures and standard assumptions shall be used in tabulating Ballots:

36. Except as otherwise provided herein, unless a Ballot is timely submitted on or before the Voting Deadline, Tronox shall reject such Ballot as invalid and, therefore, decline to count it in connection with Confirmation;
37. The Notice and Claims Agent will date all Ballots when received. The Notice and Claims Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the Effective Date of the Plan, unless otherwise ordered by the Bankruptcy Court;
38. Tronox will file the Voting Report with the Bankruptcy Court no later than three days before the Confirmation Hearing. The Voting Report shall, among other things, delineate every irregular Ballot, including those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or electronic mail or damaged. The Voting Report shall indicate Tronox's intentions with regard to such irregular Ballots;
39. The method of delivery of Ballots to be sent to the Notice and Claims Agent is at the election and risk of each holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Notice and Claims Agent **actually receives** the appropriately, originally executed Ballot;

40. An original executed Ballot is required to be submitted by the entity submitting such Ballot. Delivery of a Ballot to the Notice and Claims Agent by facsimile, email or any other electronic means will not be valid;
41. No Ballot should be sent to Tronox, Tronox's agents (other than the Notice and Claims Agent), any indenture trustee (unless specifically instructed to do so) or Tronox's financial or legal advisors or the Creditors' Committee or its financial or legal advisors, and if so sent will not be counted;
42. If multiple Ballots are received from the same holder or Nominee with respect to the same Claim or Equity Interest before the Voting Deadline, the latest-dated Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot;
43. Holders must vote all of their Claims or Equity Interests within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent a holder has multiple Claims within the same Class, Tronox may, in its discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes;
44. A person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or requested by the applicable Nominee or its agent, the Notice and Claims Agent, Tronox or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder or Beneficial Holder;
45. Tronox (in consultation with the Creditors' Committee and the Required Backstop Parties), subject to contrary order of the Bankruptcy Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;
46. Neither Tronox, nor any other entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
47. Unless waived or as ordered by the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots must be cured before the Voting Deadline or such Ballots will not be counted;
48. In the event a designation of lack of good faith is requested by a party-in-interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim or Equity Interest will be counted for purposes of determining whether the Plan has been accepted and/or rejected;

49. Subject to any contrary order of the Bankruptcy Court, Tronox reserves the right to reject any Ballot or Master Ballot not in proper form, the acceptance of which, in the opinion of Tronox, upon consultation with the Creditors' Committee and the Required Backstop Parties, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided, however, that any such rejections will be documented in the Voting Report; and
50. The following Ballots shall **not** be counted in determining the acceptance or rejection of the Plan:
- (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim or Equity Interest;
 - (b) any Ballot cast by or on behalf of an entity that does not hold a Claim or Equity Interest in a Class that is entitled to vote on the Plan;
 - (c) any unsigned Ballot;
 - (d) any Ballot that is signed but does not otherwise comply with the requirement set forth in Section F.9, above;
 - (e) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan; and
 - (f) any Ballot submitted by or on behalf of any entity not entitled to vote pursuant to the Plan, the Solicitation Procedures Order or these Solicitation Procedures.

G. Voting Procedures Applicable to Beneficial Holders of Unsecured Notes Claims and Equity Interests in Tronox Incorporated

The following additional procedures, as well as the other procedures described herein and in the Solicitation Procedures Order, shall apply to the voting of Unsecured Notes Claims and Equity Interests in Tronox Incorporated held by Beneficial Holders:

51. Within three days after the Record Date, the Transfer Agent shall provide the Notice and Claims Agent with (a) a copy of the list of the names, addresses and holdings of the holders of Equity Interests in Tronox Incorporated as of the Record Date in an electronic file and (b) such other information the Notice and Claims Agent deems reasonable and necessary to perform its duties hereunder. The Notice and Claims Agent shall use such information only for purposes consistent with these Solicitation Procedures;
52. On or before the Solicitation Deadline, the Notice and Claims Agent shall distribute or cause to be distributed the appropriate number of copies of

Solicitation Packages⁴ to each registered holder of an Unsecured Notes Claim or Equity Interest in Tronox Incorporated as of the Record Date, and to any Nominees identified by the Notice and Claims Agent;

53. Any Nominee that is a holder of record with respect to the Unsecured Notes Claims or Equity Interests in Tronox Incorporated shall either:
- (a) vote on behalf of Beneficial Holders of such Unsecured Notes Claims or Equity Interests by (i) immediately distributing the Solicitation Package, including Ballots, it receives from the Notice and Claims Agent to all such Beneficial Holders, (ii) promptly collecting Ballots from such Beneficial Holders that cast votes on the Plan, (iii) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot, and (iv) transmitting the Master Ballot to the Notice and Claims Agent by the Voting Deadline; or
 - (b) distribute pre-validated Ballots pursuant to the following procedures:
 - (i) the Nominee shall forward to each Beneficial Holder as of the Record Date the Solicitation Package, an individual Ballot that has been pre-validated, as indicated in paragraph (ii) below and a return envelope provided by and addressed to the Notice and Claims Agent;
 - (ii) to pre-validate a Ballot, the Nominee should complete the first item only and execute the Ballot and indicate on the Ballot the name of the Nominee, the amount of securities held by the Nominee for the Beneficial Holder and the account number(s) for the account(s) in which such securities are held by the Nominee; and
 - (iii) the Beneficial Holder shall return the pre-validated Ballot to the Notice and Claims Agent by the Voting Deadline.
54. Any Beneficial Holder of an Unsecured Notes Claim or Equity Interest in Tronox Incorporated holding such securities as a record holder in its own name should vote on the Plan by completing and signing a Ballot and returning it directly to the Notice and Claims Agent on or before the Voting Deadline;
55. The Indenture Trustee (unless otherwise empowered to do so) will not be entitled to vote on behalf of Beneficial Holders; rather, each such Beneficial Holder must submit his or her own Ballot;
56. Any Ballot returned to a Nominee by a Beneficial Holder of an Unsecured Notes Claim or Equity Interest in Tronox Incorporated will not be counted for purposes

⁴ The Solicitation Packages shall contain Ballots for voting by the Beneficial Holders. In accordance with its customary practice, the Notice and Claims Agent shall distribute copies of Master Ballots to any relevant Nominees after the Solicitation Packages have been forwarded to Beneficial Owners.

of accepting or rejecting the Plan until such Nominee properly completes and delivers to the Notice and Claims Agent by the Voting Deadline a Master Ballot that reflects the vote of such Beneficial Holders, or otherwise validates the Ballot in a manner acceptable to the Notice and Claims Agent. Nominees shall retain all Ballots returned by Beneficial Holders for a period of one year after the effective date of the Plan, or, in the case of pre-validated Ballots, a list of Beneficial Holders to whom pre-validated Ballots were sent for a period of at least one year after the Voting Deadline;

57. If a Beneficial Holder of an Unsecured Notes Claim or Equity Interest in Tronox Incorporated holds securities through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Ballot, and each such Beneficial Holder should execute a separate Ballot for each block of securities that it holds through any Nominee and must return each such Ballot to the appropriate Nominee; and
58. If a Beneficial Holder of an Unsecured Notes Claim or Equity Interest in Tronox Incorporated holds a portion of its securities through a Nominee or Nominees and another portion in its own name as the record holder, such Beneficial Holder should follow the procedures herein to vote the portion held in its own name and to vote the portion held by the Nominee(s).

H. Voting Procedures Applicable to Holders of Tort Claims

The following additional procedures, as well as the other procedures described herein and in the Solicitation Procedures Order shall apply to the voting of Tort Claims:

59. Distribution of Solicitation Packages

The Notice and Claims Agent will cause Solicitation Packages to be served with respect to Tort Claims as follows:

(a) To Attorneys Representing Individual Holders of Tort Claims:

- (i) Within five (5) business days after entry of the Solicitation Procedures Order, a single Solicitation Package will be served upon each attorney known by Tronox (as reflected in information furnished to Tronox on or before the entry of the Solicitation Procedures Order) to represent or potentially represent individuals who may hold or assert Tort Claims. *Solicitation Packages will not be served upon the individual holders of Tort Claims, except to the extent (a) an individual holder of a Tort Claim requests a Solicitation Package, (b) a proof of Claim was timely signed and filed by an individual holder of a Tort Claim prior to the Record Date, or (c) an attorney timely advises the Notice and Claims Agent of the names and addresses of individuals who hold or may assert Tort Claims who should receive their own Solicitation Packages.* The Solicitation Package to be sent to each attorney

will contain a separate copy of excerpts of these Solicitation Procedures pertaining directly to Tort Claims and a Master Ballot (as described more fully below) for the computation of votes on the Plan.

- (ii) If an attorney who receives a Solicitation Package either (a) is unable to certify with respect to any holder of a Tort Claim represented by such attorney that such attorney has the authority to vote on the Plan on behalf of such holder or (b) wishes any holder of a Tort Claim represented by such attorney to cast his or her own Ballot on the Plan, such attorney shall, within a reasonable time prior to the Voting Deadline to allow such holder to vote on the Plan, furnish the Notice and Claims Agent with the name and address of each such holder.

(b) To Individuals Who Hold Tort Claims:

- (i) **Transmittal by the Notice and Claims Agent:** If (a) an individual who holds or asserts a Tort Claim requests a Solicitation Package either by written or telephonic notice to the Notice and Claims Agent, or (b) an attorney who purports to represent the holder of Tort Claim requests, in accordance with subparagraph (a)(ii) above hereof, that the Notice and Claims Agent mail the Solicitation Package to such individual holder of a Tort Claim, then the Notice and Claims Agent will cause a Solicitation Package to be mailed, together with a Ballot, directly to each such individual who holds or asserts a Tort Claim as to which it has received names and addresses within five (5) days after receiving an individual request for a Solicitation Package or names and addresses of individual holders of Tort Claims from any attorneys. If an individual who holds or asserts a Tort Claim has timely filed a Proof of Claim before the Record Date, then the Notice and Claims Agent will cause to be mailed a Solicitation Package, together with a Ballot, directly to such individual on or before the Solicitation Deadline.
- (ii) **Transmittal by an Attorney:** An attorney may choose to transmit the Solicitation Packages to his or her clients directly. If an attorney chooses to transmit the Solicitation Packages to his or her clients directly, such attorney must, within a reasonable time prior to the Voting Deadline to allow such holder to vote on the Plan, furnish a written request to the Notice and Claims Agent for a specified amount of Solicitation Packages and individual Ballots, which will be provided to such attorney within five (5) days after receipt of such written request. Tronox will reimburse such attorney for the actual postage incurred by the attorney. Attorneys

seeking reimbursement shall submit reasonable evidence of postage expenses incurred to obtain such reimbursement.

60. Completion and Return of Master Ballots by Attorneys for Holders of Tort Claims:

Attorneys who represent individual holders of Tort Claims shall be permitted to cast Ballots for such holders, but only to the extent such attorneys have the authority from their clients to do so. Each attorney voting on behalf of the individuals who hold or assert Tort Claims who such attorney represents and on whose behalf he or she has authority to vote shall complete a Master Ballot, which will set forth the votes cast by such attorney on behalf of any such clients. The following procedures will govern the completion and return of a Master Ballot:

(a) Summarizing Votes on the Master Ballot:

(i) ~~(1)~~ The Master Ballot shall contain the following options for voting, one of which shall be marked by the attorney:

➤ In the event all claimants vote the same way, the Ballot should be marked as follows:

(a) “All claimants listed on the exhibit accompanying this Ballot **ACCEPT** the Plan”

(b) “All claimants listed on the exhibit accompanying this Ballot **REJECT** the Plan”

➤ In the event all claimants do not vote the same way, the Ballot shall be marked as follows:

(a) ~~(e)~~ “All claimants listed on the exhibit accompanying this Ballot **ACCEPT** the Plan, except as marked on such exhibit.”

(b) ~~(d)~~ “All claimants listed on the exhibit accompanying this Ballot **REJECT** the Plan, except as marked on such exhibit”

(b) Certification by Attorney of Authority to Vote:

(i) The Master Ballot will contain a certification to be completed by the attorney preparing and signing the Master Ballot pursuant to which such attorney will certify that such attorney has the authority to cast a Ballot on the Plan on behalf of the holders of each of the Tort Claims listed on the exhibit attached to the Master Ballot.

- (ii) If the attorney is unable to make such certification on behalf of any holder of the Tort Claim whom he or she represents, the attorney may not cast a vote on behalf of such claimant and must timely send the information relating to the names and addresses of its clients for whom he or she may not vote to the Notice and Claims Agent.
- (c) Summary Sheet Exhibit to the Master Ballot:
 - (i) Each attorney shall prepare a summary sheet in the form attached to the Master Ballot. This summary sheet will become an exhibit to the Master Ballot and will list each individual holder of a Tort Claim represented by such attorney and on whose behalf the attorney is voting on the Plan by name and social security number. If any exceptions to the vote are noted pursuant to subparagraph 2(a)(1) of this Section H, the attorney shall note such exceptions on the summary sheet.
 - (ii) The entire summary sheet must be attached as an exhibit to the Master Ballot, and the completed Master Ballot and exhibit must be returned to the Notice and Claims Agent in accordance with these Solicitation Procedures.

I. Tabulation of Master Ballots

These rules will apply with respect to the tabulation of Master Ballots:

- 61. Votes cast by Beneficial Holders through Nominees will be applied to the positions held by such Nominees as of the Record Date, as evidenced by the record and depository listings. Votes submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated Ballot, will not be counted in excess of the amount of such securities held by such Nominee as of the Record Date;
- 62. If conflicting votes or “over-votes” are submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated Ballot, Tronox will attempt to reconcile discrepancies with the Nominees;
- 63. If over-votes on a Master Ballot or pre-validated Ballot are not reconciled before the preparation of the vote certification, Tronox will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or pre-validated Ballot that contained the overvote, but only to the extent of the Nominee’s position in the relevant Class;
- 64. For purposes of tabulating votes of any Unsecured Notes Claims, each Nominee or Beneficial Holder will be deemed to have voted the principal amount of its Claims in the appropriate Class, although any principal amounts may be adjusted by the Notice and Claims Agent to reflect Claim amounts actually voted, including prepetition interest; and

65. A single Nominee may complete and deliver to the Notice and Claims Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest dated Master Ballot received before the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot.

