

Presentment Date: March 30, 2010 at 12:00 p.m. (ET)

Objection Deadline: March 27, 2010 at 4:00 p.m. (ET)

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70-0925  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
TRONOX INCORPORATED, <u>et al.</u> , <sup>1</sup>	)	Case No. 09-10156 (ALG)
Debtors.	)	Jointly Administered

**NOTICE OF PRESENTMENT OF TRONOX'S MOTION  
FOR ENTRY OF AN ORDER FURTHER EXTENDING  
TRONOX'S TIME TO FILE NOTICES OF REMOVAL OF ACTIONS**

PLEASE TAKE NOTICE that the undersigned will present the motion of the above-captioned debtors and debtors in possession (collectively, "Tronox") for entry of an Order Further Extending Tronox's Time to File Notices of Removal of Actions (the "Motion") to the Honorable Allan L. Gropper of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in Room 617, One Bowling Green, New York, New York 10004-1408, for signature on **March 30, 2010 at 12:00 p.m. (ET)**.

<sup>1</sup> 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.

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PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court electronically by registered users of the Bankruptcy Court's case filing system (the User's Manual for the Electronic Case Filing System can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), the official website for the Bankruptcy Court) and, by all other parties in interest, on a 3.5 inch disk, in text-searchable Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (in either case, with a hard-copy delivered directly to Chambers), and shall be served upon (a) counsel to Tronox, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Jonathan S. Henes, Esq.; (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Susan D. Golden, Esq.; (c) counsel to the agent for Tronox's postpetition secured lenders, Latham & Watkins LLP, 8233 South Wacker Drive, Suite 5800, Chicago, Illinois 60606, Attn: Richard A. Levy, Esq.; (d) counsel to the official committee of unsecured creditors, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019-6064, Attn: Brian S. Hermann, Esq. and Elizabeth McColm, Esq.; (e) counsel to the official committee of equity security holders, Pillsbury Winthrop Shaw Pittman LLP, 1540 Broadway, New York, New York 10036-4039, Attn: Craig A. Barbarosh, Esq., David A. Crichlow, Esq. and Karen B. Dine, Esq.; (f) the Office of the United States Attorney for the Southern District of New York, 86 Chambers Street, 3rd Floor, New York, New York 10007, Attn: Robert Yalen, Esq. and Tomoko Onozawa, Esq.; and (g) all those persons and entities that have formally requested notice by filing a written request for notice pursuant to Bankruptcy Rule

2002 and the Local Bankruptcy Rules (with service on such parties by email only), so as to be actually received **no later than March 27, 2010 at 4:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE that, if no objections to the Motion are timely filed, served and received in accordance with the terms hereof, the Bankruptcy Court may enter an order approving the Motion without further notice or hearing. If an objection is timely filed, served and received, a hearing will be held before the Honorable Allan L. Gropper, United States Bankruptcy Court for the Southern District of New York, in Room 617, One Bowling Green, New York, New York 10004-1408, at a date and time to be established by the Bankruptcy Court. The parties are required to attend the hearing and failure to attend in person or by counsel may result in relief being granted or denied upon default.

New York, New York  
Dated: March 10, 2010

/s/ Jonathan S. Henes  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: )

) Chapter 11

TRONOX INCORPORATED, et al.,<sup>1</sup> )

) Case No. 09-10156 (ALG)

) Debtors. )

) Jointly Administered

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**TRONOX'S MOTION FOR ENTRY OF AN ORDER FURTHER  
EXTENDING TRONOX'S TIME TO FILE NOTICES OF REMOVAL OF ACTIONS**

The above-captioned debtors and debtors in possession (collectively, "Tronox") hereby move the Court, pursuant to this motion (the "Motion"), for entry of an order (the "Order"), substantially in the form attached hereto as Exhibit A, further extending the period within which Tronox may file notices of removal with respect to any actions that are subject to removal (the "Removal Period") pursuant to 28 U.S.C. § 1452 and Rule 9027 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). In support of this Motion, Tronox respectfully states as follows:

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<sup>1</sup> 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.

