

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

----- x
IN RE:

TRONOX INCORPORATED, *et al.*,

Debtors.

Case No. 09-10156 (ALG)

(Jointly Administered)

----- x
**FIRST AMENDMENT TO THE
CONSENT DECREE AND ENVIRONMENTAL SETTLEMENT AGREEMENT**

WHEREAS, on January 12, 2009, Tronox Incorporated and 14 of its affiliates (collectively, “Debtors”)¹ filed petitions with the Court under chapter 11 of the Bankruptcy Code (the “Bankruptcy Cases”);

WHEREAS, on November 23, 2010, the Consent Decree and Environmental Settlement Agreement (“Settlement Agreement”) was lodged with the Court;

WHEREAS, by Order dated November 30, 2010 (“Confirmation Order”), the Court confirmed the Debtors’ Plan of Reorganization subject to approval of the Settlement Agreement under environmental law, and approved the Settlement Agreement pursuant to Section 9019 of the Bankruptcy Code;

WHEREAS, on January 13, 2011, the United States filed its Motion to Approve the Settlement Agreement as fair and reasonable under environmental law;

WHEREAS, after the Settlement Agreement was lodged with the Court on November 23, 2010, the parties to the Settlement Agreement have become aware of

¹ The debtors in these chapter 11 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.

corrections or clarifications needed to the Settlement Agreement that do not materially alter the substantive terms of the Settlement Agreement; and

WHEREAS, the parties agree that the modifications set forth herein to the Settlement Agreement constitute a written amendment of the Settlement Agreement, pursuant to Paragraph 172 of the Settlement Agreement.

NOW, THEREFORE, upon the consent and agreement of the parties by their attorneys and authorized officials, the Settlement Agreement is hereby amended as follows (“First Amendment”):

1. All references to the “Henderson Environmental Response Trust,” “Henderson Trust Agreement,” “Henderson Trust Accounts,” “Henderson Trust Administrative Account,” “Henderson Trust Assets,” “Henderson Trust Environmental Cost Account,” “Henderson Trustee,” and “Henderson Trust Parties” shall be replaced with “Nevada Environmental Response Trust,” “Nevada Trust Agreement,” “Nevada Trust Accounts,” “Nevada Trust Administrative Account,” “Nevada Trust Assets,” “Nevada Trust Environmental Cost Account,” “Nevada Trustee,” and “Nevada Trust Parties,” respectively.

2. The definition of “Savannah Trust Parties” on page 20 of the Settlement Agreement shall be amended to include the Savannah Trust.

3. The restrictions in Paragraphs 4 and 10(a) on the Multistate Trust’s payment of future oversight costs related to Non-Owned Service Stations is deleted. The Multistate Trust may pay future oversight costs for Non-Owned Service Stations that are recoverable under applicable law through the procedures for payments provided for in the Settlement Agreement and the Multistate Trust Agreement.

4. The definition of “Owned Service Stations” in Subparagraph 10(f)(xxvii) of the Settlement Agreement shall be amended to also include service stations located in Arkansas, Kentucky, Minnesota, North Dakota, Nebraska, New Mexico, South Dakota, and Virginia.

5. The definition of “Non-Owned Service Stations” in Subparagraph 10(f)(xxviii) of the Settlement Agreement shall be amended to also include service stations located in Arkansas, Kentucky, Michigan, Minnesota, Mississippi, Missouri, North Dakota, Nebraska, New Mexico, Ohio, South Dakota, and Virginia.

6. The first sentence of Subparagraph 125(k) of the Settlement Agreement is corrected as follows:

k. Dubach Gas Site (Louisiana): The State of Louisiana shall receive, in addition to the distribution described in Subparagraph 117(l) above, a distribution of **0.0036%** of the Anadarko Litigation Proceeds

7. Paragraph 122 is amended to read as follows:

The Litigation Trust Agreement shall contain appropriate provisions for the distribution by the Anadarko Litigation Trust of an amount equal to the \$25,000,000.00 payment referenced in Paragraph 121 at the conclusion of the Anadarko Litigation plus or minus any agreed adjustments, including any amount constituting the payment of interest. Such payment shall be distributed to the Owned and Non-Owned Sites as set forth in Paragraphs 124 and 125.