J. Transferred Claim Procedures

66. Pre-Record Date Transfers. With respect to a transferred Claim, the transferee shall be entitled to receive a Solicitation Package and, if the holder of such Claim is entitled to vote with respect to the Plan, cast a Ballot on account of such Claim only if (a) all actions necessary to effectuate the transfer of the Claim, pursuant to Bankruptcy Rule 3001(e), have been completed by the Record Date, or (b) the transferee files and the Bankruptcy Court has docketed by the Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer.
67. Post-Record Date Transfers. In the event a Claim or Equity Interest is transferred after the Record Date, the transferee of such Claim or Equity Interest shall be bound by any vote made by the holder of such Claim or Equity Interest as of the Record Date.

K. Tronox's Reservation of Rights Regarding Modification to the Plan

Tronox expressly reserves the right to amend from time to time the terms of the Plan in accordance with its terms (subject to compliance with the requirements of section 1127 of the Bankruptcy Code).

L. Contact Information

68. Notice and Claims Agent.
- Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245
Phone: (866) 967-0675
E-mail: tronoxinfo@kccllc.com
Website: www.kccllc.net/tronox

Exhibit 2

Ballots

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

TRONOX INCORPORATED, et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 09-10156 (ALG)
)
) Jointly Administered
)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE PROPOSED FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF TRONOX INCORPORATED ET AL.
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 3
GENERAL UNSECURED CLAIMS
(UNSECURED NOTES CLAIMS)**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS
CAREFULLY BEFORE COMPLETING THIS BALLOT.**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED TO YOUR NOMINEE IN
SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT
SO THAT IT IS ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010 (THE “VOTING DEADLINE”).**

The above-captioned debtors and debtors in possession (collectively, “Tronox”) are soliciting votes with respect to the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement Regarding the First Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”). The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [____], 2010 (the “Solicitation Procedures Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a General Unsecured Claim in Class 3 as of September 22, 2010 (the “Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

The Unsecured Notes are Tronox’s 9.5% Senior Unsecured Notes due December 1, 2012, issued pursuant to that certain Indenture dated as of November 28, 2005, as the same may have been substantially modified, amended or supplemented, together with all instruments and agreements related thereto, between Tronox Worldwide LLC and Tronox Finance Corp. as issuers, and Citibank, N.A., as indenture trustee (Wilmington Trust Corporation has replaced Citibank, N.A. as indenture trustee).

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **your Nominee so that they can execute a Master Ballot and send it to the voting agent so it is received by the Voting Deadline.**

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent immediately at:

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (866) 967-0675

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 3 – General Unsecured Claims – under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the vote submitted on your behalf by your Nominee is not received by Tronox's Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: 5:00 PM PACIFIC TIME ON [NOVEMBER 5], 2010.

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, September 22, 2010, the undersigned was the beneficial holder of a Claim in Class 3 in the following principal amount (insert amount in box below):

\$ _____

Item 2. Vote on Plan.

The holder of the Class 3 General Unsecured Claims against Tronox set forth in Item 1 votes to (please check one):

☐ **ACCEPT** (vote FOR) the Plan

☐ **REJECT** (vote AGAINST) the Plan

IMPORTANT INFORMATION REGARDING THE RELEASES CONTAINED IN THE PLAN

On the Effective Date, certain release, injunction, exculpation and discharge provisions will become effective. It is important to read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against Tronox so that you cast your vote accordingly.

Specifically, subject to certain exceptions set forth therein, Article VIII.D of the Plan provides as follows:

As of the Effective Date, to the fullest extent permitted by applicable law, each Holder of a Claim or an Equity Interest (including, for the avoidance of doubt, all shareholders of Tronox Incorporated) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged Tronox, Reorganized Tronox and the Released Parties from any and all Claims, Equity Interests, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any derivative Claims asserted on behalf of a debtor, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, Tronox, Tronox's restructuring, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any Security of Tronox or Reorganized Tronox, the subject matter of, or the transactions or events giving rise to, any Claim or Equity Interest that is treated in the Plan, the business or contractual arrangements between Tronox and any Released Party, the restructuring of Claims and Equity Interests prior to or during the Chapter 11 Cases, the negotiation, formulation or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Replacement DIP Documents, the Exit Credit Documents or related agreements, instruments or other documents, upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Confirmation Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes willful misconduct, gross negligence, breach of fiduciary duty or a criminal act to the extent such act or omission is determined by a Final Order to have constituted willful misconduct, gross negligence, breach of fiduciary duty or a criminal act.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST, AND EQUITY INTERESTS IN, TRONOX TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 THEREOF, AND BY ALL OTHER APPLICABLE LAW.

Item 3. Certifications as to Class 3 Unsecured Note Claims Held in Additional Accounts.

By completing and returning this Beneficial Holder Ballot, the undersigned Beneficial Holder certifies that either (1) it has not submitted any other Ballots for other Class 3 Unsecured Note Claims held in other accounts or other record names, or (2) it has provided the information specified in the following table for all other Class 3 Unsecured Note Claims for which it has submitted additional Beneficial Holder Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED CLASS 3 UNSECURED NOTE CLAIMS ON A BENEFICIAL HOLDER BALLOT OTHER THAN THIS BENEFICIAL HOLDER BALLOT.

Name of Beneficial Holder	Account Number	Principal Amount of Other Class 3 Unsecured Note Claims Voted
		\$
		\$
		\$
		\$
		\$
		\$

			\$
			\$
			\$
			\$

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and Tronox:

that either: (i) the entity is the holder of the Claims in Class 3 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 3 being voted;

that the entity has received a copy of the Disclosure Statement as part of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and

that no other Ballots with respect to the amount of the Claims in Class 3 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of Holder:	_____
	(Print or type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Date Completed:	_____

**PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND
RETURN IT PROMPTLY TO YOUR NOMINEE OR IN THE ENVELOPE PROVIDED.**

**THIS MASTER BALLOT FROM YOUR NOMINEE MUST BE ACTUALLY RECEIVED
BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE:**

5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010.

CLASS 3 —GENERAL UNSECURED CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. Tronox is soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. **The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.**
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to your Nominee or to the address set forth on the enclosed pre-addressed envelope in sufficient time for your Nominee to transcribe your instructions onto a Master Ballot and deliver it so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline, which is 5:00 p.m. Pacific Time on [November 5], 2010.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any Tronox debtor entities, Tronox's agents (other than the Notice and Claims Agent) or Tronox's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
7. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Claims within the same Class, Tronox may, in its discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither Tronox nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

9. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, Tronox or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
11. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claim(s) indicated on that Ballot, so please complete and return each Ballot you receive.

PLEASE RETURN YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (866) 967-0675.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
YOUR INSTRUCTIONS FROM YOUR NOMINEE ON OR BEFORE THE VOTING DEADLINE,
WHICH IS 5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010, AND IF THE VOTING DEADLINE
IS NOT EXTENDED, YOUR VOTE TRANSMITTED HEREBY WILL NOT BE COUNTED.**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

TRONOX INCORPORATED, et al.,¹

Debtors.

)
) Chapter 11

)
) Case No. 09-10156 (ALG)

)
) Jointly Administered
)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE PROPOSED FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF TRONOX INCORPORATED ET AL.
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 3
GENERAL UNSECURED CLAIMS
(CLAIMS OTHER THAN UNSECURED NOTE CLAIMS)**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT IS
ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010 (THE “VOTING DEADLINE”).**

The above-captioned debtors and debtors in possession (collectively, “Tronox”) are soliciting votes with respect to the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) as set forth in the *Disclosure Statement Regarding the First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”). The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [___], 2010 (the “Solicitation Procedures Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a General Unsecured Claim in Class 3 as of September 22, 2010 (the “Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Kurtzman Carson Consultants LLC, Attn: Tronox Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245, so that it is received by the Voting Deadline.**

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent immediately at:

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (866) 967-0675

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 3 – General Unsecured Claims – under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If your vote is not received by Tronox's Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: 5:00 PM PACIFIC TIME ON [NOVEMBER 5], 2010.

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, September 22, 2010, the undersigned was the holder of Claims in Class 3. The following amount will be used solely for purposes of tabulating your vote to accept or reject the Plan:

\$ _____

Item 2. Vote on Plan.

The holder of the Class 3 General Unsecured Claims against Tronox set forth in Item 1 votes to (please check one):

☐ **ACCEPT** (vote FOR) the Plan ☐ **REJECT** (vote AGAINST) the Plan

IMPORTANT INFORMATION REGARDING THE RELEASES CONTAINED IN THE PLAN

On the Effective Date, certain release, injunction, exculpation and discharge provisions will become effective. It is important to read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against Tronox so that you cast your vote accordingly.

Specifically, subject to certain exceptions set forth therein, Article VIILD of the Plan provides as follows:

As of the Effective Date, to the fullest extent permitted by applicable law, each Holder of a Claim or an Equity Interest (including, for the avoidance of doubt, all shareholders of Tronox Incorporated) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged Tronox, Reorganized Tronox and the Released Parties from any and all Claims, Equity Interests, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any derivative Claims asserted on behalf of a debtor, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, Tronox, Tronox's restructuring, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any Security of Tronox or Reorganized Tronox, the subject matter of, or the transactions or events giving rise to, any Claim or Equity Interest that is treated in the Plan, the business or contractual arrangements between Tronox and any Released Party, the restructuring of Claims and Equity Interests prior to or during the Chapter 11 Cases, the negotiation, formulation or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Replacement DIP Documents, the Exit Credit Documents or related agreements, instruments or other documents, upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Confirmation Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes willful misconduct, gross negligence, breach of fiduciary duty or a criminal act to the extent such act or omission is determined by a Final Order to have constituted willful misconduct, gross negligence, breach of fiduciary duty or a criminal act.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST, AND EQUITY INTERESTS IN, TRONOX TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 THEREOF, AND BY ALL OTHER APPLICABLE LAW.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and Tronox:

that either: (i) the entity is the holder of the Claims in Class 3 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 3 being voted;

that the entity has received a copy of the Disclosure Statement as part of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and

that no other Ballots with respect to the amount of the Claims in Class 3 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name and Address of Creditor:

Date: _____

Signature: _____

Print Name of Signatory: _____

Title: _____

Telephone: _____

TIN/SSN: _____

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED,
OR BY FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:**

**Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245**

**THIS BALLOT MUST BE ACTUALLY RECEIVED
BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE:**

5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010.

CLASS 3 —GENERAL UNSECURED CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. Tronox is soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. **The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.**
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; (c) review the Certifications in Item 3; and (d) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline, which is 5:00 p.m. Pacific Time on [November 5], 2010.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any of the Tronox debtor entities, Tronox's agents (other than the Notice and Claims Agent) or Tronox's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
7. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Claims within the same Class, Tronox may, in its discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither Tronox nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

9. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, Tronox or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
11. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claim(s) indicated on that Ballot, so please complete and return each Ballot you received.

PLEASE RETURN YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (866) 967-0675.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010, AND IF THE VOTING DEADLINE
IS NOT EXTENDED, YOUR VOTE TRANSMITTED HEREBY WILL NOT BE COUNTED.**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

TRONOX INCORPORATED, et al.,¹

Debtors.

)
) Chapter 11

)
) Case No. 09-10156 (ALG)

)
) Jointly Administered

**MASTER BALLOT FOR VOTING TO ACCEPT OR REJECT THE PROPOSED FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF TRONOX INCORPORATED ET AL.
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 3
GENERAL UNSECURED CLAIMS
(UNSECURED NOTES CLAIMS)**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS MASTER BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO
THAT IT IS ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT
ON OR BEFORE 5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010 (THE “VOTING DEADLINE”).**

The above-captioned debtors and debtors in possession (collectively, “Tronox”) are soliciting votes with respect to the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement Regarding the First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Disclosure Statement”). The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [___], 2010 (the “Solicitation Procedures Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a General Unsecured Claim in Class 3 as of September 22, 2010 (the “Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

The Unsecured Notes are Tronox’s 9.5% senior unsecured notes due December 1, 2012, issued pursuant to that certain Indenture dated as of November 28, 2005, as the same may have been substantially modified, amended or supplemented, together with all instruments and agreements related thereto, between Tronox Worldwide LLC and Tronox Finance Corp. as issuers, and Citibank, N.A., as indenture trustee (Wilmington Trust Corporation replaced Citibank, N.A. as indenture trustee).

This Master Ballot is to be used by you, as a broker, bank, or other Nominee (or as their proxy holder or agent), for beneficial owners, as of the Record Date, to transmit the votes of such beneficial owners to accept or reject the Plan. Please take any action required to enable each beneficial owner to timely votes its Unsecured Notes to accept or

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

reject the Plan. **THIS MASTER BALLOT RELATES TO VOTES CAST ON ACCOUNT OF UNSECURED NOTES.**

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot so that it is received by the deadline indicated above to:

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF TRONOX OR THE NOTICE AND CLAIMS AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON

THEM WITH
Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
599 Lexington Avenue, 39th Floor
New York, New York 10022
Telephone: (917) 281-4800

PLEASE READ AND ATTACHED CAREFULLY.

AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE NOTICE AND CLAIMS AGENT, KURTZMAN CARSON CONSULTANTS LLC ON OR BEFORE THE VOTING DEADLINE OF 5:00 PM PACIFIC TIME, ON [NOVEMBER 5], 2010. IF THIS BALLOT IS NOT COMPLETED, SIGNED AND RECEIVED ON OR BEFORE THE VOTING DEADLINE AND THE VOTING DEADLINE IS NOT EXTENDED, THE VOTES AND ELECTIONS TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

You should carefully review the Disclosure Statement, the Plan and the instructions contained herein before you transmit votes and elections. You or the beneficial owners of the Unsecured Notes for whom you are the Nominee may wish to seek legal advice concerning the Plan and the classification and treatment of the Unsecured Notes Claims under the Plan. Such Claims have been placed in Class 3 under the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you and the beneficial owners of the Unsecured Notes for whom you are the Nominee, whether or not such beneficial owners vote and whether or not any votes are transmitted by this Master Ballot.

VOTING DEADLINE: 5:00 PM PACIFIC TIME ON [NOVEMBER 5], 2010.

Ballots will not be accepted by facsimile transmission or electronic mail.

FOLLOW THE INSTRUCTIONS COMPLETE, SIGN

**BEHALF
RES**

Item 1. Certification of Authority to Vote.

