<u>Financial Projections</u>

For purposes of evaluating the Plan pursuant to the "feasibility" requirement set forth in section 1129(a)(11) of the Bankruptcy Code, Tronox analyzed its ability to satisfy its financial obligations under the Plan while maintaining sufficient liquidity and capital resources, consistent with the Tronox's Business Plan (the "**Business Plan**"), to prepare the following financial projections (the "**Projections**") for the calendar years 2010 through 2013 (the "**Projection Period**"). As discussed in detail below, Tronox believes that the Plan meets the Bankruptcy Code feasibility requirement, as confirmation is not likely to be followed by liquidation or the need for further financial reorganization of Tronox or any successor under the Plan.

Tronox does not, as a matter of course, publish its business plans or strategies, projections or anticipated financial position. Accordingly, Tronox does not anticipate that it will, and disclaims any obligation to, furnish updated business plans or projections to holders of Claims or Equity Interests or other parties in interest after the Confirmation Date, or to include such information in documents required to be filed with the United States Securities and Exchange Commission (the "**SEC**") or otherwise make such information public.

In connection with the planning and development of the Plan, the Projections were prepared by Tronox to present the anticipated impact of the Plan. The Projections assume that the Plan will be implemented in accordance with its stated terms. The Projections are based on forecasts of key economic variables and may be significantly impacted by, among other factors, changes in the competitive environment, regulatory changes and/or a variety of other factors, including those factors listed in the Plan and this Disclosure Statement. Accordingly, the estimates and assumptions underlying the Projections are inherently uncertain and are subject to significant business, economic and competitive uncertainties. Therefore, such Projections, estimates and assumptions are not necessarily indicative of these current values or future performance, which may be significantly less or more favorable than set forth herein. The Projections were prepared in June 2010. Tronox's management is unaware of any circumstances as of the date of this Disclosure Statement that would require the re-forecasting of the Projections due to a material change in Tronox's prospects.

The assumptions, qualifications and notes set forth below comprise a material part of the Projections and should be read in conjunction with the Projections. Additionally, the Projections should be read in conjunction with the assumptions, qualifications and explanations set forth in this Disclosure Statement and the Plan in their entirety.

TRONOX'S MANAGEMENT PREPARED THE PROJECTIONS WITH THE ASSISTANCE OF THEIR PROFESSIONALS. TRONOX'S MANAGEMENT DID NOT PREPARE SUCH PROJECTIONS TO COMPLY WITH THE GUIDELINES FOR PROSPECTIVE FINANCIAL STATEMENTS PUBLISHED BY THE AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS AND THE RULES AND REGULATIONS OF THE SEC. TRONOX'S INDEPENDENT ACCOUNTANTS HAVE NEITHER EXAMINED NOR COMPILED THE PROJECTIONS AND, ACCORDINGLY, DO NOT EXPRESS AN OPINION OR ANY OTHER FORM OF ASSURANCE WITH RESPECT TO THE PROJECTIONS, ASSUME NO RESPONSIBILITY FOR THE PROJECTIONS, AND DISCLAIM ANY ASSOCIATION WITH THE PROJECTIONS. EXCEPT FOR PURPOSES OF THIS DISCLOSURE STATEMENT, TRONOX DOES NOT PUBLISH PROJECTIONS OF ITS ANTICIPATED FINANCIAL POSITION OR RESULTS OF OPERATIONS.