8. The definition of “Anadarko Litigation Proceeds” on page 8 of the Settlement Agreement is amended to read as follows:

“Anadarko Litigation Proceeds” are eighty-eight percent (88%) of the net recovery in the Anadarko Litigation, which net recovery shall be determined by subtracting from the total gross recovery in the Anadarko Litigation (1) all outstanding and anticipated payments to lead counsel of the Anadarko Litigation Trust pursuant to a separate Special Fee Arrangement; (2) all outstanding and anticipated costs and fees of the Anadarko Litigation Trust and Trustee (including but

not limited to attorney's fees and Trustee fees), as set forth in the Anadarko Litigation Trust Agreement; and (3) the amount of the distribution referred to in Paragraph 122, and which shall be allocated to the Governments and the Environmental Response Trusts pursuant to the Plan of Reorganization and this Settlement Agreement.

9. Other than as expressly set forth in Paragraphs 1 to 8 above, nothing in this First Amendment is intended to modify any other provision of the Settlement Agreement. All other provisions of the Settlement Agreement are unchanged.

10. The signatories for the parties each certify that he or she is authorized to enter into the terms and conditions of this First Amendment and to execute and bind legally such party to this document.

11. This First Amendment may be executed in counterparts, each of which shall constitute an original, and all of which shall constitute one and the same agreement.

THE UNDERSIGNED PARTIES ENTER INTO THIS FIRST AMENDMENT TO THE SETTLEMENT AGREEMENT

FOR THE UNITED STATES OF AMERICA

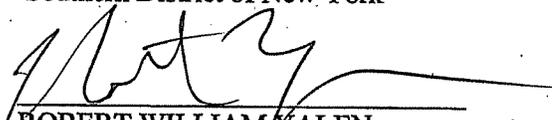
Date: 2/9/11


ROBERT G. DREHER
Acting Assistant Attorney General
Environment and Natural Resources Division
U.S. Department of Justice
Washington, D.C. 20044

Date: 2/11/11

PREET BHARARA
United States Attorney for the
Southern District of New York

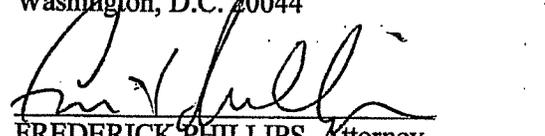
By:


ROBERT WILLIAM YALEN
TOMOKO ONOZAWA
JOSEPH A. PANTOJA
Assistant United States Attorneys
86 Chambers Street
New York, New York 10007
Tel: (212) 637-2722
Fax: (212) 637-2686

Date: 2/10/11


ALAN S. TENENBAUM
National Bankruptcy Coordinator
Environment and Natural Resources Division
U.S. Department of Justice
Washington, D.C. 20044

Date: 2/10/11


FREDERICK PHILLIPS, Attorney
Environment and Natural Resources Division
U.S. Department of Justice
Washington, D.C. 20044

FOR THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

Date: 1/20/11

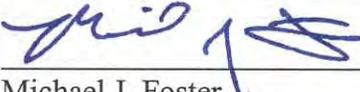
By: 
CYNTHIA GILES
Assistant Administrator for Enforcement
and Compliance Assurance
U.S. Environmental Protection Agency

Date: 1/19/11

By: 
CRAIG KAUFMAN
Attorney-Advisor
U.S. Environmental Protection Agency
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington, DC 20460

FOR TRONOX LUXEMBOURG S.ar.L

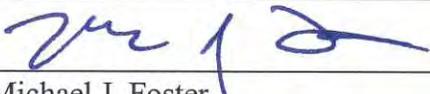
Date: _____

By: 