The undersigned hereby certifies that it:

- ☐ is a broker, bank, or other nominee for the beneficial owners of the aggregate face amount of the Unsecured Notes listed in Item 2 below as of September 22, 2010, or is the registered holder of such securities; or
- ☐ is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other Nominee or a beneficial owner that on September 22, 2010 was the holder of the aggregate face amount of the Unsecured Notes listed on Item 2 below; or
- ☐ is acting under a proxy granted by a broker, bank, or other Nominee for the beneficial owners (please attach a copy of the proxy to the Master Ballot),

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of the Unsecured Notes listed in Item 2.

Item 2. General Unsecured Claims (Class 3) Vote on Plan - Number of Beneficial Owners.

The undersigned certifies that the following beneficial owners of the Unsecured Notes, as identified by their respective customers account numbers, were beneficial owners of the Unsecured Notes on September 22, 2010 and have delivered to the undersigned, as Nominee, properly executed Ballots casting votes as indicated and containing instructions for the casting of those votes on their behalf (indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. For purposes of this Master Ballot, accrued or unmatured interest should not be included. **Please note: Each beneficial owner must vote all his, her, or its Class 3 Claims *either* to accept or reject the Plan and may *not* split such vote.)**

ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.

Customer Name or Account Number for Each Beneficial Owner of Unsecured Notes	Principal Amount of Unsecured Notes	
	Accept the Plan	Reject the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

If you are acting as a nominee for more than ten beneficial owners of Unsecured Notes, please attach additional sheets, as necessary.

Item 3. Additional Ballots Submitted by Beneficial Owners.

The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Ballot received from a beneficial owner:

Your Customer Name or Account Number for Each Beneficial Owner of Unsecured Notes	Transcribe From Item 3 of Beneficial Owner Ballot		
	Customer Account Number(s) (if applicable)	Name of Bank, Broker or Other Nominee Through Which the Unsecured Notes Are Held	Principal Amount of Unsecured Notes Voted
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

IMPORTANT INFORMATION REGARDING THE RELEASES CONTAINED IN THE PLAN

On the Effective Date, certain release, injunction, exculpation and discharge provisions will become effective. It is important to read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against Tronox so that you cast your vote accordingly.

Specifically, subject to certain exceptions set forth therein, Article VIII.D of the Plan provides as follows:

As of the Effective Date, to the fullest extent permitted by applicable law, each Holder of a Claim or an Equity Interest (including, for the avoidance of doubt, all shareholders of Tronox Incorporated) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged Tronox, Reorganized Tronox and the Released Parties from any and all Claims, Equity Interests, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any derivative Claims asserted on behalf of a debtor, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, Tronox, Tronox's restructuring, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any Security of Tronox or Reorganized Tronox, the subject matter of, or the transactions or events giving

rise to, any Claim or Equity Interest that is treated in the Plan, the business or contractual arrangements between Tronox and any Released Party, the restructuring of Claims and Equity Interests prior to or during the Chapter 11 Cases, the negotiation, formulation or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Replacement DIP Documents, the Exit Credit Documents or related agreements, instruments or other documents, upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Confirmation Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes willful misconduct, gross negligence, breach of fiduciary duty or a criminal act to the extent such act or omission is determined by a Final Order to have constituted willful misconduct, gross negligence, breach of fiduciary duty or a criminal act.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST, AND EQUITY INTERESTS IN, TRONOX TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 THEREOF, AND BY ALL OTHER APPLICABLE LAW.

Item 4. Certifications.

By signing this Master Ballot, the undersigned certifies that each beneficial owner of Unsecured Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and certifies and acknowledges that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank or other Nominee:

(Print or type)

Participant Number:

Name of Proxy Holder or Agent for Broker,
Bank or Other Nominee (if applicable):

(Print or type)

Social Security or Federal Tax I.D. No.: _____
(If applicable)

Signature: _____

Print Name: _____

Title: _____
(If appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone: () _____

Date Completed: _____

THIS MASTER BALLOT MUST BE RECEIVED BY THE NOTICE AND CLAIMS AGENT AT THE ADDRESS BELOW, BEFORE 5:00 P.M. PACIFIC TIME, ON [NOVEMBER 5], 2010, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.

**Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
599 Lexington Avenue, 39th Floor
New York, New York 10022**

PLEASE NOTE: THE NOTICE AND CLAIMS AGENT WILL *NOT* ACCEPT BALLOTS OR MASTER BALLOTS BY FACSIMILE TRANSMISSION OR ELECTRONIC MAIL.

ANY BALLOT THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR A REJECTION OF THE PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING AND CLAIMS

The Voting Deadline is on [November 5], 2010. customers count, you return this Master Ballot the Notice and Claims address no later than the

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
599 Lexington Avenue, 39th Floor
New York, New York 10022
Telephone: (917) 281-4800

DEADLINE/NOTICE AGENT:

5:00 p.m. Pacific Time
To have the vote of your must complete, sign, and so that it is received by Agent at the following Voting Deadline:

If you are both the registered owner and beneficial owner of any face amount of the Unsecured Notes and you wish to vote such Unsecured Notes: You may complete, execute, and return to the Notice and Claims Agent a Ballot with respect to the Unsecured Notes that you as beneficial owner wish to vote.

If you are transmitting the votes of any beneficial owners of Unsecured Notes other than yourself, you may *either*:

Complete and execute the Ballot (other than Items 2 and 3) and deliver to the beneficial owner such “prevalidated” Ballot, along with the Disclosure Statement and other materials requested to be forwarded. The beneficial owner should complete Items 2 and 3 of that Ballot and return the completed Ballot to the Notice and Claims Agent so as to be received before the Voting Deadline:

OR

For any Ballots you do not “prevalidate”:

Deliver the Ballot to the beneficial owner, along with the Disclosure Statement and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Plan with respect to its Claim(s), and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Notice and Claims Agent before the Voting Deadline of 5:00 p.m. Pacific Time on [November 5], 2010; and

With respect to all Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. In Item 2 of this Master Ballot, indicate the votes to accept or reject the Plan, as transmitted to you by the beneficial owners of the Unsecured Notes. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL OF THEIR UNSECURED NOTES EITHER TO ACCEPT OR REJECT THE PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE NOTICE AND CLAIMS AGENT IMMEDIATELY.** Any Ballot or Master Ballot which is validly executed but (i) which does not indicate acceptance or rejection of the Plan by the indicated beneficial owner, or (ii) indicates both an acceptance and rejection of the Plan by the indicated beneficial owner, will not be counted as to such beneficial owner;
- c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial owner from Item 3 of each completed Ballot relating to the Unsecured Notes voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. In Item 4, sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Notice and Claims Agent to arrange for delivery of the completed Master Ballot to its offices; and
- h. Deliver the completed, executed Master Ballot so as to be *received* by the Notice and Claims Agent before the Voting Deadline. For each completed, executed Ballot returned to you by a beneficial owner, either forward such Ballot (along with your Master Ballot) to the Notice and Claims Agent or retain such Ballot in your files for one year from the Voting Deadline.

PLEASE NOTE:

This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates (if any) representing their securities. Neither Tronox nor the Notice and Claims Agent will accept delivery of any such certificates surrendered together with this Master Ballot. Surrender of securities for exchange may only be made by you, and will only be accepted pursuant to a letter of transmittal which will be furnished to you by Tronox following confirmation of the Plan by the Bankruptcy Court.

No Ballot or Master Ballot shall constitute or be deemed to be a proof of Claim or equity interest or an assertion of a Claim or equity interest.

No fees, commissions, or other remuneration will be payable to any Nominee or other person for soliciting Ballots accepting the Plan. Tronox will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of the Unsecured Notes held by you as a Nominee in a fiduciary capacity.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, THE DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE NOTICE AND CLAIMS AGENT, KURTZMAN CARSON CONSULTANTS LLC AT (917) 281-4800.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

TRONOX INCORPORATED, et al.,¹

Debtors.

)
) Chapter 11
)

) Case No. 09-10156 (ALG)
)

) Jointly Administered
)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE PROPOSED FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF TRONOX INCORPORATED ET AL.
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 4
TORT CLAIMS**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT IS
ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010 (THE “VOTING DEADLINE”).**

The above-captioned debtors and debtors in possession (collectively, “Tronox”) are soliciting votes with respect to the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) as set forth in the *Disclosure Statement Regarding the First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”). The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [___], 2010 (the “Solicitation Procedures Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a Tort Claim in Class 4 as of September 22, 2010 (the “Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Kurtzman Carson Consultants LLC, Attn: Tronox Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245, so that it is received by the Voting Deadline.**

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent immediately at:

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (866) 967-0675

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 4 – Tort Claims under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If your vote is not received by Tronox's Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: 5:00 PM PACIFIC TIME ON [NOVEMBER 5], 2010.

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, September 22, 2010, the undersigned was the holder of a Claim in Class 4. **Solely for purposes of tabulating your vote to accept or reject the Plan, each holder of a Claim in Class 4 will vote in the amount of \$1.00.**

Item 2. Vote on Plan.

The holder of the Class 4 Tort Claims against Tronox set forth in Item 1 votes to (please check one):

☐ **ACCEPT** (vote FOR) the Plan

☐ **REJECT** (vote AGAINST) the Plan

IMPORTANT INFORMATION REGARDING THE RELEASES CONTAINED IN THE PLAN

On the Effective Date, certain release, injunction, exculpation and discharge provisions will become effective. It is important to read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against Tronox so that you cast your vote accordingly.

Specifically, subject to certain exceptions set forth therein, Article VIILD of the Plan provides as follows:

As of the Effective Date, to the fullest extent permitted by applicable law, each Holder of a Claim or an Equity Interest (including, for the avoidance of doubt, all shareholders of Tronox Incorporated) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged Tronox, Reorganized Tronox and the Released Parties from any and all Claims, Equity Interests, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any derivative Claims asserted on behalf of a debtor, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, Tronox, Tronox's restructuring, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any Security of Tronox or Reorganized Tronox, the subject matter of, or the transactions or events giving rise to, any Claim or Equity Interest that is treated in the Plan, the business or contractual arrangements between Tronox and any Released Party, the restructuring of Claims and Equity Interests prior to or during the Chapter 11 Cases, the negotiation, formulation or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Replacement DIP Documents, the Exit Credit Documents or related agreements, instruments or other documents, upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Confirmation Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes willful misconduct, gross negligence, breach of fiduciary duty or a criminal act to the extent such act or omission is determined by a Final Order to have constituted willful misconduct, gross negligence, breach of fiduciary duty or a criminal act.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST, AND EQUITY INTERESTS IN, TRONOX TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 THEREOF, AND BY ALL OTHER APPLICABLE LAW.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and Tronox:

that either: (i) the entity is the holder of the Claims in Class 4 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 4 being voted;

that the entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and

that no other Ballots with respect to the amount of the Claims in Class 4 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of Holder:	_____
	(Print or type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Date Completed:	_____

Name and Address of Creditor:	Date:_____
	Signature:_____
	Print Name of Signatory:_____
	Title:_____
Telephone: _____	TIN/SSN: _____

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED,
OR BY FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:**

**Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245**

**THIS BALLOT MUST BE ACTUALLY RECEIVED
BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE:**

5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010.

CLASS 4 — TORT CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. Tronox is soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. **The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.**
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; (c) review the Certifications in Item 3; and (d) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline, which is 5:00 p.m. Pacific Time on [November 5], 2010.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any of the Tronox debtor entities, Tronox's agents (other than the Notice and Claims Agent) or Tronox's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
7. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Claims within the same Class, Tronox may, in its discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither Tronox nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

9. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, Tronox or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
11. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you received.

PLEASE RETURN YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (866) 967-0675.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010, AND IF THE VOTING DEADLINE
IS NOT EXTENDED, YOUR VOTE TRANSMITTED HEREBY WILL NOT BE COUNTED.**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

TRONOX INCORPORATED, et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 09-10156 (ALG)
)
) Jointly Administered
)

**MASTER BALLOT FOR VOTING TO ACCEPT OR REJECT THE PROPOSED FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF TRONOX INCORPORATED ET AL.
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 4
TORT CLAIMS**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS MASTER BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT
IT IS ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010 (THE “VOTING DEADLINE”).**

The above-captioned debtors and debtors in possession (collectively, “Tronox”) are soliciting votes with respect to the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement Regarding the First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Disclosure Statement”). The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [___], 2010 (the “Solicitation Procedures Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a Tort Claim in Class 4 as of September 22, 2010 (the “Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

This Master Ballot is to be used by you, as counsel to a holder of a Tort Claim, as of the Record Date, to transmit the votes of such holder to accept or reject the Plan. Please take any action required to enable each Tort Claim holder to timely vote its Claim amount to accept or reject the Plan. **THIS MASTER BALLOT RELATES TO VOTES CAST ON ACCOUNT OF TORT CLAIM HOLDERS.**

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot so that it is received by the deadline indicated above to:

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF TRONOX OR THE NOTICE AND CLAIMS AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN.

IMPORTANT

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE NOTICE AND CLAIMS AGENT, KURTZMAN CARSON CONSULTANTS LLC ON OR BEFORE THE VOTING DEADLINE OF 5:00 PM PACIFIC TIME, ON [NOVEMBER 5], 2010. IF THIS BALLOT IS NOT COMPLETED,

RECEIVED ON OR VOTING DEADLINE DEADLINE IS NOT VOTES AND TRANSMITTED BY BALLOT WILL NOT EITHER AN REJECTION OF THE

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (866) 967-0675

SIGNED AND BEFORE THE AND THE VOTING EXTENDED, THE ELECTIONS THIS MASTER BE COUNTED AS ACCEPTANCE OR PLAN.

You should carefully review the Disclosure Statement, the Plan and the instructions contained herein before you transmit votes and elections. You or the Tort Claim holders for whom you are representing may wish to seek secondary legal advice concerning the Plan and the classification and treatment of the Tort Claims under the Plan. Such Claims have been placed in Class 4 under the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you and the Tort Claim holders for whom you are the representing, whether or not such beneficial owners vote and whether or not any votes are transmitted by this Master Ballot.

VOTING DEADLINE: 5:00 PM PACIFIC TIME ON [NOVEMBER 5], 2010.

Ballots will not be accepted by facsimile transmission or electronic mail.

Item 1. Certification of Authority to Vote.

The undersigned hereby certifies that it:

- ☐ is counsel to the Tort Claim holder(s) listed on Exhibit 1 and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Tort Claim holder(s) listed on Exhibit 1; and
- ☐ as of the Record Date, September 22, 2010, each of the Claimants listed on Exhibit 1 was the holder of a Claim in Class 4. **Solely for purposes of tabulating votes to accept or reject the Plan, each holder of a Claim in Class 4 will vote in the amount of \$1.00.**

☐ received a copy of Tronox's Disclosure Statement as part of its Solicitation Package.