MOREOVER, THE PROJECTIONS CONTAIN CERTAIN STATEMENTS THAT ARE "FORWARD-LOOKING STATEMENTS" WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. THESE STATEMENTS ARE SUBJECT TO A NUMBER OF ASSUMPTIONS, RISKS AND UNCERTAINTIES, MANY OF WHICH ARE BEYOND THE CONTROL OF TRONOX, INCLUDING THE IMPLEMENTATION OF THE PLAN, THE CONTINUING AVAILABILITY OF SUFFICIENT BORROWING CAPACITY OR OTHER FINANCING TO FUND OPERATIONS, ACHIEVING OPERATING EFFICIENCIES, MAINTAINING GOOD EMPLOYEE RELATIONS, EXISTING AND FUTURE GOVERNMENTAL REGULATIONS AND ACTIONS OF GOVERNMENTAL BODIES, NATURAL DISASTERS AND UNUSUAL WEATHER CONDITIONS, ACTS OF TERRORISM OR WAR, INDUSTRY-SPECIFIC RISK FACTORS (AS DETAILED IN SECTION VII OF THIS DISCLOSURE STATEMENT ENTITLED "<u>RISK FACTORS</u>"), AND OTHER MARKET AND COMPETITIVE CONDITIONS. HOLDERS OF CLAIMS AND INTERESTS ARE

CAUTIONED THAT THE FORWARD-LOOKING STATEMENTS SPEAK AS OF THE DATE MADE AND ARE NOT GUARANTEES OF FUTURE PERFORMANCE. ACTUAL RESULTS OR DEVELOPMENTS MAY DIFFER MATERIALLY FROM THE EXPECTATIONS EXPRESSED OR IMPLIED IN THE FORWARD-LOOKING STATEMENTS, AND TRONOX UNDERTAKES NO OBLIGATION TO UPDATE ANY SUCH STATEMENTS.

THE PROJECTIONS, WHILE PRESENTED WITH NUMERICAL SPECIFICITY, ARE NECESSARILY BASED ON A VARIETY OF ESTIMATES AND ASSUMPTIONS WHICH, THOUGH CONSIDERED REASONABLE BY TRONOX, MAY NOT BE REALIZED AND ARE INHERENTLY SUBJECT TO SIGNIFICANT BUSINESS, ECONOMIC, COMPETITIVE, INDUSTRY, REGULATORY, MARKET AND FINANCIAL UNCERTAINTIES AND CONTINGENCIES, MANY OF WHICH ARE BEYOND REORGANIZED TRONOX'S CONTROL. TRONOX CAUTIONS THAT NO REPRESENTATIONS CAN BE MADE OR ARE MADE AS TO THE ACCURACY OF THE PROJECTIONS OR TO REORGANIZED TRONOX'S ABILITY TO ACHIEVE THE PROJECTED RESULTS. SOME ASSUMPTIONS INEVITABLY WILL BE INCORRECT. MOREOVER, EVENTS AND CIRCUMSTANCES OCCURRING SUBSEQUENT TO THE DATE ON WHICH TRONOX PREPARED THESE PROJECTIONS MAY BE DIFFERENT FROM THOSE ASSUMED, OR, ALTERNATIVELY, MAY HAVE BEEN UNANTICIPATED, AND THUS THE OCCURRENCE OF THESE EVENTS MAY AFFECT FINANCIAL RESULTS IN A MATERIALLY ADVERSE OR MATERIALLY BENEFICIAL MANNER. EXCEPT AS OTHERWISE PROVIDED IN THE PLAN OR DISCLOSURE STATEMENT, TRONOX AND REORGANIZED TRONOX, AS APPLICABLE, DO NOT INTEND AND UNDERTAKE NO OBLIGATION TO UPDATE OR OTHERWISE REVISE THE PROJECTIONS TO REFLECT EVENTS OR CIRCUMSTANCES EXISTING OR ARISING AFTER THE DATE THIS DISCLOSURE STATEMENT IS INITIALLY FILED OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS. THEREFORE, THE PROJECTIONS MAY NOT BE RELIED UPON AS A GUARANTY OR OTHER ASSURANCE OF THE ACTUAL RESULTS THAT WILL OCCUR. IN DECIDING WHETHER TO VOTE TO ACCEPT OR REJECT THE PLAN, HOLDERS OF CLAIMS AND EQUITY INTERESTS MUST MAKE THEIR OWN DETERMINATIONS AS TO THE REASONABLENESS OF SUCH ASSUMPTIONS AND THE RELIABILITY OF THE PROJECTIONS AND SHOULD CONSULT WITH THEIR OWN ADVISORS.