Michael J. Foster
Attorney-in-Fact

FOR TRONOX INCORPORATED

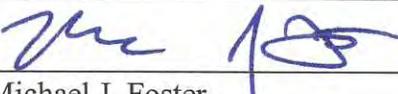
Date: _____

By: 

Michael J. Foster
Vice President, General Counsel & Secretary

FOR CIMARRON CORPORATION

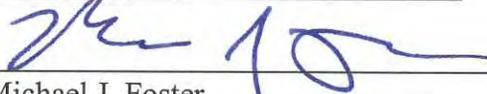
Date: _____

By: 

Michael J. Foster
Director, Vice President & Secretary

FOR SOUTHWESTERN REFINING COMPANY, INC.

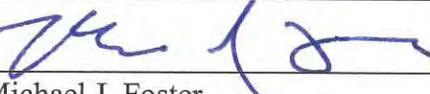
Date: _____

By: 

Michael J. Foster
Director, Vice President & Secretary

FOR TRANSWORLD DRILLING COMPANY

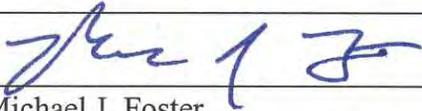
Date: _____

By: 

Michael J. Foster
Director, Vice President & Secretary

FOR TRIANGLE REFINERIES, INC.

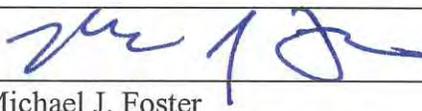
Date: _____

By: 

Michael J. Foster
Director, Vice President & Secretary

FOR TRIPLE S, INC.

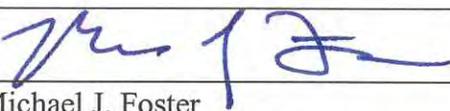
Date: _____

By: 

Michael J. Foster
Director, Vice President & Secretary

FOR TRIPLE S ENVIRONMENTAL MANAGEMENT CORPORATION

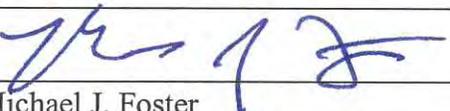
Date: _____

By: 

Michael J. Foster
Director, Vice President & Secretary

FOR TRIPLE S MINERALS RESOURCES CORPORATION

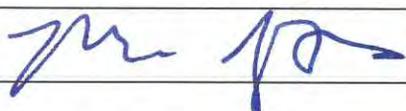
Date: _____

By: 

Michael J. Foster
Director, Vice President & Secretary

FOR TRIPLE S REFINING CORPORATION

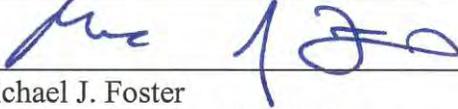
Date: _____

By: 

Michael J. Foster
Director, Vice President & Secretary

FOR TRONOX LLC

Date: _____

By: 

Michael J. Foster
Manager, Vice President & Secretary

FOR TRONOX FINANCE CORP.

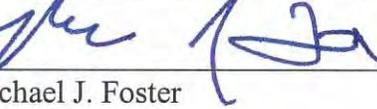
Date: _____

By: 

Michael J. Foster
Director, Vice President & Secretary

FOR TRONOX HOLDINGS, INC.

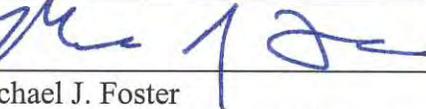
Date: _____

By: 

Michael J. Foster
Director
Vice President & Secretary

FOR TRONOX PIGMENTS (SAVANNAH) INC.