Item 2. Tort Claim Holders (Class 4) Vote on Plan.

- All holders of Asbestos Claims;
- All holders of Property Damage Claims; and
- All holders of Non-Asbestos Toxic Exposure Claims.

Please note: Each Tort Claim holder must vote all his, her, or its Class 4 Claims *either* to accept *or* reject the Plan and may *not* split such vote.)

Item 3. If you are transmitting the votes of a number of holders of Tort Claims, please complete the summary sheet attached hereto as Exhibit 1. Such summary sheet must be submitted with this Master Ballot to the Notice and Claims Agent at the address listed below.

Item 4. PLEASE FILL IN THE SUMMARY TABLE BELOW BASED ON THE RESPONSES LISTED ON EXHIBIT 1:

	Total # of Claimants
Votes to ACCEPT the Plan:	
Votes to REJECT the Plan:	
TOTAL VOTES SUBMITTED:	

IMPORTANT INFORMATION REGARDING THE RELEASES CONTAINED IN THE PLAN

On the Effective Date, certain release, injunction, exculpation and discharge provisions will become effective. It is important to read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against Tronox so that you cast your vote accordingly.

Specifically, subject to certain exceptions set forth therein, Article VIILD of the Plan provides as follows:

As of the Effective Date, to the fullest extent permitted by applicable law, each Holder of a Claim or an Equity Interest (including, for the avoidance of doubt, all shareholders of Tronox Incorporated) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged Tronox, Reorganized Tronox and the Released Parties from any and all Claims, Equity Interests, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any derivative Claims asserted on behalf of a debtor, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, Tronox, Tronox's restructuring, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any Security of Tronox or Reorganized Tronox, the subject matter of, or the transactions or events giving rise to, any Claim or Equity Interest that is treated in the Plan, the business or contractual arrangements between Tronox and any Released Party, the restructuring of Claims and Equity Interests prior to or during the Chapter 11 Cases, the negotiation, formulation or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Replacement DIP Documents, the Exit Credit Documents or related agreements, instruments or other documents, upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Confirmation Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes willful misconduct, gross negligence, breach of fiduciary duty or a criminal act to the extent such act or omission is determined by a Final Order to have constituted willful misconduct, gross negligence, breach of fiduciary duty or a criminal act.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST, AND EQUITY INTERESTS IN, TRONOX TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 THEREOF, AND BY ALL OTHER APPLICABLE LAW.

THIS MASTER BALLOT MUST BE RECEIVED BY THE NOTICE AND CLAIMS AGENT AT THE ADDRESS BELOW, BEFORE 5:00 P.M. PACIFIC TIME, ON [NOVEMBER 5], 2010, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.

**Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245**

PLEASE NOTE: THE NOTICE AND CLAIMS AGENT WILL *NOT* ACCEPT BALLOTS OR MASTER BALLOTS BY FACSIMILE TRANSMISSION OR ELECTRONIC MAIL.

ANY BALLOT THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR A REJECTION OF THE PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.

VOTING DEADLINE/NOTICE AND CLAIMS AGENT:

The Voting Deadline is 5:00 p.m. Pacific Time on [November 5], 2010. To have the vote of your client(s) count, you must complete, sign, and return this Master Ballot so that it is received by the Notice and Claims Agent at the following address no later than the Voting Deadline:

Item 5. Certifications

By signing this Master Ballot, the undersigned certifies, under penalty of perjury pursuant to 28 U.S.C. 1746, that the following statements are true and correct:

I am authorized, under applicable bankruptcy or non-bankruptcy law, by each of the holders of the Tort Claims listed on the exhibit accompanying this Master Ballot, to vote his or her claim to accept or reject the Plan, as indicated on the exhibit.

Each holder of a Tort exhibit accompanying Tort Claim within the

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (866) 967-0675

Claim listed on the this Master Ballot holds a meaning of the Plan.

Item 6. Return of the

The entire exhibit Ballot must be returned Master Ballot to the Notice and Claims Agent.

Exhibit

accompanying this Master with this completed

Name of Attorney and Law Firm:

Date: _____

Attorney Signature: _____

Print Name of Signatory: _____

Email Address: _____

Title: _____

Telephone: _____

TIN/SSN: _____

PLEASE NOTE:

This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

No Ballot or Master Ballot shall constitute or be deemed to be a proof of Claim or equity interest or an assertion of a Claim or Equity Interest.

No fees, commissions, or other remuneration will be payable to any attorney or signatory for soliciting Ballots accepting the Plan. Tronox will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the Tort Claim holders represented by you in a fiduciary capacity.

<p>IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, THE DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE NOTICE AND CLAIMS AGENT, KURTZMAN CARSON CONSULTANTS LLC AT (866) 967-0675.</p>
--

Exhibit 1

If you believe you are entitled to submit a ballot on behalf of a claimant not listed in the table below, please call the Notice and Claims Agent at (866) 967-0675.

Claimant Name	Please mark one:	
	Accept the Plan	Reject the Plan
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

TRONOX INCORPORATED, et al.,¹

Debtors.

) Chapter 11

) Case No. 09-10156 (ALG)

) Jointly Administered

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE PROPOSED FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF TRONOX INCORPORATED ET AL.
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 5
ENVIRONMENTAL CLAIMS**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT IS
ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010 (THE “VOTING DEADLINE”).**

The above-captioned debtors and debtors in possession (collectively, “Tronox”) are soliciting votes with respect to the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) as set forth in the *Disclosure Statement Regarding the First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”). The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [___], 2010 (the “Solicitation Procedures Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a Environmental Claim in Class 5 as of September 22, 2010 (the “Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Kurtzman Carson Consultants LLC, Attn: Tronox Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245, so that it is received by the Voting Deadline.**

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent immediately at:

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (866) 967-0675

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 5 – Environmental Claims – under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If your vote is not received by Tronox's Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: 5:00 PM PACIFIC TIME ON [NOVEMBER 5], 2010.

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, September 22, 2010, the undersigned was the holder of Claims in Class 5. The following amount will be used solely for purposes of tabulating your vote to accept or reject the Plan:

\$ _____

Item 2. Vote on Plan.

The holder of the Class 5 Environmental Claims against Tronox set forth in Item 1 votes to (please check one):



ACCEPT (vote FOR) the Plan



REJECT (vote AGAINST) the Plan

IMPORTANT INFORMATION REGARDING THE RELEASES CONTAINED IN THE PLAN

On the Effective Date, certain release, injunction, exculpation and discharge provisions will become effective. It is important to read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against Tronox so that you cast your vote accordingly.

Specifically, subject to certain exceptions set forth therein, Article VIILD of the Plan provides as follows:

As of the Effective Date, to the fullest extent permitted by applicable law, each Holder of a Claim or an Equity Interest (including, for the avoidance of doubt, all shareholders of Tronox Incorporated) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged Tronox, Reorganized Tronox and the Released Parties from any and all Claims, Equity Interests, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any derivative Claims asserted on behalf of a debtor, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, Tronox, Tronox's restructuring, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any Security of Tronox or Reorganized Tronox, the subject matter of, or the transactions or events giving rise to, any Claim or Equity Interest that is treated in the Plan, the business or contractual arrangements between Tronox and any Released Party, the restructuring of Claims and Equity Interests prior to or during the Chapter 11 Cases, the negotiation, formulation or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Replacement DIP Documents, the Exit Credit Documents or related agreements, instruments or other documents, upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Confirmation Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes willful misconduct, gross negligence, breach of fiduciary duty or a criminal act to the extent such act or omission is determined by a Final Order to have constituted willful misconduct, gross negligence, breach of fiduciary duty or a criminal act.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST, AND EQUITY INTERESTS IN, TRONOX TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 THEREOF, AND BY ALL OTHER APPLICABLE LAW.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and Tronox:

that either: (i) the entity is the holder of the Claims in Class 5 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 5 being voted;

that the entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and

that no other Ballots with respect to the amount of the Claims in Class 5 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name and Address of Creditor:	Date:_____
	Signature:_____
	Print Name of Signatory:_____
	Title:_____
Telephone: _____	TIN/SSN: _____

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED,
OR BY FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:**

**Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245**

**THIS BALLOT MUST BE ACTUALLY RECEIVED
BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE:**

5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010.

CLASS 5 — ENVIRONMENTAL CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. Tronox is soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. **The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.**
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; (c) review the Certifications in Item 3; and (d) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline, which is 5:00 p.m. Pacific Time on [November 5], 2010.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any of the Tronox debtor entities, Tronox's agents (other than the Notice and Claims Agent) or Tronox's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
7. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither Tronox nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

9. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, Tronox or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
11. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you received.

PLEASE RETURN YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (866) 967-0675.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010, AND IF THE VOTING DEADLINE
IS NOT EXTENDED, YOUR VOTE TRANSMITTED HEREBY WILL NOT BE COUNTED.**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

TRONOX INCORPORATED, et al.,¹

Debtors.

) Chapter 11
)

) Case No. 09-10156 (ALG)
)

) Jointly Administered
)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE PROPOSED FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF TRONOX INCORPORATED ET AL.
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 6
INDIRECT ENVIRONMENTAL CLAIMS**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT IS
ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010 (THE “VOTING DEADLINE”).**

The above-captioned debtors and debtors in possession (collectively, “Tronox”) are soliciting votes with respect to the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) as set forth in the *Disclosure Statement Regarding the First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”). The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [___], 2010 (the “Solicitation Procedures Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of an Indirect Environmental Claim in Class 6 as of September 22, 2010 (the “Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Kurtzman Carson Consultants LLC, Attn: Tronox Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245, so that it is received by the Voting Deadline.**

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent immediately at:

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (866) 967-0675

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 6 – Indirect Environmental Claims – under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If your vote is not received by Tronox's Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: 5:00 PM PACIFIC TIME ON [NOVEMBER 5], 2010.

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, September 22, 2010, the undersigned was the holder of Claims in Class 6. The following amount will be used solely for purposes of tabulating your vote to accept or reject the Plan:

\$ _____

Item 2. Vote on Plan.

The holder of the Class 6 Indirect Environmental Claims against Tronox set forth in Item 1 votes to (please check one):

☐ **ACCEPT** (vote FOR) the Plan

☐ **REJECT** (vote AGAINST) the Plan

IMPORTANT INFORMATION REGARDING THE RELEASES CONTAINED IN THE PLAN

On the Effective Date, certain release, injunction, exculpation and discharge provisions will become effective. It is important to read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against Tronox so that you cast your vote accordingly.

Specifically, subject to certain exceptions set forth therein, Article VIILD of the Plan provides as follows:

As of the Effective Date, to the fullest extent permitted by applicable law, each Holder of a Claim or an Equity Interest (including, for the avoidance of doubt, all shareholders of Tronox Incorporated) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged Tronox, Reorganized Tronox and the Released Parties from any and all Claims, Equity Interests, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any derivative Claims asserted on behalf of a debtor, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, Tronox, Tronox's restructuring, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any Security of Tronox or Reorganized Tronox, the subject matter of, or the transactions or events giving rise to, any Claim or Equity Interest that is treated in the Plan, the business or contractual arrangements between Tronox and any Released Party, the restructuring of Claims and Equity Interests prior to or during the Chapter 11 Cases, the negotiation, formulation or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Replacement DIP Documents, the Exit Credit Documents or related agreements, instruments or other documents, upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Confirmation Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes willful misconduct, gross negligence, breach of fiduciary duty or a criminal act to the extent such act or omission is determined by a Final Order to have constituted willful misconduct, gross negligence, breach of fiduciary duty or a criminal act.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST, AND EQUITY INTERESTS IN, TRONOX TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 THEREOF, AND BY ALL OTHER APPLICABLE LAW.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and Tronox:

that either: (i) the entity is the holder of the Claims in Class 6 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 6 being voted;

that the entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and

that no other Ballots with respect to the amount of the Claims in Class 6 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name and Address of Creditor:	Date:_____
	Signature:_____
	Print Name of Signatory:_____
	Title:_____
Telephone: _____	TIN/SSN: _____

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED,
OR BY FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:**

**Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245**

**THIS BALLOT MUST BE ACTUALLY RECEIVED
BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE:**

5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010.

CLASS 6 — INDIRECT ENVIRONMENTAL CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. Tronox is soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. **The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.**
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; (c) review the Certifications in Item 3; and (d) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline, which is 5:00 p.m. Pacific Time on [November 5], 2010.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any of the Tronox debtor entities, Tronox's agents (other than the Notice and Claims Agent) or Tronox's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
7. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither Tronox nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

9. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, Tronox or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
11. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you received.

PLEASE RETURN YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (866) 967-0675.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010, AND IF THE VOTING DEADLINE
IS NOT EXTENDED, YOUR VOTE TRANSMITTED HEREBY WILL NOT BE COUNTED.**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

TRONOX INCORPORATED, et al.,¹

Debtors.

) Chapter 11
)

) Case No. 09-10156 (ALG)
)

) Jointly Administered
)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE PROPOSED FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF TRONOX INCORPORATED ET AL.
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 7
CONVENIENCE CLAIMS**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT IS
ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010 (THE “VOTING DEADLINE”).**

The above-captioned debtors and debtors in possession (collectively, “Tronox”) are soliciting votes with respect to the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) as set forth in the *Disclosure Statement Regarding the First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”). The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [___], 2010 (the “Solicitation Procedures Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a Convenience Claim in Class 7 as of September 22, 2010 (the “Record Date”). Any Allowed Class 3 General Unsecured Claim in an amount less than \$250 and 50% of any Allowed Class 6 Indirect Environmental Claim in an amount less than \$500 automatically shall be treated as a Convenience Claim. Each holder of an Allowed Convenience Claim shall be paid 89% of the amount of its Allowed Convenience Claim in cash, on the later of the Effective Date and as soon as practicable after such Convenience Claim becomes Allowed. Accordingly, you have a right to vote to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

your vote counted, you must complete, sign and return this Ballot to **Kurtzman Carson Consultants LLC, Attn: Tronox Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245**, so that it is received by the **Voting Deadline**.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent immediately at:

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (866) 967-0675

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 7 – Convenience Claims – under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If your vote is not received by Tronox's Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: 5:00 PM PACIFIC TIME ON [NOVEMBER 5], 2010.

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, September 22, 2010, the undersigned was the holder of Claims in Class 7. The following amount will be used solely for purposes of tabulating your vote to accept or reject the Plan:

\$ _____

Item 2. Vote on Plan.