Basis of Presentation

The Projections reflect the reorganization and related transactions pursuant to the Plan; however, the Projections do not reflect the comprehensive implementation of estimated "fresh start" accounting adjustments pursuant with Accounting Standards Codification ("**ASC**") Section 852-10-45, Reorganizations – Other Presentation Matters. It has not yet been determined if "fresh start" accounting will be applicable. However, if "fresh start" accounting is applicable upon the confirmation of the Plan, the reorganization value of Tronox will be assigned to its assets and liabilities in accordance ASC Topic 805, Business Combination. These actual "fresh start" accounting adjustments will restate the value of Tronox's assets and liabilities to fair market value and may result in the recognition of additional intangible assets including goodwill. The presentation of inventory, plant, property and equipment and intangibles at fair value will likely change the cost of sales and depreciation and amortization expense from that shown herein. While the actual "fresh start" accounting adjustments may result in materially different values for certain balance sheet assets and liabilities from those presented herein, such adjustments are not anticipated to have an impact on the underlying economics of the Plan. The pro forma adjustments presented herein are unaudited.

Tronox currently establishes a valuation allowance against the deferred tax assets of its U.S. operations and the deferred tax assets of certain of its foreign subsidiaries. The tax assets and liabilities presented in these projections have not been adjusted to reflect the release or creation of any valuation allowances as of the emergence date, any other "fresh start" adjustments, if required, or for all of the effects of the reorganization and related transactions contemplated by the Plan. The tax presentation in the Statement of Operations does not provide for the continuing application of a valuation allowance against any domestic or foreign deferred tax asset resulting from operations after the Effective Date. The Projections do not make any assumptions to the liability for uncertain tax positions that will need to be re-established for U.S. operations after the Effective Date under the provisions of

FASB Interpretation No. 48 - Uncertain tax positions (ASC 740). The Projections provide that existing U.S. liability for uncertain tax positions is released at Emergence.

Tronox's operations are global and it recognizes income, purchases raw materials and incurs expense in many currencies. The assets and liabilities of its foreign subsidiaries are recorded in their functional currency. The projections assume constant foreign exchange rates for the Projection Period. In practice, foreign exchange rates will vary constantly throughout the Projection Period.

Assumptions to Projections

The Projections are based on a number of assumptions and qualifications made by management with respect to the future performance of Tronox's operations, which are reflected in the discussion below and the footnotes set forth herein. These assumptions and footnotes comprise a material part of the Projections and should be reviewed in conjunction with the Projections. Additionally, although management has prepared the Projections in good faith and believes the assumptions to be reasonable, Tronox can provide no assurance that such assumptions will be realized. As described in detail in this Disclosure Statement, a variety of risk factors could affect Reorganized Tronox's future financial position and results of operations and must be considered in connection with the Projections.

Reorganized Tronox

Income Statement

Does not include the impact of fresh start accounting

Not prepared in accordance with GAAP

($ in thousands)

