

**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
)	

**ORDER GRANTING THE UNITED STATES’ MOTION TO APPROVE
THE CONSENT DECREE AND ENVIRONMENTAL SETTLEMENT AGREEMENT**

Upon the Motion² of the United States of America (the “United States”) for entry of an Order to Approve the Consent Decree and Environmental Settlement Agreement Among the Debtors, the Environmental Response Trust Trustees, the United States, and Certain State and Local Environmental Agencies (the “Settlement Agreement Approval Motion”); and it appearing that the relief requested is in the best interests of Tronox’s estates, its creditors and other parties in interest; and the Court having jurisdiction to consider the Settlement Agreement Approval Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the 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 notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED

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 set forth in the Motion.

1. Upon consideration of the Settlement Agreement Approval Motion and all responses thereto, the Consent Decree and Environmental Settlement (“Settlement Agreement”) is hereby approved as fair, reasonable and consistent with environmental law.

2. For the avoidance of doubt, the term “approval of the court” in Paragraphs 22, 46, 63, 88 and 113 of the Settlement Agreement shall not be construed to mean (a) the Findings of Fact, Conclusions of Law and Order Confirming the First Amended Joint Plan of Reorganization of Tronox Incorporated, et al., Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2567], (b) any other order that has been entered to date by the Bankruptcy Court, or (c) any future order approving the Environmental Trust Agreements or the Anadarko Litigation Trust Agreement. Nothing in this Order or the Settlement Agreement shall be construed to exculpate the Trust Parties from any liability resulting from any act or omission constituting fraud, willful misconduct, or criminal conduct.

3. This approval is subject to the filing of fully-executed copies of the five environmental response trust agreements referred to in Paragraph 169 of the Settlement Agreement.

4. The Anadarko Litigation Trust Agreement (as defined in Paragraph 119 of the Settlement Agreement) shall be filed on at least five (5) business days’ notice and with an opportunity to object for any affected parties.

5. The parties to the Settlement Agreement are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

6. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062 and 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: January 26, 2011

/s/ Allan L. Gropper

United States Bankruptcy Judge