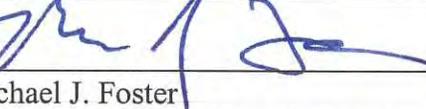
Date: _____

By: 

Michael J. Foster
Director, Vice President & Secretary

FOR TRONOX WORLDWIDE LLC

Date: _____

By: 

Michael J. Foster
Manager, Vice President & Secretary

FOR THE NAVAJO NATION

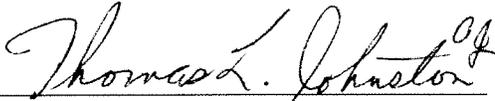
Date: 01/27/2011



Harrison Tsosie, Attorney General
NAVAJO NATION DEPARTMENT OF JUSTICE
P.O. Box 2010
Window Rock, AZ 86515

FOR THE STATE OF ALABAMA

LUTHER STRANGE
Attorney General
State of Alabama

By: 
Thomas L. Johnston (JOH081)
Assistant Attorney General

Date: February 9, 2011

By: 
Antoinette Jones (JON018)
Assistant Attorney General

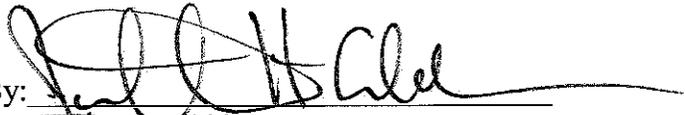
Date: February 9, 2011

**FOR THE STATE OF FLORIDA DEPARTMENT OF ENVIRONMENTAL
PROTECTION**

Date: _____

2/10/11

By: _____



Jonathan H. Alden
Senior Assistant General Counsel
Florida Department of Environmental Protection
3900 Commonwealth Blvd., MS 35
Tallahassee, FL 32399-3000
Telephone: (850) 245-2238
Facsimile: (850) 245-2303
E-mail: jonathan.alden@dep.state.fl.us

FOR THE STATE OF GEORGIA

Date: 2/11/2011



Georgia Environmental Protection
Division

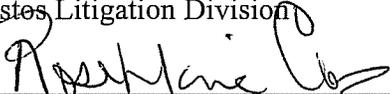
FOR THE STATE OF IDAHO

Date: _____

FOR THE STATE OF ILLINOIS

PEOPLE OF THE STATE OF ILLINOIS
ex rel. LISA MADIGAN
Attorney General of the State of Illinois

MATTHEW J. DUNN, Chief
Environmental Enforcement
Asbestos Litigation Division

BY: 
ROSEMARIE CAZEAU, Chief
Assistant Attorney General
Environmental Bureau North

BY: _____
THOMAS DAVIS, Chief
Assistant Attorney General
Environmental Bureau South

DATE: 1/24/11

DATE: _____

ILLINOIS ENVIRONMENTAL
PROTECTION AGENCY

DOUGLAS P. SCOTT, Director
Illinois Environmental Protection Agency

BY: 
JOHN J. KIM
Chief Legal Counsel

DATE: 1/28/11

ILLINOIS DEPARTMENT OF
NATURAL RESOURCES

MARC MILLER, Director
Illinois Department of Natural
Resources

BY: _____
MITCHELL L. COHEN
Chief Legal Counsel

DATE: _____

ILLINOIS EMERGENCY MANAGEMENT AGENCY

JOSEPH KLINGER, Interim Director
Illinois Emergency Management Agency

BY: _____
JOSEPH KLINGER
Interim Director

DATE: _____

FOR THE STATE OF ILLINOIS

PEOPLE OF THE STATE OF ILLINOIS
ex rel. LISA MADIGAN
Attorney General of the State of Illinois

MATTHEW J. DUNN, Chief
Environmental Enforcement
Asbestos Litigation Division

BY: _____
ROSEMARIE CAZEAU, Chief
Assistant Attorney General
Environmental Bureau North

BY: 
THOMAS DAVIS, Chief
Assistant Attorney General
Environmental Bureau South

DATE: _____

DATE: 1/28/11

ILLINOIS ENVIRONMENTAL
PROTECTION AGENCY

ILLINOIS DEPARTMENT OF
NATURAL RESOURCES

DOUGLAS P. SCOTT, Director
Illinois Environmental Protection Agency

MARC MILLER, Director
Illinois Department of Natural
Resources

BY: _____
JOHN J. KIM
Chief Legal Counsel

BY: 
MITCHELL L. COHEN
Chief Legal Counsel

DATE: _____

DATE: 1/28/11

ILLINOIS EMERGENCY MANAGEMENT AGENCY

JOSEPH KLINGER, Interim Director
Illinois Emergency Management Agency

BY: 
JOSEPH KLINGER
Interim Director

DATE: January 27, 2011

**Indiana's Signature Page for
"FIRST AMENDMENT TO THE
CONSENT DECREE AND ENVIRONMENTAL SETTLEMENT AGREEMENT"
in the case of Tronox Incorp., US Brc Ct. SD NY Case No. 09-10156 (ALG)**