	Q1 2010	Q2 2010	Q3 2010	Q4 2010	2010	2011	2012	2013
Net Sales	$278,862	$292,086	$312,361	$285,165	$1,168,474	$1,231,039	$1,247,674	$1,272,944
COGS	(223,280)	(234,747)	(242,661)	(218,915)	(919,602)	(977,009)	(1,015,959)	(1,037,595)
SGA	(12,507)	(12,304)	(13,230)	(18,371)	(56,412)	(72,962)	(75,413)	(77,919)
DD&A and Asset Write-off	(12,420)	(13,015)	(13,332)	(14,365)	(53,132)	(58,389)	(60,845)	(63,262)
EBIT	**$30,655**	**$32,020**	**$43,138**	**$33,514**	**$139,328**	**$122,680**	**$95,456**	**$94,168**
DD&A	12,384	13,015	13,332	14,365	53,096	58,389	60,845	63,262
Asset Write-off (Accelerated Depr)	36	-	-	-	36	-	-	-
Pension/Post Retirement/SBC	(1,883)	(925)	312	-	(2,496)	-	-	-
Other Non-Cash	(9,793)	(7,090)	(9,774)	-	(26,657)	-	-	-
Professional Fees	9,324	6,780	10,500	-	26,604	-	-	-
EBITDAR	**$40,724**	**$43,800**	**$57,509**	**$47,879**	**$189,912**	**$181,069**	**$156,301**	**$157,430**
Provision for Environmental Remediation	(55,560)	40,057	-	-	(15,504)	-	-	-
Restructuring Expense	(634)	-	79,831	-	79,197	-	-	-
Restructuring and Financing Fees	-	-	(21,613)	(13,075)	(34,688)	(250)	(250)	(250)
Other (Land Sales, Litigation, etc.)	-	-	-	-	-	-	-	-
Operating Profit	**($25,539)**	**$72,077**	**$101,357**	**$20,439**	**$168,334**	**$122,430**	**$95,206**	**$93,918**
Interest & Debt Expense	(12,349)	(12,552)	(41,744)	(11,138)	(77,783)	(49,775)	(51,079)	(54,443)
Other Income	(2,883)	(4,329)	90,617	-	83,405	(610)	(610)	(610)

Earnings Before Tax	**($40,771)**	**$55,196**	**$150,231**	**$9,301**	**$173,956**	**$72,045**	**$43,517**	**$38,864**
Income Tax	(871)	(2,861)	(4,721)	(7,723)	(16,175)	(29,070)	(21,181)	(21,181)
Discontinued Operations	(1,000)	3,231	2,059	(1,571)	2,720	-	-	-
Other	-	-	-	-	-	-	-	-
Net Income	**($42,643)**	**$55,567**	**$147,569**	**$7**	**$160,501**	**$42,975**	**$22,336**	**$17,683**

Reorganized Tronox

Balance Sheet

Does not include the impact of fresh start accounting

Not prepared in accordance with GAAP

($ in thousands)

	Q1 2010	Q2 2010	Q3 2010	Q4 2010	2010	2011	2012	2013
Assets								
Cash	$115,055	$134,719	$30,000	$30,625	$30,625	$32,531	$32,658	$39,796
Accounts Receivable - Net	218,083	250,820	228,529	214,189	214,189	231,676	234,088	238,898
Inventory	190,742	183,723	179,697	199,372	199,372	215,598	222,222	228,054
Other Current Assets	137,945	137,099	77,649	77,649	77,649	77,649	77,649	77,649
Total Current Assets	**$661,826**	**$706,361**	**$515,875**	**$521,834**	**$521,834**	**$557,454**	**$566,616**	**$584,397**
PPE Net	286,978	283,693	339,710	344,083	344,083	342,876	331,112	315,350
Goodwill & Intangibles	24,987	22,758	22,758	22,758	22,758	22,758	22,758	22,758
Other Long Term Assets	103,490	101,255	23,625	23,625	23,625	23,625	23,625	23,625
Total Long Term Assets	**$415,455**	**$407,707**	**$386,093**	**$390,465**	**$390,465**	**$389,259**	**$377,495**	**$361,733**
Total Assets	**$1,077,281**	**$1,114,067**	**$901,968**	**$912,299**	**$912,299**	**$946,712**	**$944,111**	**$946,130**
Liabilities & Equity								
Notes Payable / Old DIP	--	--	- -	- -	- -	--	- -	- -
Current LTD	--	--	- -	- -	- -	--	- -	- -
Accounts Payable Trade	122,861	133,701	117,937	132,438	132,438	142,299	147,501	151,682
Accrued Expenses & Taxes	89,324	139,062	37,366	24,069	24,069	24,069	24,069	24,069
Accrued Interest	--	--	- -	625	625	2,531	2,658	2,791