### **Jurisdiction**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are 28 U.S.C. § 1452 and Bankruptcy Rules 9006 and 9027.

### **Background**

4. On January 12, 2009 (the "Petition Date"), Tronox filed petitions with the Court under chapter 11 of the Bankruptcy Code. Tronox is operating its businesses and managing its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Tronox's chapter 11 cases are consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). On January 21, 2009, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee"). On March 13, 2009, the U.S. Trustee appointed an official committee of equity security holders (the "Equity Committee"). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

5. Tronox, together with its non-debtor affiliates, is among the world's leading producers of titanium dioxide pigment and electrolytic and other specialty chemicals. Tronox's products are used in the manufacture of a number of everyday goods and consumer products such as paints, coatings, plastics, paper, batteries, toothpaste, sunscreen and shampoo. Tronox has approximately 1,100 customers located in more than 100 countries.

6. By order dated April 7, 2009 [Dkt. No. 337], this Court extended the Removal Period to July 12, 2009. By order dated July 13, 2009 [Dkt. No. 549], this Court further

extended the Removal Period to October 12, 2009. By order dated October 16, 2009 [Dkt. No. 755], this Court further extended the Removal Period to March 31, 2010.

### **Relief Requested**

7. For the reasons set forth herein, Tronox requests entry of an Order pursuant to Bankruptcy Rule 9006(b) further extending the time within which Tronox may file notices of removal with respect to any actions that are subject to removal under 28 U.S.C. § 1452. Specifically, Tronox proposes to extend its removal deadline under Bankruptcy Rule 9027 to the earlier of: (a) September 30, 2010, (b) the effective date of a plan of reorganization, (c) the day that is 30 days after the entry of an order terminating the automatic stay provided by section 362 of the Bankruptcy Code with respect to the particular action sought to be removed, or (d) with respect to Postpetition Actions (defined below), the time periods set forth in Bankruptcy Rule 9027(a)(3).

8. Tronox further requests that the Order requested herein be without prejudice to: (a) any position Tronox may take regarding whether section 362 of the Bankruptcy Code applies to stay any actions; and (b) Tronox's right to seek future extensions of time to remove any and all actions.

### **Basis for Relief**

9. Bankruptcy Rule 9027 and 28 U.S.C. § 1452 govern the removal of pending civil actions. Specifically, 28 U.S.C. § 1452(a) provides:

A party may remove any claim or cause of action in a civil action other than a proceeding before the United States Tax Court or a civil action by a governmental unit to enforce such governmental unit's police or regulatory power, to the district court for the district where such civil action is pending, if such district court has jurisdiction of such claim or cause of action under section 1334 of this title.

28 U.S.C. § 1452(a). Bankruptcy Rule 9027(a)(2) further provides, in pertinent part:

If the claim or cause of action in a civil action is pending when a case under the [Bankruptcy] Code is commenced, a notice of removal may be filed in the bankruptcy court only within the longest of (A) 90 days after the order for relief in the case under the Code, (B) 30 days after entry of an order terminating a stay, if the claim or cause of action in a civil action has been stayed under § 362 of the [Bankruptcy] Code, or (C) 30 days after a trustee qualifies in a chapter 11 reorganization case but not later than 180 days after the order for relief.

Fed. R. Bankr. P. 9027(a)(2). With respect to postpetition actions, Bankruptcy Rule 9027(a)(3) provides for removal:

only within the shorter of (A) 30 days after receipt, through service or otherwise, of a copy of the initial pleading setting forth the claim or cause of action sought to be removed or (B) 30 days after receipt of the summons if the initial pleading has been filed with the court but not served with the summons.

10. Bankruptcy Rule 9006(b) provides that the court may extend unexpired time periods, such as the removal period, without notice:

when an act is required or allowed to be done at or within a specified period by these rules or by a notice given thereunder or by order of court, the court for cause shown may at any time in its discretion ...with or without motion or notice order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order.