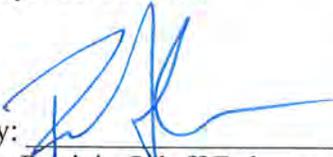
Indiana Department of
Environmental Management

By: 
Thomas W. Easterly,
Commissioner

Ind. Dept. of Environmental Mgmt
100 North Senate Avenue
MC 50-01, ICGN 1301
Indianapolis, IN 46204

Date: 1/27/11

Gregory F. Zoeller,
Attorney General of Indiana
Atty. No. 1958-98

By: 
Patricia Orloff Erdmann
Chief Counsel for Litigation
Atty. No. 17664-49A

By: 
Timothy J. Junk
Dep. Atty. Gen.
Atty. No. 5587-02

Office of the Attorney General
Indiana Government Center South, 5th Floor
302 West Washington Street
Indianapolis, IN 46204

FOR THE STATE OF IOWA

DATE:

BY: Wayne Gieselman
Wayne Gieselman
Division Administrator
Iowa Department of Natural Resources

FOR THE STATE OF KANSAS

Date: 1/27/2011



Robert Moser, MD
Acting Secretary
Kansas Department of Health and Environment

First Amendment to the Tronox
Consent Decree & Environmental
Settlement Agreement

FOR THE STATE OF LOUISIANA

LOUISIANA DEPARTMENT OF ENVIRONMENTAL QUALITY

Peggy M. Hatch, Secretary

Date: 11 Feb 2011

By: 

Cheryl Sonnier Nolan, Assistant Secretary
Office of Environmental Compliance

**FOR THE MASSACHUSETTS DEPARTMENT OF ENVIRONMENTAL
PROTECTION**

MASSACHUSETTS DEPARTMENT OF
ENVIRONMENTAL PROTECTION

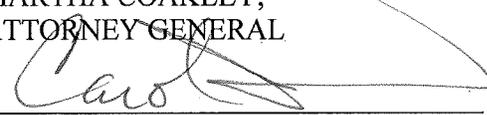
By its attorney,

MARTHA COAKLEY,
ATTORNEY GENERAL

Date:

1/31/11

By:



Carol Iancu, MA BBO # 635626
Assistant Attorney General
Environmental Protection Division
Massachusetts Office of the Attorney
General
One Ashburton Place, 18th Floor
Boston, MA 02108
(617) 963-2428
carol.iancu@state.ma.us

FOR THE STATE OF MISSISSIPPI

**MISSISSIPPI COMMISSION ON
ENVIRONMENTAL QUALITY**

Date:

1/31/11

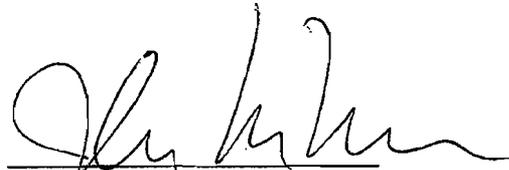
By



Trudy D. Fisher
Executive Director
Mississippi Department of Environmental
Quality
P.O. Box 2261
Jackson, Mississippi 39225

FOR THE STATE OF MISSOURI

Date: 1/25/11



CHRIS KOSTER
Attorney General for the State of Missouri

JOHN K. MCMANUS
Chief Counsel
Agriculture and Environment Division
P.O. Box 899
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Tel.: 573-751-8370
Fax: 573-781-8796
Email: jack.mcmanus@ago.mo.gov