The holder of the Class 7 Convenience Claims against Tronox set forth in Item 1 votes to (please check one):

☐ **ACCEPT** (vote FOR) the Plan

☐ **REJECT** (vote AGAINST) the Plan

[IMPORTANT INFORMATION REGARDING THE RELEASES CONTAINED IN THE PLAN](#)

On the Effective Date, certain release, injunction, exculpation and discharge provisions will become effective. It is important to read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against Tronox so that you cast your vote accordingly.

Specifically, subject to certain exceptions set forth therein, Article VIII.D of the Plan provides as follows:

As of the Effective Date, to the fullest extent permitted by applicable law, each Holder of a Claim or an Equity Interest (including, for the avoidance of doubt, all shareholders of Tronox Incorporated) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged Tronox, Reorganized Tronox and the Released Parties from any and all Claims, Equity Interests, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any derivative Claims asserted on behalf of a debtor, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, Tronox, Tronox's restructuring, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any Security of Tronox or Reorganized Tronox, the subject matter of, or the transactions or events giving rise to, any Claim or Equity Interest that is treated in the Plan, the business or contractual arrangements between Tronox and any Released Party, the restructuring of Claims and Equity Interests prior to or during the Chapter 11 Cases, the negotiation, formulation or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Replacement DIP Documents, the Exit Credit Documents or related agreements, instruments or other documents, upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Confirmation Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes willful misconduct, gross negligence, breach of fiduciary duty or a criminal act to the extent such act or omission is determined by a Final Order to have constituted willful misconduct, gross negligence, breach of fiduciary duty or a criminal act.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST, AND EQUITY INTERESTS IN, TRONOX TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 THEREOF, AND BY ALL OTHER APPLICABLE LAW.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and Tronox:

that either: (i) the entity is the holder of the Claims in Class 7 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 7 being voted;

that the entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and

that no other Ballots with respect to the amount of the Claims in Class 7 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name and Address of Creditor:	Date: _____
	Signature: _____
	Print Name of Signatory: _____
	Title: _____
Telephone: _____	TIN/SSN: _____

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED,
OR BY FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:**

Kurtzman Carson Consultants LLC Attn: Tronox Balloting Center 2335 Alaska Avenue El Segundo, California 90245
--

THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE: 5:00 P.M. PACIFIC TIME ON [_____, 2010.
--

CLASS 7 — CONVENIENCE CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

12. Tronox is soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
13. **The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.**
14. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; (c) review the Certifications in Item 3; and (d) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline, which is 5:00 p.m. Pacific Time on [November 5], 2010.
15. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any of the Tronox debtor entities, Tronox's agents (other than the Notice and Claims Agent) or Tronox's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
16. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot.
17. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
18. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
19. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither Tronox nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

20. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
21. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, Tronox or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
22. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you received.

PLEASE RETURN YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (866) 967-0675.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010, AND IF THE VOTING DEADLINE
IS NOT EXTENDED, YOUR VOTE TRANSMITTED HEREBY WILL NOT BE COUNTED.**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

TRONOX INCORPORATED, et al.,¹

Debtors.

)
) Chapter 11
)

) Case No. 09-10156 (ALG)
)

) Jointly Administered
)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE PROPOSED FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF TRONOX INCORPORATED ET AL.
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 8
REGISTERED HOLDER EQUITY INTERESTS IN TRONOX INCORPORATED**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS
CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT IS
ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010 (THE “VOTING DEADLINE”).**

The above-captioned debtors and debtors in possession (collectively, “Tronox”) are soliciting votes with respect to the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) as set forth in the *Disclosure Statement Regarding the First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”). The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [___], 2010 (the “Solicitation Procedures Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of an Equity Interest in Tronox Incorporated in Class 8 as of September 22, 2010 (the “Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims or Equity Interests in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Kurtzman Carson**

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

Consultants LLC, F.D.R. Station, P.O. Box 8417, New York, New York 10150, so that it is received by the Voting Deadline.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent immediately at:

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (866) 967-0675

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Equity Interest. Your Equity Interest has been placed in Class 8 – Equity Interests in Tronox Incorporated – under the Plan. If you hold Claims or Equity Interests in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If your vote is not received by Tronox's Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: 5:00 PM PACIFIC TIME ON [NOVEMBER 5], 2010.

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Equity Interest.

The undersigned hereby certifies that as of the Record Date, September 22, 2010, the undersigned was the holder of Equity Interests in Tronox Incorporated (Class 8) in the following amount (insert amount in box below):

Number of Shares: _____

Class of Shares: _____

Item 2. Vote on Plan.

The holder of the Class 8 Equity Interest in Tronox set forth in Item 1 votes to (please check one):

☐ **ACCEPT** (vote FOR) the Plan

☐ **REJECT** (vote AGAINST) the Plan

IMPORTANT INFORMATION REGARDING THE RELEASES CONTAINED IN THE PLAN

On the Effective Date, certain release, injunction, exculpation and discharge provisions will become effective. It is important to read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against Tronox so that you cast your vote accordingly.

Specifically, subject to certain exceptions set forth therein, Article VIII.D of the Plan provides as follows:

As of the Effective Date, to the fullest extent permitted by applicable law, each Holder of a Claim or an Equity Interest (including, for the avoidance of doubt, all shareholders of Tronox Incorporated) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged Tronox, Reorganized Tronox and the Released Parties from any and all Claims, Equity Interests, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any derivative Claims asserted on behalf of a debtor, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, Tronox, Tronox's restructuring, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any Security of Tronox or Reorganized Tronox, the subject matter of, or the transactions or events giving rise to, any Claim or Equity Interest that is treated in the Plan, the business or contractual arrangements between Tronox and any Released Party, the restructuring of Claims and Equity Interests prior to or during the Chapter 11 Cases, the negotiation, formulation or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Replacement DIP Documents, the Exit Credit Documents or related agreements, instruments or other documents, upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Confirmation Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes willful misconduct, gross negligence, breach of fiduciary duty or a criminal act to the extent such act or omission is determined by a Final Order to have constituted willful misconduct, gross negligence, breach of fiduciary duty or a criminal act.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST, AND EQUITY INTERESTS IN, TRONOX TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 THEREOF, AND BY ALL OTHER APPLICABLE LAW.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and Tronox:

that either: (i) the entity is the holder of the Equity Interest in Tronox Incorporated in Class 8 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Equity Interest in Tronox Incorporated in Class 8 being voted;

that the entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and

that no other Ballots with respect to the amount of the Equity Interest in Tronox Incorporated in Class 8 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Equity Interests, then any such earlier Ballots are hereby revoked.

Name of Holder:	_____
	(Print or type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Date Completed:	_____

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED,
OR BY FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:**

**Kurtzman Carson Consultants LLC
599 Lexington Avenue, 39th Floor
New York, New York 10022**

**THIS BALLOT MUST BE ACTUALLY RECEIVED
BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE:**

5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010.

CLASS 8 — EQUITY INTERESTS IN TRONOX INCORPORATED

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. Tronox is soliciting the votes of holders of Equity Interests in Tronox Incorporated with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. **The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.**
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; (c) review the Certifications in Item 3; and (d) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline, which is 5:00 p.m. Pacific Time on [November 5], 2010.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any of the Tronox debtor entities, Tronox's agents (other than the Notice and Claims Agent) or Tronox's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Equity Interest in Tronox Incorporated;
 - any Ballot cast by an entity that does not hold an Equity Interest in Tronox Incorporated that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of an Equity Interest in Tronox Incorporated. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot.
6. If multiple Ballots are received from the same holder of an Equity Interest in Tronox Incorporated with respect to the same Equity Interest prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
7. You must vote all of your Equity Interests in Tronox Incorporated either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Equity Interests in Tronox Incorporated, Tronox, in its discretion, may aggregate the Equity Interests in Tronox Incorporated of any particular holder for the purpose of counting votes.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Equity Interests in Tronox Incorporated should not

surrender certificates or instruments representing or evidencing their Equity Interests, and neither Tronox nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

9. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, Tronox or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
11. If you hold Claims or Equity Interests in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you received.

PLEASE RETURN YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (866) 967-0675.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010, AND IF THE VOTING DEADLINE
IS NOT EXTENDED, YOUR VOTE TRANSMITTED HEREBY WILL NOT BE COUNTED.**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

TRONOX INCORPORATED, et al.,¹

Debtors.

)
) Chapter 11
)

) Case No. 09-10156 (ALG)
)

) Jointly Administered
)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE PROPOSED FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF TRONOX INCORPORATED ET AL.
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 8
BENEFICIAL OWNER EQUITY INTERESTS IN TRONOX INCORPORATED**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS
CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT IS
ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010 (THE “VOTING DEADLINE”).**

The above-captioned debtors and debtors in possession (collectively, “Tronox”) are soliciting votes with respect to the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) as set forth in the *Disclosure Statement Regarding the First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”). The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [___], 2010 (the “Solicitation Procedures Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of an Equity Interest in Tronox Incorporated in Class 8 as of September 22, 2010 (the “Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims or Equity Interests in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

Code. To have your vote counted, you must complete, sign and return this Ballot to your Nominee **so that they can execute a Master Ballot and send it to the voting agent so that it is received by the Voting Deadline.**

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact your Nominee or the Notice and Claims Agent immediately at:

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (866) 967-0675

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Equity Interest. Your Equity Interest has been placed in Class 8 – Equity Interests in Tronox Incorporated – under the Plan. If you hold Claims or Equity Interests in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If your vote is not received by Tronox's Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: 5:00 PM PACIFIC TIME ON [NOVEMBER 5], 2010.

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Equity Interest.

The undersigned hereby certifies that as of the Record Date, September 22, 2010, the undersigned was the holder of Equity Interests in Tronox Incorporated (Class 8) in the following amount (insert amount in box below):

Number of Shares: _____

Class of Shares: _____

Item 2. Vote on Plan.

The holder of the Class 8 Equity Interest in Tronox set forth in Item 1 votes to (please check one):

☐ **ACCEPT** (vote FOR) the Plan

☐ **REJECT** (vote AGAINST) the Plan

IMPORTANT INFORMATION REGARDING THE RELEASES CONTAINED IN THE PLAN

On the Effective Date, certain release, injunction, exculpation and discharge provisions will become effective. It is important to read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against Tronox so that you cast your vote accordingly.

Specifically, subject to certain exceptions set forth therein, Article VIII.D of the Plan provides as follows:

As of the Effective Date, to the fullest extent permitted by applicable law, each Holder of a Claim or an Equity Interest (including, for the avoidance of doubt, all shareholders of Tronox Incorporated) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged Tronox, Reorganized Tronox and the Released Parties from any and all Claims, Equity Interests, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any derivative Claims asserted on behalf of a debtor, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, Tronox, Tronox's restructuring, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any Security of Tronox or Reorganized Tronox, the subject matter of, or the transactions or events giving rise to, any Claim or Equity Interest that is treated in the Plan, the business or contractual arrangements between Tronox and any Released Party, the restructuring of Claims and Equity Interests prior to or during the Chapter 11 Cases, the negotiation, formulation or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Replacement DIP Documents, the Exit Credit Documents or related agreements, instruments or other documents, upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Confirmation Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes willful misconduct, gross negligence, breach of fiduciary duty or a criminal act to the extent such act or omission is determined by a Final Order to have constituted willful misconduct, gross negligence, breach of fiduciary duty or a criminal act.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST, AND EQUITY INTERESTS IN, TRONOX TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 THEREOF, AND BY ALL OTHER APPLICABLE LAW.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and Tronox:

that either: (i) the entity is the holder of the Equity Interest in Tronox Incorporated in Class 8 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Equity Interest in Tronox Incorporated in Class 8 being voted;

that the entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and

that no other Ballots with respect to the amount of the Equity Interest in Tronox Incorporated in Class 8 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Equity Interests, then any such earlier Ballots are hereby revoked.

Name of Holder:	_____
	(Print or type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Date Completed:	_____

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND
RETURN IT PROMPTLY TO YOUR NOMINEE OR IN THE ENVELOPE PROVIDED.**

**THE MASTER BALLOT FROM YOUR NOMINEE MUST BE ACTUALLY RECEIVED
BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE:
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010.**

CLASS 8 — EQUITY INTERESTS IN TRONOX INCORPORATED

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. Tronox is soliciting the votes of holders of Equity Interests in Tronox Incorporated with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. **The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.**
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; (c) review the Certifications in Item 3; and (d) sign and return the Ballot to your Nominee or to the address set forth on the enclosed pre-addressed envelope in sufficient time for your Nominee to transcribe your instructions onto a Master Ballot and deliver it so that it is actually received by the Notice and Claims Agent on or before the Voting Deadline, which is 5:00 p.m. Pacific Time on [November 5], 2010.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any of the Tronox debtor entities, Tronox's agents (other than the Notice and Claims Agent) or Tronox's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Equity Interest in Tronox Incorporated;
 - any Ballot cast by an entity that does not hold an Equity Interest in Tronox Incorporated that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of an Equity Interest in Tronox Incorporated. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent actually receives the originally executed Ballot.
6. If multiple Ballots are received from the same holder of an Equity Interest in Tronox Incorporated with respect to the same Equity Interest prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
7. You must vote all of your Equity Interests in Tronox Incorporated either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Equity Interests in Tronox Incorporated, Tronox, in its discretion, may aggregate the Equity Interests in Tronox Incorporated of any particular holder for the purpose of counting votes.

8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Equity Interests in Tronox Incorporated should not surrender certificates or instruments representing or evidencing their Equity Interests, and neither Tronox nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
9. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, Tronox or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
11. If you hold Claims or Equity Interests in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you received.

PLEASE RETURN YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (866) 967-0675.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THE MASTER BALLOT FROM YOUR NOMINEE ON OR BEFORE THE VOTING DEADLINE,
WHICH IS 5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010, AND IF THE VOTING DEADLINE
IS NOT EXTENDED, YOUR VOTE TRANSMITTED HEREBY WILL NOT BE COUNTED.**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

TRONOX INCORPORATED, et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 09-10156 (ALG)
)
) Jointly Administered
)

**MASTER BALLOT FOR VOTING TO ACCEPT OR REJECT THE PROPOSED FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF TRONOX INCORPORATED ET AL.
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 8
EQUITY INTERESTS IN TRONOX INCORPORATED**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS
CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT IS
ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
5:00 P.M. PACIFIC TIME ON [NOVEMBER 5], 2010 (THE “VOTING DEADLINE”).**

The above-captioned debtors and debtors in possession (collectively, “Tronox”) are soliciting votes with respect to the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement Regarding the First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Disclosure Statement”). The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [___], 2010 (the “Solicitation Procedures Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot² because our records indicate that you are a holder of an Equity Interest(s) in Class 8 as of September 22, 2010 (the “Record Date”) against Tronox Incorporated. Accordingly, you have a right to vote to accept or reject the Plan.