Fed. R. Bankr. P. 9006(b)(1).

11. It is well-settled that pursuant to Bankruptcy Rule 9006(b), this Court is authorized to enlarge the removal period provided under 28 U.S.C. § 1452 and Bankruptcy Rule 9027. See Pacor, Inc. v. Higgins, 743 F.2d 984, 996 n.17 (3d Cir. 1984), overruled on other grounds by Things Remembered, Inc. v. Petrarca, 516 U.S. 124, 134-35 (1995) (holding the bankruptcy court's power to grant an extension of the removal period pursuant to Bankruptcy Rule 9006(b) is "clear"); Caperton v. A.T. Massey Coal Co., 251 B.R. 322, 325 (S.D. W. Va. 2000) (Bankruptcy Rule 9006 provides authority to enlarge time periods for removing actions

under Bankruptcy Rule 9027); In re Jandous Elec. Constr. Corp., 106 B.R. 48 (Bankr. S.D.N.Y. 1989) (period in which to file motion to remove may be expanded pursuant to Bankruptcy Rule 9006); In re World Fin. Servs. Ctr., Inc., 81 B.R. 33, 39 (Bankr. S.D. Cal. 1987) (Supreme Court intended to give bankruptcy judges the power to enlarge the filing periods under Bankruptcy Rule 9027(a) pursuant to Bankruptcy Rule 9006(b)); Raff v. Gordon, 58 B.R. 988, 990 (E.D. Pa. 1986) (an expansion of time to file notices of removal is authorized under the Bankruptcy Rules).

### **Cause Exists to Extend the Removal Period**

12. Tronox is party to approximately 240 actions pending in various state and federal courts (collectively, the “Prepetition Actions”) and is represented by many different law firms in these actions. Moreover, additional actions may be filed against Tronox (collectively, the “Postpetition Actions,” and together with the Prepetition Actions, the “Actions”) during the pendency of these chapter 11 cases. While section 362(a) of the Bankruptcy Code automatically stays many, if not all, of the Actions pending against Tronox, Tronox is not yet prepared to decide which, if any, Actions it will seek to remove.

13. Tronox’s key personnel and legal department are assessing the Actions, while being actively involved in many other aspects of Tronox’s chapter 11 cases. Since the Petition Date, Tronox’s key personnel and legal department, in addition to their normal duties, have devoted considerable time and effort to Tronox’s chapter 11 cases, including (a) negotiating a plan support agreement, an equity commitment agreement and a replacement DIP agreement<sup>2</sup> that provide the framework for a standalone plan of reorganization, (b) engaging and meeting

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<sup>2</sup> On December 23, 2009, this Court approved Tronox’s entry into the plan support agreement and the equity commitment agreement [Dkt. No. 1030] and approved Tronox’s replacement DIP financing on an interim basis [Dkt. No. 1031]. On January 15, 2010, this Court approved Tronox’s replacement DIP financing on a final basis [Dkt. No. 1115].



with the Equity Committee, the Creditors' Committee and the *ad hoc* bondholder group in furtherance of Tronox's intent to bring a fully consensual plan of reorganization before this Court at confirmation, if such a plan is possible, (c) assisting with the negotiation and drafting of the plan of reorganization, disclosure statement and related documents, (d) supporting the litigation against Anadarko Petroleum Corporation and Kerr-McGee Corporation and (e) meeting with state and federal environmental regulators to win support for Tronox's environmental settlement, which is outlined in the plan support agreement. These endeavors have required significant attention from Tronox's key personnel and legal department, precisely the individuals who must evaluate and decide whether or not to remove any of the Actions. For these reasons, Tronox requires additional time to consider filing notices of removal in the Actions.

14. Tronox believes the proposed time extension will provide it with the necessary additional time to consider and make decisions concerning the removal of any Actions. Tronox believes that absent the requested extension, it will not have sufficient time to consider adequately whether removal of any of the Actions is necessary. Accordingly, cause exists for the relief requested herein.

