



STATE OF NEVADA
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July 2, 2010

Mr. Robert P. Ellis
The Robert P. Ellis and Sandra D. Ellis
Living Trust
979 Camelia Drive
Henderson, Nevada 89011

Matt Paque, Esq.
Tronox LLC
Post Office Box 268859
Oklahoma City, Oklahoma 73134

Re: 250 W. Warm Springs Road, Henderson, Nevada
APN 178-12-610-001
Tronox LLC (TRX)
NDEP Facility ID #H-000539
Nevada Division of Environmental Protection (NDEP) Response to:
TRX E-mail: RE: NDEP "Parcel J" Letter
Dated: April 16, 2010

Dear Messrs. Paque and Ellis:

I have reviewed the above-referenced e-mail from Mr. Paque, including the redacted sales agreement between TRX and the Robert P. Ellis and Sandra D. Ellis Living Trust Ellis Trust ("the Ellis Trust") attached, in addition to other relevant documentation including the January 31, 2008 Grant, Bargain, and Sale Deed. I understand that TRX sent this e-mail in response to an April 9, 2010 letter from the NDEP requesting a Sampling and Analysis Plan ("SAP") to assess the nature and extent of hazardous substance contamination on "Parcel J" by April 26, 2010.

Pursuant to Finding of Alleged Violations (FOAV) and Order issued by NDEP to TRX on December 14, 2010, TRX is responsible for continued remediation on Parcel J. Although the redacted portions of the purchase agreement appear to indicate an agreement between TRX and the Ellis Trust to cut off TRX's continued liability, the NDEP is not a party to this agreement. Moreover, this clause is contradicted by the language of the Grant, Bargain, and Sale Deed. I can find no applicable Nevada statutes that would relieve a responsible party of liability by a mere transfer of the property, without any corresponding agreement from the regulatory authority. Finally, unless the Ellis Trust qualifies for a defense as a bona fide prospective purchaser, it too is a responsible party.


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Thus, it appears that both TRX and the Ellis Trust are responsible for the submittal of this document and any subsequent characterization and remediation. The NDEP is not obligated to pick and choose among responsible parties and delineate their respective liabilities. The NDEP leaves it in your capable hands to determine which party can most effectively meet the remediation obligations on Parcel J and to iron out any indemnification remedies you might have. Therefore, TRX and the Ellis Trust are required to submit the requested SAP by July 19, 2010.

Sincerely,

CATHERINE CORTEZ MASTO
Attorney General

By:


CAROLYN E. TANNER
Deputy Attorney General
(775) 684-1270

CET/lzd

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Michael Bellotti, Olin Corporation
Curt Richards, Olin Corporation

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Paul Sundberg, Montrose Chemical Corporation
Joe Kelly, Montrose Chemical Corporation of CA
Jeff Gibson, AMPAC
Larry Cummings, AMPAC

cc: Susan Crowley, C/O Tronox LLC, PO Box 55, Henderson, Nevada 89009
Robert P. Ellis and Sandra D. Ellis Living Trust, Attn: Robert P. Ellis,
979 Camelia, Henderson, Nevada, 89011