Other Current Liabilities		93,620	90,345	7,074	(2,799)	(2,799)	(2,799)	(2,799)	(2,799)
Total Current Liabilities		**$305,805**	**$363,108**	**$162,377**	**$154,334**	**$154,334**	**$166,100**	**$171,429**	**$175,743**
Long Term Debt - Net		--	--	- -	- -	- -	--	- -	- -
DIP		--	--	- -	- -	- -	--	- -	- -
DIP/Exit Revolver		--	--	31,567	49,930	49,930	29,983	13,558	- -
Exit Term Loan - 1st Lien - Term Loan A		335,000	335,000	484,721	483,883	483,883	480,533	477,183	473,833
Exit Term Loan - 1st Lien - Term Loan B		90,000	90,000	- -	- -	- -	--	- -	- -
Replacement Exit Term Loan		--	--	- -	- -	- -	--	- -	- -
Pre-Petition Revolver		--	--	- -	- -	- -	--	- -	- -
Pre-Petition Term Loan A		--	--	- -	- -	- -	--	- -	- -
New High Yield Notes		--	--	- -	- -	- -	--	- -	- -
9.5% Senior Sub. Notes		350,000	350,000	- -	- -	- -	--	- -	- -
Environmental Reserves		155,259	91,768	5,251	5,183	5,183	5,110	5,037	4,964
Other LT Liabilities		162,265	158,251	56,374	56,659	56,659	54,415	40,526	31,683
Preferred stock to government		--	--	50,000	50,625	50,625	53,156	55,814	58,605
Total Long Term Liabilities		**$1,092,524**	**$1,025,019**	**$627,913**	**$646,281**	**$646,281**	**$623,197**	**$592,119**	**$569,085**
Intercompany Assets & Liabilities		0	0	0	0	0	0	0	0
Stockholders Equity	#	(321,048)	(274,060)	(93,323)	(93,315)	(93,315)	(47,585)	(24,438)	(3,698)
Post-Petition Equity Infusion		--	--	- -	- -	- -	--	- -	- -
Equity Impact of Remediation Trust		--	--	(145,000)	(145,000)	(145,000)	(145,000)	(145,000)	(145,000)
Equitized Securities		--	--	350,000	350,000	350,000	350,000	350,000	350,000
Total Liabilities & Equity		**$1,077,281**	**$1,114,067**	**$901,968**	**$912,299**	**$912,299**	**$946,712**	**$944,111**	**$946,130**

Reorganized Tronox

Statement of Cash Flows

Does not include the impact of fresh start accounting

Not prepared in accordance with GAAP

($ in thousands)

	Q1 2010	Q2 2010	Q3 2010	Q4 2010	2010	2011	2012	2013
Operating Activities								
Net Income (Loss)	($42,643)	$55,567	$147,569	$7	$160,501	$42,975	$22,336	$17,683
	-	-	-	-	-			
Adjustments to Reconcile Net Cash Flows	-	-	-	-	-			
Depreciation & Amortization	12,384	13,015	13,332	14,365	53,096	58,389	60,845	63,262
Deferred Income Taxes	(1,300)	1,073	2,336	1,285	3,394	2,755	812	3,057
	-	-	-	-	-	-	-	-
NOL Tax Shield	-	-	-	-	-	-	-	-
			-	-		-	-	-
Provision for Environmental - Net	55,560	(40,057)	-	-	15,504	-	-	-
Other Non-Cash Items Affecting Net Income	18,117	(6,167)	(130,793)	13,075	(105,769)	250	250	250
(Increase) Decrease In Accounts Receivable, Net	(8,259)	7,264	22,291	14,340	35,637	(17,488)	(2,412)	(4,810)
(Increase) Decrease In Inventories	330	4,016	4,025	(19,674)	(11,303)	(16,226)	(6,624)	(5,833)
				-		-	-	-
(Increase) Decrease In Other Current Assets	6,180	294	59,451	-	65,925	-	-	-
			-	-		-	-	-
(Increase) Decrease In Goodwill & Intangibles	(0)	0	-	-	0	-	-	-
(Increase) Decrease In Other Long Term				-		-	-	-
Assets	(58)	(291)	45,632	-	45,283	-	-	-
Increase (Decrease) In Liabilities Held For				-		-	-	-
Sale/Discon.	(2,210)	484	(3,960)	-	(5,685)	-	-	-
Increase (Decrease) In Accounts Payable	(27,247)	12,482	(15,764)	14,502	(16,027)	9,860	5,203	4,181
						-	-	-
Increase (Decrease) In Accrued Liabilities	(5,702)	(3,913)	(101,696)	(13,298)	(124,608)	-	-	-
	-	-	-					
Increase (Decrease) In Accrued Interest	-	-	-	625	625	1,906	127	133