15. The requested extension of the Removal Period will not prejudice the rights of any party to the Actions. Inasmuch as section 362(a) of the Bankruptcy Code automatically stays actions against Tronox, the Actions will not be proceeding in their respective courts with respect to Tronox even absent the relief requested herein. Finally, if Tronox ultimately seeks to remove any action pursuant to Bankruptcy Rule 9027, any party to the litigation can seek to have such action remanded pursuant to 28 U.S.C. § 1452(b), which provides that "[t]he court to which such claim or cause of action is removed may remand such claim or cause of action on any

equitable ground.” 28 U.S.C. § 1452(b). Thus, the relief requested herein does not impact any party’s rights under 28 U.S.C. § 1452(b).

### **Reservation of Rights**

16. Tronox reserves its right to seek further extensions of the time within which it may remove Actions pursuant to Bankruptcy Rule 9027(a) and 28 U.S.C. § 1452. In addition, Tronox reserves the right to subsequently assert in these chapter 11 cases or in any other appropriate forum that any or all of the Actions are stayed by the provisions of section 362 of the Bankruptcy Code.

### **Motion Practice**

17. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this Motion. Accordingly, Tronox submits that this Motion satisfies Rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York.

### **Notice**

18. Tronox has provided notice of this Motion to: (a) the U.S. Trustee; (b) counsel to the agent for Tronox’s postpetition secured lenders; (c) counsel to the Creditors’ Committee; (d) counsel to the Equity Committee; (e) the Office of the United States Attorney for the Southern District of New York; (f) opposing counsel in each of the Actions<sup>3</sup>; and (g) all those persons and entities that have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, Tronox respectfully submits that no further notice is necessary.

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<sup>3</sup> To address the concerns of the Court regarding notice to parties potentially affected by the relief sought herein, Tronox is providing notice of this Motion to opposing counsel in each of the Actions. See 4/7/09 Hr’g Trans. at 25-27.

**No Prior Request**

19. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, Tronox respectfully requests entry of an Order, substantially in the form attached hereto as Exhibit A, (a) extending the removal period through and including the earlier of (i) September 30, 2010, (ii) the effective date of a plan of reorganization; (iii) the day that is thirty (30) days after the entry of an order terminating the automatic stay with respect to the particular action sought to be removed, or (iv) with respect to Postpetition Actions, the time periods set forth in Bankruptcy Rule 9027(a)(3); and (b) granting such other and further relief as is just and proper.

New York, New York  
Dated: March 10, 2010

/s/ Jonathan S. Henes

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Counsel to the Debtors  
and Debtors in Possession

**EXHIBIT A**

**Proposed Order**

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

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In re:

TRONOX INCORPORATED, et al.,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)

) Case No. 09-10156 (ALG)  
)

) Jointly Administered  
)

**ORDER FURTHER EXTENDING TIME  
TO FILE NOTICES OF REMOVAL OF ACTIONS**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, “Tronox”) for entry of an order (the “Order”) Further Extending Time to File Notices of Removal of Actions; 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 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 that:

1. The Motion is granted to the extent provided herein.

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

2. The time by which Tronox may file notices of removal in this Court with respect to the Actions is extended to and includes the earlier to occur of: (a) September 30, 2010, (b) the effective date of a plan of reorganization, (c) the day that is thirty (30) days after entry of an order terminating the automatic stay with respect to the particular Action sought to be removed, or (d) with respect to Postpetition Actions, the time periods set forth in Bankruptcy Rule 9027(a)(3).

3. This Order shall be without prejudice to Tronox's right to seek further extensions of the time within which it may remove Actions pursuant to Bankruptcy Rule 9027(a) and 28 U.S.C. § 1452.

4. This Order shall be without prejudice to any position Tronox may take regarding whether section 362 of the Bankruptcy Code applies to stay any Action.

5. Tronox is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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: \_\_\_\_\_, 2010

\_\_\_\_\_  
United States Bankruptcy Judge