Date: 1/25/11



for **Leanne Tippett Mosby**
Director
Division of Environmental Quality
Missouri Department of Natural Resources
P.O. Box 176
Jefferson City, Missouri 65102

FOR THE STATE OF NEVADA

NEVADA DEPARTMENT OF CONSERVATION
AND NATURAL RESOURCES,
DIVISION OF ENVIRONMENTAL
PROTECTION

Date: 2/11/11

By: 
COLLEEN CRIPPS, Ph.D.
Administrator

Approved as to form:

CATHERINE CORTEZ MASTO
Attorney General

Date: 2.11.11

By: 
CAROLYN E. TANNER
Deputy Attorney General

FOR THE STATE OF NEW JERSEY

PAULA T. DOW
Attorney General of New Jersey

Date: January 24, 2011

By:



Richard F. Engel
Deputy Attorney General
Richard J. Hughes Justice Complex
25 Market Street
P.O. Box 093
Trenton, NJ 08625-0093
Tel.: (609) 984-4863
Fax: (609) 341-5030

FOR THE STATE OF NEW YORK

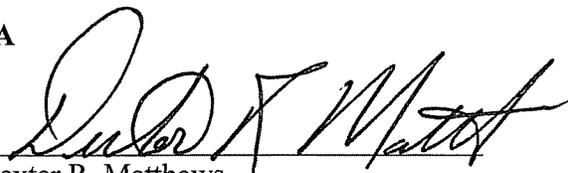
ERIC T. SCHNEIDERMAN

Date: January 27, 2011

By: 
Linda E. White
Assistant Attorney General
Office of the New York State
Attorney General
Main Place Tower, Ste. 300A
350 Main Street
Buffalo, New York 14202
Tel: (716) 853-8466
Fax: (716) 853-8571

FOR THE STATE OF NORTH CAROLINA

Date: 1-28-11

A handwritten signature in black ink, appearing to read "Dexter R. Matthews", written over a horizontal line.

Dexter R. Matthews
Director, Division of Waste
Management
Department of Environment and
Natural Resources

FOR THE STATE OF OHIO

Date: 10 Feb 11



Dale T. Vitale
Assistant Attorney General
Ohio Attorney General's Office
Environmental Enforcement Section
30 East Broad Street, 25th Floor
Columbus, OH 43215
Telephone: (614) 466-2766
Facsimile: (614) 644-1926
E-mail:
dale.vitale@ohioattorneygeneral.gov

FOR THE STATE OF OKLAHOMA

Date: 2-10-11


GARY SHERRER
OKLAHOMA SECRETARY OF THE
ENVIRONMENT

Date: _____

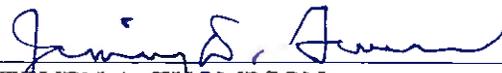
STEVEN A. THOMPSON
EXECUTIVE DIRECTOR
OKLAHOMA DEPARTMENT OF
ENVIRONMENTAL QUALITY

FOR THE STATE OF OKLAHOMA

Date: _____

GARY SHERRER
OKLAHOMA SECRETARY OF THE
ENVIRONMENT

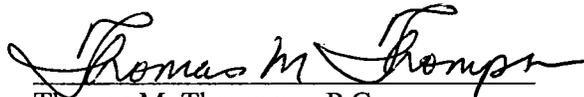
Date: 2-11-2011

for 

STEVEN A. THOMPSON
EXECUTIVE DIRECTOR
OKLAHOMA DEPARTMENT OF
ENVIRONMENTAL QUALITY

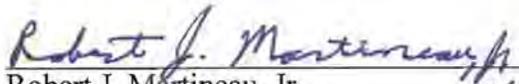
**FOR THE COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION**

Date: 1/26/2011


Thomas M. Thompson, P.G.
Professional Geologist Manager
Environmental Cleanup Program