Increase (Decrease) In Other Current Liabilities	-	275	(79,311)	(9,873)	(88,909)	-	-	-
Increase (Decrease) In Accum Comprehensive Income	(6,756)	(8,265)	-	-	(15,020)	-	-	-
Increase (Decrease) in Environmental Res. (Net)	(6,289)	(7,911)	(86,517)	(67)	(100,785)	(73)	(73)	(73)
Increase (Decrease) In Taxes On Income	2,448	(2,975)	-	-	(527)	-	-	-
Increase (Decrease) In Minority Interest	-	-	-	-	-	-	-	-
Increase (Decrease) In Other Long-Term Liabilities	(1,135)	(1,830)	(19,044)	(1,000)	(23,010)	(2,245)	(13,888)	(8,843)
Other Changes in Assets and Liabilities	(13,495)	9,059	-	-	(4,435)	(0)	-	-
Adjustment for Non-Cash Items	-	-	184,404	(13,075)	171,329	-	-	-
Changes in Working Capital	(62,192)	8,690	9,510	(27,520)	(71,512)	(24,265)	(17,668)	(15,246)
Net Cash Flows From Operating Activities	**($20,073)**	**$32,121**	**$41,954**	**$1,213**	**$55,214**	**$80,104**	**$66,574**	**$69,006**
Investing Activities								
Capital Expenditures	(7,160)	(11,314)	(69,348)	(18,738)	(106,560)	(57,182)	(49,081)	(47,500)
Investments In Equity Affiliates	-	-	-	-	-	-	-	-
(Increase) In Remediation Trust	-	-	(145,000)	-	(145,000)	-	-	-
Settlement / payment to tort claimants (net of secured debt settlement)	-	-	(2,000)	-	(2,000)	-	-	-
Net Cash Flows From Investing Activities	**(7,160)**	**(11,314)**	**(216,348)**	**(18,738)**	**(253,560)**	**(57,182)**	**(49,081)**	**(47,500)**
Financing Activities								
Borrowing / (Repayment) of Exit Revolver	-	-	31,567	18,363	49,930	(19,947)	(16,425)	(13,558)
Borrowing / (Repayment) of Exit Term Loan - 1st Lien - Term Loan A	-	-	149,721	(838)	148,883	(3,350)	(3,350)	(3,350)
Borrowing / (Repayment) of Exit Term Loan - 1st Lien - Term Loan B	-	-	(90,000)	-	(90,000)	-	-	-
Borrowing / (Repayment) of 9.5% Sr. Sub. Notes	-	-	(350,000)	-	(350,000)	-	-	-
Equitization of Securities	-	-	350,000	-	350,000	-	-	-
Issuance of preferred stock / Accrued PIK Interest	-	-	50,000	625	50,625	2,531	2,658	2,791