This Master Ballot is to be used by you, as broker, bank or other Nominee for the Beneficial Holder of a Class 8 Equity Interest, as of the Record Date, to transmit the votes of such holder to accept or reject the Plan. Please take any action required to enable each Equity Interest holder to timely vote to accept or reject the Plan. **THIS MASTER BALLOT RELATES TO VOTES CAST ON ACCOUNT OF HOLDERS OF EQUITY INTEREST IN TRONOX INCORPORATED.**

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

² All capitalized terms not defined herein shall have the meaning ascribed to such term in the Plan.

If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot so that it is received by the deadline indicated above to:

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF TRONOX OR THE NOTICE AND CLAIMS AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN.

IMPORTANT

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE NOTICE AND CLAIMS

**CARSON
ON OR BEFORE THE
OF 5:00 PM PACIFIC
[NOVEMBER 5], 2010.
NOT COMPLETED,
RECEIVED ON OR
VOTING DEADLINE
DEADLINE IS NOT**

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
599 Lexington Avenue, 39th Floor
New York, New York 10022
Telephone: (917) 281-4800

VOTES AND ELECTIONS TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

**AGENT, KURTZMAN
CONSULTANTS LLC
VOTING DEADLINE
TIME, ON
IF THIS BALLOT IS
SIGNED AND
BEFORE THE
AND THE VOTING
EXTENDED, THE**

You should carefully review the Disclosure Statement, the Plan and the instructions contained herein before you transmit votes and elections. You or the Equity Interest holders for whom you are representing may wish to seek legal advice concerning the Plan and the classification and treatment of the Class 8 Equity Interests under the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you and the Equity Interest holders for whom you are representing, whether or not such beneficial owners vote and whether or not any votes are transmitted by this Master Ballot.

VOTING DEADLINE: 5:00 PM PACIFIC TIME ON [NOVEMBER 5], 2010.

Ballots will not be accepted by facsimile transmission or electronic mail.

PLEASE NOTE:

If you are both the registered owner and Beneficial Holder of Class 8 and you wish to vote such interests:

You may complete, execute and return to the Notice and Claims Agent a Master Ballot with respect to such Class 8 Equity Interests that you as Beneficial Holder wish to vote.

If you are transmitting the votes of any Beneficial Holders of Class 8 Equity Interests other than yourself, you may either:

distribute pre-validated Ballots pursuant to the following procedures:

1. ~~(1)~~ you will forward to each Beneficial Holder as of the Record Date the Solicitation Package, an individual Ballot that has been pre-validated, as indicated in paragraph 1(b) below, together with a return envelope provided by and addressed to the Notice and Claims Agent;
1. ~~(2)~~ to pre-validate a Ballot, you should complete the first item only and execute the Ballot and indicate on the Ballot your name as the Nominee, the amount of securities you hold for the Beneficial Holder and the account number(s) for the account(s) in which such securities are held by you as the Nominee; and
1. ~~(3)~~ the Beneficial Holder shall return the pre-validated Ballot to the Notice and Claims Agent by the Voting Deadline; or

vote on behalf of Beneficial Holders of such securities by (a) immediately distributing the Solicitation Package, including Ballots, you receive from the Notice and Claims Agent to all such Beneficial Holders together with a return envelope, postage pre-paid, addressed to you, (b) promptly collecting Ballots from such Beneficial Holders that cast votes on the Plan, (c) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot, and (d) transmitting the Master Ballot to the Notice and Claims Agent by the Voting Deadline of 5:00 p.m. Pacific Time on [November 5], 2010.

With respect to all Ballots returned to you, you must properly complete the Master Ballot, as follows:

Check the appropriate box in Item 1 on the Master Ballot;

1. In Item 2 of this Master Ballot, indicate the votes to accept or reject the Plan, as transmitted to you by the Beneficial Holders of Class 8 Equity Interests. To identify such Beneficial Holders without disclosing their names, please use the customer account number assigned by you to each such Beneficial Holder, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each Beneficial Holder and the assigned number). **IMPORTANT: BENEFICIAL HOLDERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL HOLDER MUST VOTE ALL OF THEIR CLASS 8 EQUITY INTERESTS EITHER TO ACCEPT OR REJECT THE PLAN. IF ANY BENEFICIAL HOLDER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE NOTICE AND CLAIMS AGENT IMMEDIATELY.** Any Ballot or Master Ballot that is validly executed but (i) does not indicate acceptance or rejection of the Plan by the indicated Beneficial Holder, or (ii) indicates both an acceptance and rejection of the Plan by the indicated Beneficial Holder, will not be counted as to such Beneficial Holder;
1. ~~(4)~~ Review the certification in Item 3 of the Master Ballot;
1. ~~(5)~~ In Item 3, sign and date the Master Ballot, and provide the remaining information requested;
1. ~~(6)~~ If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding; and
1. ~~(7)~~ Deliver the completed, executed Master Ballot so as to be **actually received** by the Notice and Claims Agent before the Voting Deadline. For each completed, executed Ballot returned to you

by a Beneficial Holder, either forward such Ballot (along with your Master Ballot) to the Notice and Claims Agent or retain such Ballot in your files for one (1) year from the Voting Deadline.

PLEASE NOTE:

This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan.

No Ballot or Master Ballot shall constitute or be deemed to be a proof of Claim or an assertion of a Claim.

No fees, commissions, or other remuneration will be payable to any broker, bank, dealer, Nominee or other person for soliciting Ballots accepting the Plan. Tronox will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the Beneficial Holders of Class 8 Equity Interests held by you as a Nominee or in a fiduciary capacity.

No Master Ballot may be submitted by email, facsimile or other means of electronic transmission.

<p>IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE SOLICITATION PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, THE DISCLOSURE STATEMENT OR OTHER RELATED MATERIALS, PLEASE CALL THE NOTICE AND CLAIMS AGENT AT (917) 281-4800.</p>
--

MASTER BALLOT

Item 1. Certification of Authority to Vote. The undersigned certifies that it (please check the applicable box):

- ☐ is a broker, bank or other Nominee for the Beneficial Holder of Class 8 — Equity Interests in Tronox Incorporated in the amount listed in Item 2 below as of 5:00 p.m. Pacific Time on September 22, 2010, or is the registered holder of such securities; or
- ☐ is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank or other Nominee or a Beneficial Holder that on August, 9, 2010 was the holder of the amount listed on Item 2 below; or
- ☐ is acting under a proxy granted by a broker, bank or other Nominee for the Beneficial Holders (please attach a copy of the proxy to the Master Ballot),

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holders of Equity Interests classified in Class 8.

Item 2. Class 8 — Equity Interests in Tronox Incorporated's Vote on the Plan – Number of Beneficial Holders. The undersigned certifies that the following Beneficial Holders of Class 8, as identified by their respective customer account numbers, were Beneficial Holders of Interests in Tronox Incorporated on September 22, 2010 and have delivered to the undersigned, as Nominee, properly executed Ballots casting votes as indicated and containing instructions for the casting of those votes on their behalf (indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table). **Please note: Each Beneficial Holder must vote all of their Class 8 Interests either to accept or reject the Plan and may not split such vote.**

ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.

Customer Name or Account Number for Each Beneficial Holder	Votes on the Plan	
	Accept the Plan (Number of Shares)	Reject the Plan (Number of Shares)
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
TOTALS		

IF YOU ARE ACTING AS A NOMINEE FOR MORE THAN TEN BENEFICIAL HOLDERS, PLEASE ATTACH ADDITIONAL SHEETS, AS NECESSARY.

IMPORTANT INFORMATION REGARDING THE RELEASES CONTAINED IN THE PLAN

On the Effective Date, certain release, injunction, exculpation and discharge provisions will become effective. It is important to read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against Tronox so that you cast your vote accordingly.

Specifically, subject to certain exceptions set forth therein, Article VIII.D of the Plan provides as follows:

As of the Effective Date, to the fullest extent permitted by applicable law, each Holder of a Claim or an Equity Interest (including, for the avoidance of doubt, all shareholders of Tronox Incorporated) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged Tronox, Reorganized Tronox and the Released Parties from any and all Claims, Equity Interests, obligations, rights, suits, damages, causes of action, remedies and liabilities whatsoever, including any derivative Claims asserted on behalf of a debtor, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, Tronox, Tronox's restructuring, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any Security of Tronox or Reorganized Tronox, the subject matter of, or the transactions or events giving rise to, any Claim or Equity Interest that is treated in the Plan, the business or contractual arrangements between Tronox and any Released Party, the restructuring of Claims and Equity Interests prior to or during the Chapter 11 Cases, the negotiation, formulation or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Replacement DIP Documents, the Exit Credit Documents or related agreements, instruments or other documents, upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Confirmation Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes willful misconduct, gross negligence, breach of fiduciary duty or a criminal act to the extent such act or omission is determined by a Final Order to have constituted willful misconduct, gross negligence, breach of fiduciary duty or a criminal act.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST, AND EQUITY INTERESTS IN, TRONOX TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 THEREOF, AND BY ALL OTHER APPLICABLE LAW.

~~Item 3. Certification.~~ By signing this Master Ballot, the undersigned certifies that each Beneficial Holder of Class 8 Equity Interests listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and certifies and acknowledges that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank or other Nominee:

(Print or type)

Participant Number: _____

Name of Proxy Holder or Agent for Broker,
Bank or Other Nominee (if applicable):

Signature: _____

Print Name: _____

Title: _____
(If appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone: (____) _____

Date Completed: _____

THIS MASTER BALLOT MUST BE ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT AT THE ADDRESS LISTED [NOVEMBER 5], 2010, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.

Kurtzman Carson Consultants LLC
Attn: Tronox Balloting Center
599 Lexington Avenue, 39th Floor
New York, New York 10022

PLEASE NOTE: THE NOTICE AND CLAIMS AGENT WILL *NOT* ACCEPT BALLOTS OR MASTER BALLOTS BY FAX TRANSMISSION.

ANY BALLOT THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR A REJECTION OF THE PLAN, OR THAT INDICATES THE PLAN OR OTHERWISE COMPLY WITH THE DISCLOSURE STATEMENT OR THE SOLICITATION PROCEDURES, WILL NOT BE COUNTED.

Exhibit 3

Confirmation Hearing Notice

Richard M. Cieri
Jonathan S. Henes
Patrick J. Nash, Jr. (admitted *pro hac vice*)
Nicole L. Greenblatt
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
	)	Chapter 11
)	
TRONOX INCORPORATED, <u>et al.</u> , ¹	)	Case No. 09-10156 (ALG)
)	
Debtors.	)	Jointly Administered
)	

NOTICE OF ORDER (I) APPROVING THE DISCLOSURE
STATEMENT; (II) ESTABLISHING A RECORD DATE FOR VOTING ON
THE PLAN OF REORGANIZATION; (III) APPROVING SOLICITATION
PACKAGES AND PROCEDURES FOR THE DISTRIBUTION THEREOF;
(IV) APPROVING THE FORMS OF BALLOTS; (V) ESTABLISHING
PROCEDURES FOR VOTING ON THE PLAN; AND (VI) ESTABLISHING NOTICE
AND OBJECTION PROCEDURES FOR THE CONFIRMATION OF THE PLAN

TO ALL CREDITORS, EQUITY INTEREST HOLDERS AND PARTIES IN INTEREST IN
THE ABOVE-CAPTIONED CHAPTER 11 CASES, PLEASE TAKE NOTICE THAT:

~~1.~~1. Approval of Disclosure Statement and Solicitation Procedures. On [_____],
the United States Bankruptcy Court for the Southern District of New York (the
“**Bankruptcy Court**”) entered an order (the “**Solicitation Procedures Order**”) approving, among other things, (a) the *Disclosure Statement Regarding the Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1948] dated September 1, 2010 (the

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

“**Disclosure Statement**”), as providing adequate information for holders of Claims² against or Equity Interests in the above-captioned debtors and debtors in possession (collectively, “**Tronox**”) to make a decision as to whether to accept or reject the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1947], dated September 1, 2010 (the “**Plan**”) and (b) the procedures for solicitation of votes to accept or reject the Plan and the tabulation of such votes on the Plan (the “**Solicitation Procedures**”).

VOTING ON THE PLAN

~~2.~~ 2. **Record Date.** Pursuant to the Solicitation Procedures Order, holders of Claims against Tronox and Equity Interests in Tronox Incorporated as of **5:00 p.m. Pacific Time on September 22, 2010**, the voting record date established by the Solicitation Procedures Order (the “**Record Date**”), will receive the appropriate solicitation materials, including a copy of this notice (collectively, the “**Solicitation Packages**”).

~~3.~~ 3. **Voting Classes.** Holders of Claims as of the Record Date that are entitled to vote to accept or reject the Plan include holders of Claims in Class 3 (General Unsecured Claims), Class 4 (Tort Claims), Class 5 (Environmental Claims), Class 6 (Indirect Environmental Claims) and Class 7 (Convenience Claims). For the settlement purposes only, Tronox is also soliciting votes from holders of Equity Interests in Class 8 (Equity Interests in Tronox Incorporated).

~~4.~~ 4. **Voting Deadline.** Any holder of a Claim or Equity Interest that Tronox believes is entitled to vote on the Plan has been mailed a Solicitation Package that includes a ballot or master ballot form (a “**Ballot**”) and appropriate instructions for voting on the Plan. For any vote to accept or reject the Plan to be counted, a Ballot or Master Ballot must be completely filled out, executed and returned so that it is actually received by Kurtzman Carson Consultants LLC (the “**Notice and Claims Agent**”) no later than **5:00 p.m. Pacific Time on [November 5], 2010** (the “**Voting Deadline**”) at the following address: Kurtzman Carson Consultants LLC, Attn: Tronox Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245.

Creditors and shareholders who are entitled to vote on the Plan are urged to read all instructions on their Ballots carefully to ensure that their Ballots are properly completed and timely submitted. ***Any Ballot received after the Voting Deadline will not be counted (unless the Voting Deadline is extended) and failure to follow the voting instructions accompanying the Ballot may also disqualify your vote.***

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or the Disclosure Statement, as applicable.