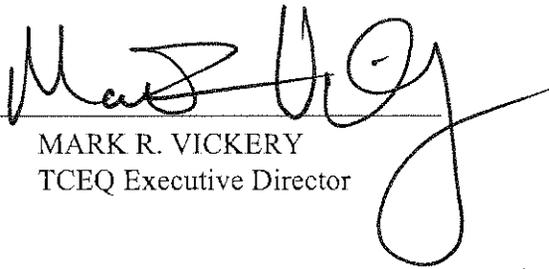
FOR THE STATE OF TENNESSEE

Date: 2/9/11


Robert J. Martineau, Jr.
Commissioner
Dept. of Environment and Conservation

FOR THE STATE OF TEXAS

Date: 2-1-2011



MARK R. VICKERY
TCEQ Executive Director

FOR THE STATE OF TEXAS NATURAL RESOURCE DAMAGE TRUSTEES

GREG ABBOTT
Attorney General of Texas

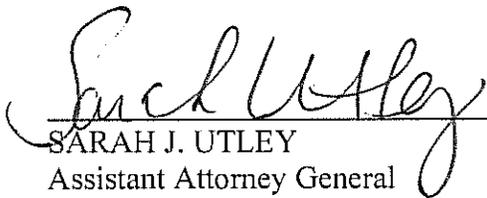
DANIEL T. HODGE
First Assistant Attorney General

BILL COBB
Deputy Attorney General for Civil Litigation

BARBARA B. DEANE
Chief, Environmental Protection and Administrative Law Division

DAVID PREISTER
Chief, Environmental Protection Section

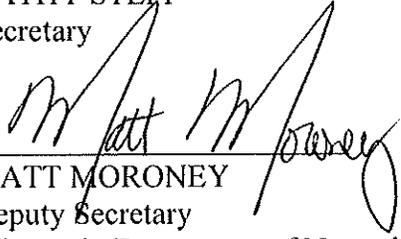
Date: 2/9/11

By: 
SARAH J. UTLEY
Assistant Attorney General
State Bar No. 24042075

FOR THE STATE OF WISCONSIN

CATHY STEPP
Secretary

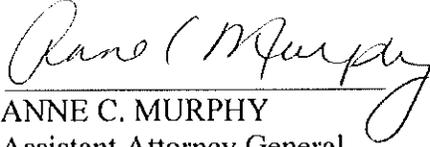
Date: 2/10/11


MATT MORONEY
Deputy Secretary
Wisconsin Department of Natural Resources

Approved as to form:

J.B. VAN HOLLEN
Attorney General

Date: 2/10/11


ANNE C. MURPHY
Assistant Attorney General
State Bar # 1031600
Attorneys for the State of Wisconsin