	-	-		-		-	-	-
Preferred stock to government	-	-	(50,000)	-	(50,000)	-	-	-
	-	-						
Financing Fees	-	-	(21,613)	(13,075)	(34,688)	(250)	(250)	(250)
	-	-	-			-	-	-
Other Financing Activities	-	-	-	13,075	13,075	-	-	-
Net Cash Flows from Financing Activities	**(1)**	**0**	**69,676**	**18,150**	**87,825**	**(21,016)**	**(17,367)**	**(14,367)**
						-	-	-
Effects of Exchange Rates on Cash	(917)	(1,144)	0	(0)	(2,061)	-	-	-
Net Change in Cash	**(28,150)**	**19,664**	**(104,719)**	**625**	**(112,581)**	**1,906**	**127**	**7,138**
Cash at the Beginning of the Period	**143,206**	**115,055**	**134,719**	**30,000**	**143,206**	**30,625**	**32,531**	**32,658**
Cash at the End of the Period	**$115,055**	**$134,719**	**$30,000**	**$30,625**	**$30,625**	**$32,531**	**$32,658**	**$39,796**

General Assumptions

Note 1

The financial information in this Disclosure Statement is unaudited, presented on a going-concern basis and does not purport to show the financial statements in accordance with GAAP, and therefore may exclude items required by GAAP, such as certain reclassifications, eliminations, accruals, valuations and disclosure items. There can be no assurance that such information is complete and may be subject to revision.

The unaudited financial statements have been derived from the books and records of Tronox. This information, however, has not been subject to procedures that would typically be applied to financial information presented in accordance with GAAP, and upon the application of such procedures, we believe that the financial information could be subject to changes, and these changes could be material. The information furnished in includes primarily normal recurring adjustments but does not include all of the adjustments that would typically be made for financial statements prepared in accordance with GAAP. In addition, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted.

Note 2

Interest expense excludes the interest on the Tronox's $350 million Unsecured Notes no longer being accrued subsequent to Tronox's Chapter 11 filings.

Note 3

On May 5, 2009, Tronox filed a statement of Non-Reliance on Previously Issued Financial Statements or Related Audit Report or Completed Interim Review on Form 8-K indicating that Tronox's previously filed financial reports should no longer be relied upon because Tronox failed to establish adequate reserves as required by applicable accounting pronouncements. In the report, Tronox indicated that it has not yet completed its review of contingency reserves and other related liabilities. Therefore, the amount of any increase to its reserves that may need to be taken is not known at this time. However, the adjustments will be material. Tronox continues to review its environmental and other contingent liability reserves. As a result, due to the further work being done on the environmental reserves, accrued liabilities, environmental remediation and/or restoration, total current liabilities and total liabilities not subject to compromise will be impacted.

Pursuant to the Plan, the legacy environmental obligations of the company will be transferred to environmental response trusts or otherwise discharged and released and therefore are not included in the financial forecast after the exit from bankruptcy.

Note 4

On March 13, 2009, Tronox's German subsidiaries, Tronox GmbH and its wholly owned subsidiary, Tronox Pigments GmbH, filed applications with the Insolvency Court in Krefeld, Germany, to commence insolvency proceedings. Tronox did not petition for self-administration during the insolvency proceedings and thus, has relinquished management control over these subsidiaries. The German subsidiaries have been deconsolidated from Tronox's consolidated financial statements as of March 31, 2009. As a result of the deconsolidation, Tronox's German subsidiaries, Tronox GmbH and its wholly owned subsidiary, Tronox Pigments GmbH are not included in the financial projections.

Note 5

On July 21, 2009, Tronox announced its decision to idle the pigment production at its Savannah facility until a time when the TiO_2 market recovers and/or a sale of the plant was completed.

Pursuant to the Plan, the entire Savannah site, including the recently shutdown chloride plant, the previously shut down sulfate plant and the still operating sulfuric acid plant will be transferred to an environmental response trust. As a result, the financial projections exclude the operations of the Savannah facility.

Note 6

For purposes of preparing these projections, Tronox has recorded tax amounts based upon known available information. Significant uncertainties exist related to the treatment of various reorganization and restructuring items, along with significant uncertain international tax positions, that have not been reflected in these Projections.