TEMPORARY ALLOWANCE OF CLAIMS FOR VOTING

- ~~5-~~ 5. Temporary Allowance of Claims. Creditors that are not entitled to vote on the Plan or that disagree with the Claim amount indicated on the Ballot they receive on account of a Claim in a Voting Class may nevertheless still be able to vote their Claim (or vote a different Claim amount) if a “**Voting Resolution Event**” occurs in accordance with, and subject to, the procedures set forth in the Solicitation Procedures Order prior to the Voting Deadline of **[November 5], 2010 at 5:00 p.m. (PT)**.
- ~~6-~~ 6. Voting Resolution Event. Each of the following events constitutes a Voting Resolution Event solely with respect to the temporary allowance of claims for voting purposes: (a) an order of the Bankruptcy Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing; (b) an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing; (c) a stipulation or other agreement is executed between the holder of such Claim and Tronox (in consultation with the Creditors’ Committee) resolving the objection and allowing such Claim in an agreed-upon amount; (d) a stipulation or other agreement is executed between the holder of each Claim and Tronox (in consultation with the Creditors’ Committee) temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or (e) the pending objection to such Claim is voluntarily withdrawn by Tronox. This is intended only as a summary of the procedures for the temporary allowance of Claims for voting purposes. Please refer to the Solicitation Procedures Order for a comprehensive description of the requirements for the temporary allowance of Claims solely for voting purposes.

CONFIRMATION OF THE PLAN

- ~~7-~~ 7. Confirmation Hearing. A hearing to consider confirmation of the Plan (the “**Confirmation Hearing**”) will be held on [____], **2010 at [__] (ET)**, or as soon thereafter as counsel may be heard, at the United States Bankruptcy Court for the Southern District of New York, Room 617, 1 Bowling Green, New York, New York 10004-1408 before the Honorable Allan L. Gropper, United States Bankruptcy Judge. ***The Confirmation Hearing may be continued from time to time without further notice, including by announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.***
- ~~8-~~ 8. Objection Deadline. **November 5, 2010 at 4:00 p.m. Eastern Time**, is the deadline for objecting to confirmation of the Plan (unless otherwise agreed by Tronox or by order of the Bankruptcy Court).
- ~~9-~~ 9. Objection Procedures. Any objection to confirmation of the Plan must be filed and served in accordance with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York and shall (i) set forth the name of the objector, the nature and amount of Claims or interests held or asserted by the objector against Tronox’s estates or property, (ii) be in writing, (iii) state with particularity the basis for the objection and specific grounds therefore and (iv) be

electronically filed with the Bankruptcy Court in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a CD ROM, preferably in Portable Document Format (PDF), Microsoft Word, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers) and served, with a copy to chambers, so that it is actually received on or before **[November 5], 2010 at 4:00 p.m. Eastern Time**, by the following notice parties:

Counsel to Tronox	Counsel to the Agent for Tronox's Postpetition Secured Lenders
Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attn: Jonathan Henes and Nicole Greenblatt	Latham & Watkins LLP 233 South Wacker Drive, Suite 5800 Chicago Illinois 60606 Attn: Richard Levy
Counsel to the Creditors' Committee	Counsel to the Equity Committee
Paul Weiss Rifkind Wharton & Garrison LLP 1285 Avenue of the Americas New York, NY 10019 Attn: Brian Hermann and Elizabeth McColm	Pillsbury Winthrop Shaw Pittman LLP 1540 Broadway New York, NY 10036 Attn: Craig Barbarosh, David Crichlow and Karen Dine
United States Trustee	Office of the United States Attorney for SDNY
Office of the United States Trustee 33 Whitehall Street, 21st Floor New York, NY 10004 Attn: Susan Golden	Office of the United States Attorney for SDNY 86 Chambers Street, 3rd Floor New York, NY 10007 Attn: Robert Yalen and Tomoko Onozawa

~~10.~~ 10. **Effect of Confirmation.** Subject to the satisfaction of the conditions set forth in Article IX of the Plan, the Plan will be consummated on the Effective Date. Among other things, on the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article VIII of the Plan will become effective. You should read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan will affect you and any Claim, Equity Interest in Tronox Incorporated, right or action you may have against Tronox. **THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 OF THE BANKRUPTCY CODE, AND BY ALL OTHER APPLICABLE LAW.**

ADDITIONAL INFORMATION

~~11.~~ 11. Additional Copies of Documents. Copies of the Plan and the Disclosure Statement are available for review at the Office of the Clerk, United States Bankruptcy Court for the Southern District of New York, 1 Bowling Green, New York, New York 10004-1408, and on the Bankruptcy Court's website at www.nysb.uscourts.gov. Copies of the Plan, the Disclosure Statement, and the materials comprising the Solicitation Packages are also available free of charge on the website of the Notice and Claims Agent at www.kccllc.net/tronox or upon request from the Notice and Claims Agent by calling (866) 967-0675.

~~12.~~ 12. Plan Supplement Documents. On or before [October 22], 2010, Tronox will file certain documents, agreements, schedules and exhibits with the Bankruptcy Court that relate to implementation of the Plan, including exit credit agreements and new organizational documents (collectively, the "**Plan Supplement**"). Notice of the filing will be provided to known creditors and other parties in interest informing parties that printed copies of the Plan Supplement will be available free of charge upon request to the Notice and Claims Agent.

New York, New York
Dated: _____, 2010

KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022

Counsel to the Debtors and Debtors in Possession

Exhibit 4

Tort Notice

Richard M. Cieri
Jonathan S. Henes
Patrick J. Nash, Jr. (admitted *pro hac vice*)
Nicole L. Greenblatt
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
	)	Chapter 11
)	
TRONOX INCORPORATED, <u>et al.</u> , ¹	)	Case No. 09-10156 (ALG)
)	
Debtors.	)	Jointly Administered
)	

**NOTICE TO TORT CLAIMANTS REGARDING TRONOX'S
PROPOSED FIRST AMENDED JOINT PLAN OF REORGANIZATION
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that on [_____], the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered an order (the “**Solicitation Procedures Order**”) approving, among other things, (a) the *Disclosure Statement Regarding the Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1948] dated September 1, 2010 (the “**Disclosure Statement**”), as providing adequate information for holders of Claims² against or Equity Interests in the above-captioned debtors and debtors in possession (collectively, “**Tronox**”) to make a decision as to whether to accept or reject the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1947], dated September 1, 2010 (the “**Plan**”) and (b) the procedures for solicitation of votes to accept or reject the Plan and the tabulation of such votes on the Plan (the “**Solicitation Procedures**”).

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or the Disclosure Statement, as applicable.

PLEASE TAKE FURTHER NOTICE that the Plan provides that holders of Tort Claims will receive a Distribution from the Tort Claims Trust in accordance with the Tort Claims Trust Distribution Procedures.

YOU ARE RECEIVING THIS NOTICE because you have filed a claim in Tronox's chapter 11 cases that appears to be a Tort Claim.

The Plan provides for the following allocations to holders of Tort Claims, in accordance with the terms of the Tort Claims Trusts Agreement:

- the right to 12% of the proceeds of the Anadarko Litigation, in accordance with the Anadarko Litigation Trust Agreement;
- the Funded Tort Claims Trust Amount; and
- the Tort Claims Insurance Assets.

Because holders of Tort Claims will receive distributions under the Plan, you are entitled to vote on Tronox's Plan and you will receive a copy of Tronox's Disclosure Statement (with the Plan attached thereto as Exhibit A) as part of your Solicitation Package

Pursuant to the Solicitation Procedures Order, all Tort Claims will vote their claims in the amount of \$1.00 **for voting purposes only**. This notice is intended only as a summary of the procedures for the allowance of Tort Claims for voting purposes. Please refer to the Solicitation Procedures Order for a comprehensive description of the requirements for the allowance of Tort Claims solely for voting purposes. Failure to comply with the voting instructions as set forth in the Solicitation Procedures may invalidate your vote.

If you believe that your Claim against Tronox has been misclassified as a Tort Claim, then you must file with the Bankruptcy Court and serve counsel to each of Tronox and the Creditors' Committee with a motion for an order, pursuant to rule 3018(a) of the Federal Rules of Bankruptcy Procedure, temporarily allowing your claim for purposes of voting to accept or reject the Plan, on or before **[October 15], 2010 at 4:00 p.m. (ET)**. If you and Tronox are unable to consensually resolve any such dispute, a hearing will be scheduled before the Bankruptcy Court on such dispute.

If you would like to request additional copies of Tronox's Plan and/or Disclosure Statement, you should contact Tronox's notice and claims agent, Kurtzman Carson Consultants LLC, at (866) 967-0675 or by mail at Kurtzman Carson Consultants LLC, Attn: Tronox Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245. Copies of the Plan and Disclosure Statement are also available free of charge at www.kccllc.net/tronox.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[November 5], 2010 at 4:00 p.m. (ET)**. Any objection to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules and any orders of the Bankruptcy Court; (c) state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such entity; (d) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve

such objection; and (e) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is **actually received** no later than the objection deadline noted above by the following parties:

Counsel to Tronox	Counsel to the Agent for Tronox's Postpetition Secured Lenders
Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attn: Jonathan Henes and Nicole Greenblatt	Latham & Watkins LLP 233 South Wacker Drive, Suite 5800 Chicago Illinois 60606 Attn: Richard Levy
Counsel to the Creditors' Committee	Counsel to the Equity Committee
Paul Weiss Rifkind Wharton & Garrison LLP 1285 Avenue of the Americas New York, NY 10019 Attn: Brian Hermann and Elizabeth McColm	Pillsbury Winthrop Shaw Pittman LLP 1540 Broadway New York, NY 10036 Attn: Craig Barbarosh, David Crichlow and Karen Dine
United States Trustee	Office of the United States Attorney for SDNY
Office of the United States Trustee 33 Whitehall Street, 21st Floor New York, NY 10004 Attn: Susan Golden	Office of the United States Attorney for SDNY 86 Chambers Street, 3rd Floor New York, NY 10007 Attn: Robert Yalen and Tomoko Onozawa

PLEASE TAKE FURTHER NOTICE THAT the hearing to consider confirmation of the Plan is scheduled to take place on [____], 2010 at [____] (ET), before the Honorable Allan L. Gropper in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 617, New York, New York 10004-1408. ***The Confirmation Hearing may be continued from time to time without further notice, including by announcement of the adjournment date(s) at the Confirmation Hearing or any continued hearing.***

Subject to the satisfaction of the conditions set forth in Article IX of the Plan, the Plan will be consummated on the Effective Date. Among other things, on the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article VIII of the Plan will become effective. You should read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan will affect you and any Claim, Equity Interest in Tronox Incorporated, right or action you may have against Tronox. **THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 OF THE BANKRUPTCY CODE, AND BY ALL OTHER APPLICABLE LAW.**

THIS NOTICE IS FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS REGARDING YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE NOTICE AND CLAIMS AGENT.

Dated: New York, New York

KIRKLAND & ELLIS LLP

_____, 2010

601 Lexington Avenue
New York, New York 10022

Counsel to the Debtors and Debtors in Possession

Exhibit 5

Notice of Non-Voting Status

Richard M. Cieri
Jonathan S. Henes
Patrick J. Nash, Jr. (admitted *pro hac vice*)
Nicole L. Greenblatt
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
	)	Chapter 11
)	
TRONOX INCORPORATED, <u>et al.</u> , ¹	)	Case No. 09-10156 (ALG)
)	
Debtors.	)	Jointly Administered
)	

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO
HOLDERS OF CLAIMS DEEMED TO ACCEPT TRONOX'S
PROPOSED FIRST AMENDED JOINT PLAN OF REORGANIZATION
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that on [_____], the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered an order (the “**Solicitation Procedures Order**”) approving, among other things, (a) the *Disclosure Statement Regarding the Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1948] dated September 1, 2010 (the “**Disclosure Statement**”), as providing adequate information for holders of Claims² against or Equity Interests in the above-captioned debtors and debtors in possession (collectively, “**Tronox**”) to make a decision as to whether to accept or reject the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1947], dated September 1, 2010 (the “**Plan**”) and (b) the procedures for solicitation of votes to accept or reject the Plan and the tabulation of such votes on the Plan (the “**Solicitation Procedures**”).

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or the Disclosure Statement, as applicable.

PLEASE TAKE FURTHER NOTICE that this notice of non-voting status is being sent to holders of Claims in Class 1 (Priority Non-Tax Claims) and Class 2 (Secured Claims), whose Claims are unimpaired, and therefore are (i) deemed to accept the Plan and (ii) not entitled to vote on the Plan.

YOU ARE RECEIVING THIS NOTICE because you have filed a claim in Tronox's chapter 11 cases that appears to be in Class 1 or Class 2.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST TRONOX ARE UNIMPAIRED AND WILL BE PAID IN FULL IN CASH OR OTHERWISE RENDERED UNIMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(F) OF THE BANKRUPTCY CODE, YOU ARE DEEMED TO ACCEPT THE PLAN AND ARE NOT ENTITLED TO VOTE ON THE PLAN.

NOTWITHSTANDING THIS NOTICE OF NON-VOTING STATUS, YOU HAVE THE RIGHT TO (I) CONTEST YOUR NON-VOTING STATUS AND (II) OBJECT TO CONFIRMATION OF THE PLAN.

If you believe that your claim against Tronox has been misclassified as a non-voting claim, then you must file with the Bankruptcy Court and serve counsel to each of Tronox and the Creditors' Committee with a motion for an order, pursuant to rule 3018(a) of the Federal Rules of Bankruptcy Procedure, temporarily allowing your claim in a different class for purposes of voting to accept or reject the Plan, on or before **[October 15], 2010 at 4:00 p.m. (ET)**. If you and Tronox are unable to consensually resolve any such dispute, a hearing will be scheduled before the Bankruptcy Court on such dispute.

