

June 7, 2012

WRITER'S DIRECT LINE
414.297.5836
toneill@foley.com EMAILCLIENT/MATTER NUMBER
099071-0101VIA FEDERAL EXPRESSTronox LLC
3301 NW 150th Street
Oklahoma City, OK 73124
Attention: Michael Foster, General CounselVIA FIRST CLASS US MAILKirkland & Ellis LLP
Attn: Wendy Tamblin Newkirk
300 N. LaSalle Street
Chicago, IL 60654

Re: Final Site Management Plan

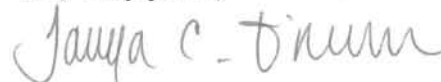
Dear Mr. Foster:

Enclosed please find a hard copy of the final Site Management Plan ("SMP") for the Nevada Environmental Response Trust ("Landlord") property in Henderson, Nevada, approved by the Nevada Division of Environmental Protection ("NDEP") on June 1, 2012. The SMP was developed as part of the soil excavation program and NDEP required Landlord to prepare and implement the SMP. Tronox, as tenant under that certain Single Tenant Industrial Lease dated February 14, 2011 ("Lease"), is a Site Occupant, as defined in the SMP, and must comply with the provisions applicable to Site Occupants. Under the terms of the Lease, compliance with the SMP is a Due Care Obligation.

To that end, please sign and return the "Certification of Compliance with Site Management Plan" found at Appendix B. Although previous versions were provided to Tenant, and the Trust and Tenant have had to comply with the provisions prior to final approval from NDEP, now that the SMP is final, the signed Certification must be provided to Landlord before Tenant can perform any Tenant Projects or before any other construction or earth moving projects are performed at the Site.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Tanya C. O'Neill

Enclosure—Final Site Management Plan

cc: Richard Stater (with enc.)
NDEP BCA (w/o enc.)
Nevada Environmental Response Trust (w/o enc.)
ENVIRON (w/o enc.)
Matt Paque (w/o enc.)