**USA DRAFT - 1/14/2011 2 PM
PRIVILEGED & CONFIDENTIAL**

FOR THE CITY OF WARRENVILLE, ILLINOIS

Date: JAN. 18, 2011



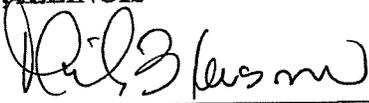
David L. Brummel

Mayor

USA DRAFT - 1/14/2011 2 PM
PRIVILEGED & CONFIDENTIAL

FOR THE CITY OF WEST CHICAGO, ILLINOIS

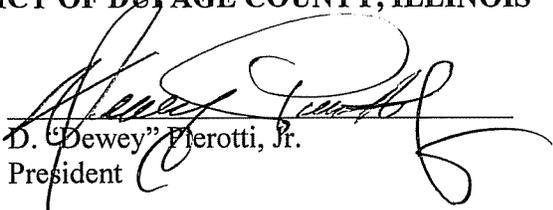
Date: 1/19/11



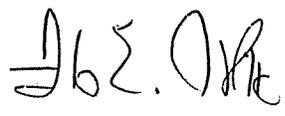
Michael B. Kwasman
Mayor

FOR THE FOREST PRESERVE DISTRICT OF DUPAGE COUNTY, ILLINOIS

Date: 1/24/2011


D. "Dewey" Pierotti, Jr.
President

ATTEST: 1/24/2011
Date: _____



Flo E. Orlik
Assistant Secretary

FOR THE COUNTY OF DUPAGE, ILLINOIS

Date: 1/26/11



Dan Cronin
Chairman

FOR THE CITY OF CHICAGO, ILLINOIS

Date: 1/27/11

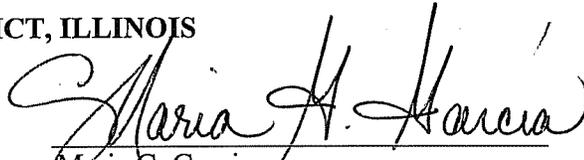
By: 
SUZANNE MALEC-MCKENNA
Commissioner
Department of Environment

Date: Jan. 26, 2011

By: 
MARA S. GEORGES
Corporation Counsel
Department of Law

FOR THE CHICAGO PARK DISTRICT, ILLINOIS

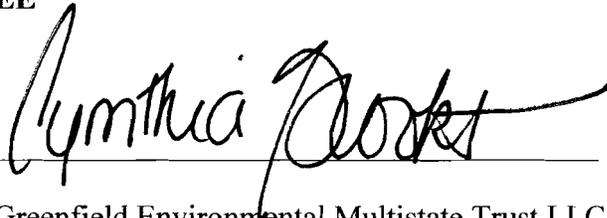
Date: 1/31/11



Maria G. Garcia
Chief Legal Counsel

FOR THE MULTISTATE TRUSTEE

Date: 2/9/2011

A handwritten signature in black ink, reading "Cynthia Brooks", written over a horizontal line.

Greenfield Environmental Multistate Trust LLC
Not Individually But Solely In Its Representative
Capacity

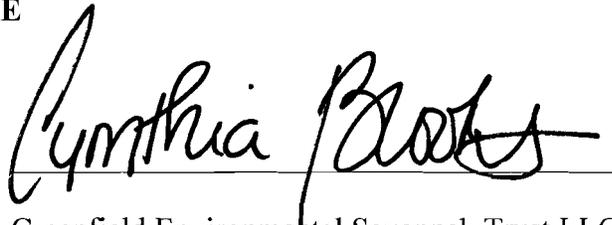
As Trustee for the Multistate Environmental
Response Trust

By: Greenfield Environmental Trust Group, Inc.,
Member

By: Cynthia Brooks, President

FOR THE SAVANNAH TRUSTEE

Date: 2/9/2011

A handwritten signature in black ink that reads "Cynthia Brooks". The signature is written in a cursive style and is positioned above a horizontal line.

Greenfield Environmental Savannah Trust LLC
Not Individually But Solely In Its Representative
Capacity

As Trustee for the Savannah Environmental
Response Trust

By: Greenfield Environmental Trust Group, Inc.,
Member

By: Cynthia Brooks, President

FOR THE WEST CHICAGO TRUSTEE

WESTON SOLUTIONS, INC.,
NOT INDIVIDUALLY BUT SOLELY
IN ITS REPRESENTATIVE CAPACITY AS
TRUSTEE OF THE WEST CHICAGO
ENVIRONMENTAL RESPONSE TRUST

Date: 8 FEB 11

By: 
Kurt S. Stimpson
Senior Vice President

FOR THE CIMARRON TRUSTEE

The Cimarron Custodial Trustee By and through
Environmental Properties Management, LLC, not
individually but solely in the representative capacity
as Trustee of the Cimarron Environmental Response
Trust

Date: February 9, 2011

By: 
Stephen M. Linnemann, P.E,
not individually but solely in the representative
capacity as President of the Trustee
of the Custodial Trust

FOR THE NEVADA TRUSTEE

The Nevada Trustee
By and through Le Petomane XXVII, Inc., not
individually but solely in the representative capacity
as Trustee of the Nevada Environmental Response
Trust

Date: 2/9/11

By: Jay A. Steinberg as President
and not
individually
Jay A. Steinberg, not individually but
solely in the representative capacity
as President of the Trustee of the Nevada
Environmental Response Trust