If you would like to request a copy of Tronox's Plan and/or Disclosure Statement, you should contact Tronox's notice and claims agent, Kurtzman Carson Consultants LLC, at (866) 967-0675 or by mail at Kurtzman Carson Consultants LLC, Attn: Tronox Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245. Copies of the Plan and Disclosure Statement are also available free of charge at www.kccllc.net/tronox.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[November 5], 2010 at 4:00 p.m. (ET)**. Any objection to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules and any orders of the Bankruptcy Court; (c) state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such entity; (d) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is **actually received** no later than the objection deadline noted above by the following parties:

Counsel to Tronox	Counsel to the Agent for Tronox's Postpetition Secured Lenders
Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attn: Jonathan Henes and Nicole Greenblatt	Latham & Watkins LLP 233 South Wacker Drive, Suite 5800 Chicago Illinois 60606 Attn: Richard Levy
Counsel to the Creditors' Committee	Counsel to the Equity Committee
Paul Weiss Rifkind Wharton & Garrison LLP 1285 Avenue of the Americas New York, NY 10019 Attn: Brian Hermann and Elizabeth McColm	Pillsbury Winthrop Shaw Pittman LLP 1540 Broadway New York, NY 10036 Attn: Craig Barbarosh, David Crichlow and Karen Dine
United States Trustee	Office of the United States Attorney for SDNY
Office of the United States Trustee 33 Whitehall Street, 21st Floor New York, NY 10004 Attn: Susan Golden	Office of the United States Attorney for SDNY 86 Chambers Street, 3rd Floor New York, NY 10007 Attn: Robert Yalen and Tomoko Onozawa

PLEASE TAKE FURTHER NOTICE THAT the hearing to consider confirmation of the Plan is scheduled to take place on [____], 2010 at [____] (ET), before the Honorable Allan L. Gropper in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 617, New York, New York 10004-1408. ***The Confirmation Hearing may be continued from time to time without further notice, including by announcement of the adjournment date(s) at the Confirmation Hearing or any continued hearing.***

Subject to the satisfaction of the conditions set forth in Article IX of the Plan, the Plan will be consummated on the Effective Date. Among other things, on the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article VIII of the Plan will become effective. You should read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan will affect you and any Claim, Equity Interest in Tronox Incorporated, right or action you may have against Tronox. **THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 OF THE BANKRUPTCY CODE, AND BY ALL OTHER APPLICABLE LAW.**

THIS NOTICE IS FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS REGARDING YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE NOTICE AND CLAIMS AGENT.

Dated: New York, New York
_____, 2010

KIRKLAND & ELLIS LLP
601 Lexington Avenue

New York, New York 10022

Counsel to the Debtors and Debtors in Possession

Exhibit 6

Notice to Disputed Claims

Richard M. Cieri
Jonathan S. Henes
Patrick J. Nash, Jr. (admitted *pro hac vice*)
Nicole L. Greenblatt
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
	)	Chapter 11
TRONOX INCORPORATED, <u>et al.</u> , ¹	)	Case No. 09-10156 (ALG)
)	
Debtors.	)	Jointly Administered
)	

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO
HOLDERS OF DISPUTED CLAIMS NOT ENTITLED TO VOTE
ON TRONOX'S PROPOSED FIRST AMENDED JOINT PLAN OF
REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that on [_____], the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered an order (the “**Solicitation Procedures Order**”) approving, among other things, (a) the *Disclosure Statement Regarding the Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1948] dated September 1, 2010 (the “**Disclosure Statement**”), as providing adequate information for holders of Claims² against or Equity Interests in the above-captioned debtors and debtors in possession (collectively, “**Tronox**”) to make a decision as to whether to accept or reject the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1947], dated September 1, 2010 (the “**Plan**”) and (b) the procedures for solicitation of votes to accept or reject the Plan and the tabulation of such votes on the Plan (the “**Solicitation Procedures**”).

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or the Disclosure Statement, as applicable.

YOU ARE RECEIVING THIS NOTICE because you are the holder of a Claim in Tronox's chapter 11 cases that is listed as contingent, unliquidated or disputed, either in the Schedules or in a timely filed proof of Claim or is currently subject to a pending objection (an "**Disputed Claim**") as of **September 22, 2010 at 5:00 p.m. (PT)** (the "**Record Date**").

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Plan and the Solicitation Procedures approved by the Bankruptcy Court for soliciting votes on the Plan, **holders of Disputed Claims are not entitled to vote on the Plan.**

NOTWITHSTANDING THIS NOTICE OF YOUR NON-VOTING STATUS, YOU HAVE THE RIGHT TO (I) CONTEST YOUR NON-VOTING STATUS AND (II) OBJECT TO CONFIRMATION OF THE PLAN.

If you believe that your claim against Tronox has been misclassified as a non-voting claim, then you must file with the Bankruptcy Court and serve counsel to each of Tronox and the Creditors' Committee with a motion for an order, pursuant to rule 3018(a) of the Federal Rules of Bankruptcy Procedure, temporarily allowing your claim in a different class for purposes of voting to accept or reject the Plan, on or before **[October 15], 2010 at 4:00 p.m. (ET)**. If you and Tronox are unable to consensually resolve any such dispute, a hearing will be scheduled before the Bankruptcy Court on such dispute.

If you would like to request a copy of Tronox's Plan and/or Disclosure Statement, you should contact Tronox's notice and claims agent, Kurtzman Carson Consultants LLC, at (866) 967-0675 or by mail at Kurtzman Carson Consultants LLC, Attn: Tronox Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245. Copies of the Plan and Disclosure Statement are also available free of charge at www.kccllc.net/tronox.

Unless otherwise ordered by the Bankruptcy Court, you may only be permitted to vote on the Plan if your Claim is temporarily allowed pursuant to one or more of the following resolution events (each, a "**Resolution Event**") which must take place prior to the Voting Deadline of **[November 5], 2010 at 5:00 p.m. (PT)**:

- (1) an order of the Bankruptcy Court is entered allowing your Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
- (2) an order of the Bankruptcy Court is entered temporarily allowing your Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
- (3) a stipulation or other agreement is executed between you and Tronox (in consultation with the Creditors' Committee) resolving the objection and allowing your Claim in an agreed upon amount;
- (4) a stipulation or other agreement is executed between you and Tronox temporarily allowing you to vote your Claim in an agreed upon amount; or
- (5) the pending objection to your Claim is voluntarily withdrawn.

No later than two business days after a Resolution Event, the Notice and Claims Agent shall distribute a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant holder of any Claim that has been allowed for voting purposes only by such Resolution Event, which will include a Ballot that must be completed and returned by no later than the Voting Deadline.

The Claim amounts established pursuant to the above-referenced rule 3018(a) procedures shall control solely for voting purposes and will not necessarily determine the allowed amount of any Claim for distribution purposes under the Plan. Also, pursuant to the Plan certain Eligible Holders of General Unsecured Claims and Indirect Environmental Claims are entitled to participate in the Rights Offering. To participate in the Rights Offering, your claim must be allowed for all purposes (including distribution) on or before the Voting Deadline.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[November 5], 2010 at 4:00 p.m. (ET)**. Any objection to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules and any orders of the Bankruptcy Court; (c) state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such entity; (d) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is **actually received** no later than the objection deadline noted above by the following parties:

Counsel to Tronox	Counsel to the Agent for Tronox's Postpetition Secured Lenders
Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attn: Jonathan Henes and Nicole Greenblatt	Latham & Watkins LLP 233 South Wacker Drive, Suite 5800 Chicago Illinois 60606 Attn: Richard Levy
Counsel to the Creditors' Committee	Counsel to the Equity Committee
Paul Weiss Rifkind Wharton & Garrison LLP 1285 Avenue of the Americas New York, NY 10019 Attn: Brian Hermann and Elizabeth McColm	Pillsbury Winthrop Shaw Pittman LLP 1540 Broadway New York, NY 10036 Attn: Craig Barbarosh, David Crichlow and Karen Dine
United States Trustee	Office of the United States Attorney for SDNY
Office of the United States Trustee 33 Whitehall Street, 21st Floor New York, NY 10004 Attn: Susan Golden	Office of the United States Attorney for SDNY 86 Chambers Street, 3rd Floor New York, NY 10007 Attn: Robert Yalen and Tomoko Onozawa

PLEASE TAKE FURTHER NOTICE THAT the hearing to consider confirmation of the Plan is scheduled to take place on [____], 2010 at [____] (ET), before the Honorable Allan L. Gropper in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 617, New York, New York 10004-1408. ***The Confirmation Hearing may be continued from time to time without further notice, including by announcement of the adjournment date(s) at the Confirmation Hearing or any continued hearing.***

Subject to the satisfaction of the conditions set forth in Article IX of the Plan, the Plan will be consummated on the Effective Date. Among other things, on the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article VIII of the Plan will become effective. You should read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan will affect you and any Claim, Equity Interest in Tronox Incorporated, right or action you may have against Tronox. **THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 OF THE BANKRUPTCY CODE, AND BY ALL OTHER APPLICABLE LAW.**

THIS NOTICE IS FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE NOTICE AND CLAIMS AGENT.

Dated. New York, New York
_____, 2010

KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022

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Exhibit 7

Notice to Contract and Lease Counterparties

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
TRONOX INCORPORATED, <u>et al.</u> , ¹	)	Case No. 09-10156 (ALG)
)	
Debtors.	)	Jointly Administered
)	

**NOTICE TO CONTRACT AND LEASE COUNTERPARTIES
REGARDING TRONOX'S PROPOSED FIRST AMENDED JOINT PLAN OF
REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that on [____], the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered an order (the “**Solicitation Procedures Order**”) approving, among other things, (a) the *Disclosure Statement Regarding the Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated, et al. Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1948] dated September 1, 2010 (the “**Disclosure Statement**”), as providing adequate information for holders of Claims² against or Equity Interests in the above-captioned debtors and debtors in possession (collectively, “**Tronox**”) to make a decision as to whether to accept or reject the *Proposed First Amended Joint Plan of Reorganization of Tronox Incorporated et al. Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1947], dated September 1, 2010 (the “**Plan**”) and (b) the procedures for solicitation of votes to accept or reject the Plan and the tabulation of such votes on the Plan (the “**Solicitation Procedures**”).

¹ The debtors in these cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or the Disclosure Statement, as applicable.

YOU ARE RECEIVING THIS NOTICE because Tronox's records reflect that you are a party to an Executory Contract or Unexpired Lease with one or more of the Tronox debtor entities that has not been assumed or rejected as of **September 22, 2010 at 5:00 p.m. (PT)** (the "**Record Date**").

PLEASE TAKE FURTHER NOTICE THAT on or before the Record Date, Tronox filed one or more schedules with the Bankruptcy Court designating the contracts and leases Tronox intends to assume ~~or reject~~ pursuant to Article V of the Plan and motions to reject ("Rejection Motion"). Notice of such filings was provided to you, which, among other things, informed you how to (i) resolve objections to the cure amount, if any, proposed by Tronox in connection with the assumption of an Executory Contract or Unexpired Lease, or (ii) file a proof of claim for damages, if any, arising from the rejection of an Executory Contract or Unexpired Lease.

- Assumed Contracts and Leases: Counterparties to Executory Contracts and Unexpired Leases designated by Tronox to be assumed pursuant to the Plan are **not** entitled to vote on the Plan.
- Rejected Contracts and Leases: Counterparties to Executory Contracts and Unexpired Leases designated by Tronox to be rejected will receive a Ballot to vote on the Plan in the amount, if any, identified by Tronox on ~~such schedules~~ the Exhibit to the Rejection Motion as the "Rejection Damage Claim Amount."³

If you believe that your claim against Tronox has been misclassified as a non-voting claim, or if you believe the Rejection Damage Claim Amount you receive is incorrect, then you must file with the Bankruptcy Court and serve counsel to each of Tronox and the Creditors' Committee with a motion for an order, pursuant to Bankruptcy Rule 3018(a), temporarily allowing your claim in a different class or amount for purposes of voting to accept or reject the Plan, on or before **[October 15], 2010 at 4:00 p.m. (ET)**. If you and Tronox are unable to consensually resolve any such dispute, a hearing will be scheduled before the Bankruptcy Court on such dispute.

If you would like to request a copy of Tronox's Plan and/or Disclosure Statement, you should contact Tronox's notice and claims agent, Kurtzman Carson Consultants LLC, at (866) 967-0675 or by mail at Kurtzman Carson Consultants LLC, Attn: Tronox Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245. Copies of the Plan and Disclosure Statement are also available free of charge at www.kccllc.net/tronox.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[November 15], 2010 at 4:00 p.m. (ET)**. Any objection to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules and any orders of the Bankruptcy Court; (c) state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such entity; (d) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be filed, contemporaneously with a proof of service, with the Bankruptcy

³ The Rejection Damage Claim Amount shall be used for voting purposes only and shall not be binding on Tronox for claim allowance or distribution purposes.

Court and served so that it is **actually received** no later than the objection deadline noted above by the following parties:

Counsel to Tronox	Counsel to the Agent for Tronox's Postpetition Secured Lenders
Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attn: Jonathan Henes and Nicole Greenblatt	Latham & Watkins LLP 233 South Wacker Drive, Suite 5800 Chicago Illinois 60606 Attn: Richard Levy
Counsel to the Creditors' Committee	Counsel to the Equity Committee
Paul Weiss Rifkind Wharton & Garrison LLP 1285 Avenue of the Americas New York, NY 10019 Attn: Brian Hermann and Elizabeth McColm	Pillsbury Winthrop Shaw Pittman LLP 1540 Broadway New York, NY 10036 Attn: Craig Barbarosh, David Crichlow and Karen Dine
United States Trustee	Office of the United States Attorney for SDNY
Office of the United States Trustee 33 Whitehall Street, 21st Floor New York, NY 10004 Attn: Susan Golden	Office of the United States Attorney for SDNY 86 Chambers Street, 3rd Floor New York, NY 10007 Attn: Robert Yalen and Tomoko Onozawa

PLEASE TAKE FURTHER NOTICE THAT the hearing to consider confirmation of the Plan is scheduled to take place on [____], 2010 at [____] (ET), before the Honorable Allan L. Gropper in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 617, New York, New York 10004-1408. ***The Confirmation Hearing may be continued from time to time without further notice, including by announcement of the adjournment date(s) at the Confirmation Hearing or any continued hearing.***

Subject to the satisfaction of the conditions set forth in Article IX of the Plan, the Plan will be consummated on the Effective Date. Among other things, on the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article VIII of the Plan will become effective. You should read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan will affect you and any Claim, Equity Interest in Tronox Incorporated, right or action you may have against Tronox. **THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 OF THE BANKRUPTCY CODE, AND BY ALL OTHER APPLICABLE LAW.**

THIS NOTICE IS FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE NOTICE AND CLAIMS AGENT.

Dated: New York, New York
_____, 2010

KIRKLAND & ELLIS LLP
601 Lexington Avenue

New York, New York 10022

Counsel to the Debtors and Debtors in Possession