Note 7

The Projections are based upon Tronox's detailed operating budget for calendar 2010 and for calendar years 2011 through 2013, and incorporate management's assumptions regarding the strength of the economy, implementation of various strategic and operating initiatives and projected customer and end market trends. The Projections do not reflect any acquisitions or divestitures but do reflect certain expansions of productive capacity in accordance with management plans.

Note 8

The Projections assume that the Plan will be confirmed and consummated in the third quarter of 2010 with an expected emergence date of October 1, 2010. Although Tronox would seek to cause the Effective Date to occur as soon as is practicable, there can be no assurance as to when, or whether, the Effective Date actually will occur.

Note 9

General Market Conditions: the Projections assume that the global economy continues to grow at historical norms.

Note 10

Foreign Exchange Rates: Tronox's operations are global and it recognizes income, purchases raw materials and incurs expense in many currencies. The assets and liabilities of its foreign subsidiaries are recorded in their functional currency. The Projections assume constant foreign exchange rates for the Projection Period. In practice, foreign exchange rates will vary constantly throughout the Projection Period and it is unlikely that Tronox will be able to hedge a majority, if any, of its foreign exchange exposures.

Projected Statements of Operations:

1. ***Net Sales:*** Projected net sales are the aggregation of revenues from Tronox's Pigment (titanium dioxide and minerals products) and Electrolytic businesses. Sales are projected to grow throughout the forecast period in line with historical industry norms.

2. ***Cost of Goods Sold***: Cost of goods sold ("**COGS**") consists of costs incurred to produce and manufacture Tronox's products including raw materials and fixed operating costs. COGS are assumed to increase over the Projection Period as a result of increased sales volumes as the company adds capacity through 2011. In addition it is forecasted that raw material costs and process chemicals will increase over time as the demand increase.

3. ***Selling, General and Administrative Expenses***: Selling, general and administrative ("**SG&A**") expenses include costs related to sales and marketing, accounting and finance, legal, information systems and other corporate functions. Tronox implemented several SG&A reduction programs prior to the bankruptcy filing including staff reductions. After exiting bankruptcy, Tronox expects to increase its investment in R&D, strengthen certain functionality and skills in certain departments and re-implement employee benefit programs. After these additions, Tronox expects to maintain SG&A at about 6% of sales revenue.

4. ***Interest Expense***: Interest expense following the Confirmation Date reflects the extinguishment of prepetition Claims as well as anticipated entry into of the Exit Credit Facility in the form of (a) a $335 million exit term loan with up to $150 million in incremental debt, with an assumed interest rate of 9.0% and (b) a senior secured asset-based revolver. The exact structure and pricing of the Exit Credit Facility may change based on market conditions at the time of the financing. Other interest includes

unused line fees on the new revolving asset-based credit facility and the amortization of deferred financing fees.

5. ***Other Expense/(Income)***: Other includes sundry expenses, foreign exchange (gains)/losses, interest income and other.

6. ***Income Taxes****:* The tax effects of the reorganization are still under evaluation. For purposes of creating the Projections, Tronox has assumed a tax rate of 35% in the United States, 28% in Holland and 30% in Australia upon exit from bankruptcy. Actual cash taxes may differ materially based on varying levels of debt, interest rates, actual results, geographic income distribution assumptions and final resolution of the remaining U.S. tax attributes in the reorganization process.

Projected Balance Sheets and Statements of Cash Flows:

1. ***Working Capital***: Trade receivables and inventory have been projected according to historical relationships with respect to receivable days outstanding and inventory turns and expected improvements. Due to the bankruptcy, Tronox is experiencing shorter terms and in some cases cash in advance for the purchase of certain materials and services. The Projections assume that Tronox's accounts payable terms return to normalized terms in the Projection Period.

2. ***Capital Expenditures***: Tronox continues to invest in capital expenditures for maintenance, environmental, health and safety and growth initiatives. 2010 and 2011 capital expenditures are higher than the other years in the Projection Period due to specific initiatives. Investments in capital expenditures are recorded at cost and are depreciated over their estimated useful lives.