

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Indicate the Debtor against which you assert a claim by checking the appropriate box below. (Check only one Debtor per claim form.)

- | | | |
|---|--|---|
| <input type="checkbox"/> TRONOX LUXEMBOURG S.A.R.L.- (CASE No. 09-10155) | <input type="checkbox"/> TRIPLE S ENVIRONMENTAL MANAGEMENT CORPORATION - (CASE No. 09-10161) | <input type="checkbox"/> TRONOX FINANCE CORP.- (CASE No. 09-10165) |
| <input type="checkbox"/> TRONOX INCORPORATED- (CASE No. 09-10156) | <input type="checkbox"/> TRIPLE S MINERAL RESOURCES CORPORATION- (CASE No. 09-10162) | <input type="checkbox"/> TRONOX HOLDINGS, INC.- (CASE No. 09-10166) |
| <input type="checkbox"/> CIMARRON CORPORATION- (CASE No. 09-10157) | <input type="checkbox"/> TRIPLE S REFINING CORPORATION- (CASE No. 09-10163) | <input type="checkbox"/> TRONOX LLC- (CASE No. 09-10167) |
| <input type="checkbox"/> SOUTHWESTERN REFINING COMPANY, INC.- (CASE No. 09-10158) | <input type="checkbox"/> TRIPLE S, INC. - (CASE No. 09-10164) | <input type="checkbox"/> TRONOX PIGMENTS (SAVANNAH) INC.- (CASE No. 09-10168) |
| <input type="checkbox"/> TRANSWORLD DRILLING COMPANY- (CASE No. 09-10159) | | <input type="checkbox"/> TRONOX WORLDWIDE LLC- (CASE No. 09-10169) |
| <input type="checkbox"/> TRIANGLE REFINERIES, INC.- (CASE No. 09-10160) | | |

NOTE: Other than claims under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(n).

Name of Creditor (the person or other entity to whom the debtor owes money or property):

NRC Region IV

Name and address where notices should be sent:

NRC Region IV

611 Ryan Plz Dr Ste 400

Arlington, TX 76011

Pack No: 24046

Name id: 7523658

JUN - 8 2009

Telephone number:

☐ Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: _____

(If known)

Filed on: _____

Name and address where payment should be sent (if different from above):

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ _____

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

If all or part of your claim is entitled to administrative priority under 11 U.S.C. § 503(b)(9), complete item 6.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. Basis for Claim: _____

(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: _____

3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

 Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other
 Describe:

Value of Property: \$ _____ Annual Interest Rate ____%

Amount of arrearage and other charges as of time case filed included in secured claim, -

if any: \$ _____ Basis for perfection: _____

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim.

- ☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
- ☐ Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4).
- ☐ Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).
- ☐ Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).
- ☐ Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).
- ☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).

Amount entitled to priority:

\$ _____

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

Date:

Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Only original proofs of claim will be deemed acceptable for purposes of claims administration.

FOR COURT USE ONLY

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.



0910156090527200819049978

c/32

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim.

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien

documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim form is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgement of Filing a Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

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

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

NOTICE OF AUGUST 12, 2009 DEADLINE FOR FILING PROOFS OF CLAIM

TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST TRONOX INCORPORATED OR ITS AFFILIATED DEBTORS.

PLEASE TAKE NOTICE that, on January 12, 2009, Tronox Incorporated and 14 of its affiliates filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Court"). A list of the Debtors may be found on page 3 of this notice.

PLEASE TAKE FURTHER NOTICE that, on May 28, 2009, the Court entered an order establishing **August 12, 2009 at 5:00 p.m. (Pacific Time)** as the last date (the "Bar Date") for any person or entity (including individuals, corporations, partnerships, trusts, and governmental units) to file a proof of claim (a "Proof of Claim"). The Bar Date and the procedures for filing a Proof of Claim apply to all Claims (as defined in section 101(5) of the Bankruptcy Code) against a Debtor that arose prior to January 12, 2009, except as specifically excluded below.

YOU ARE RECEIVING THIS NOTICE because you may have a Claim against one or more of the Debtors. However, the fact that you are receiving this notice does not mean that you do have a Claim against a Debtor or that the Debtors believe that you have such a Claim.

PURSUANT TO THE BAR DATE ORDER ENTERED BY THE COURT:

- **THE DEADLINE TO FILE A PROOF OF CLAIM IN THESE CASES IS AUGUST 12, 2009 AT 5:00 P.M. (PACIFIC TIME).**
- **IF YOU ARE REQUIRED TO FILE A PROOF OF CLAIM BY THE BAR DATE BUT FAIL TO DO SO, YOUR CLAIM WILL BE FOREVER BARRED. THIS MEANS THAT YOU WILL NOT BE ELIGIBLE TO VOTE ON ANY CHAPTER 11 PLAN OR RECEIVE ANY DISTRIBUTION FROM THE DEBTORS ON ACCOUNT OF YOUR CLAIM.**

THIS NOTICE CONTAINS INFORMATION REGARDING (1) HOW TO DETERMINE IF YOU MUST FILE A PROOF OF CLAIM AND, IF YOU ARE REQUIRED TO DO SO, (2) HOW TO FILE A PROOF OF CLAIM.

I. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a Proof of Claim if you have a Claim¹ against any of the Debtors that arose before January 12, 2009, except for the types of Claims listed below. Acts or omissions that occurred before January 12, 2009 may give rise to Claims that are subject to the Bar Date, even if the Claims may not have become known or fixed or liquidated until after January 12, 2009.

The Debtors were "spun off" from Kerr-McGee Corporation in 2006. As a result of the spin-off, it is possible that you may have a Claim against the Debtors that is related to Kerr-McGee Corporation's operations prior to March 2006.

II. WHAT TO FILE

Enclosed with this notice is a form Proof of Claim for you to use.

For your filed Proof of Claim to be valid, it must (a) be signed by you or your authorized agent, (b) be written in the English language, (c) be denominated in lawful currency of the United States, and (d) conform substantially with the enclosed Proof of Claim form or to Official Form No. 10. In addition, you must attach to your Proof of Claim any documents on which your Claim is based (if voluminous, you may instead attach a summary). You also must specifically identify the Debtor against which you assert a Claim by name and case number (listed on page 3 of this notice). You should include all Claims against a particular Debtor in a single Proof of Claim. If you have Claims against multiple Debtors, you must file a separate Proof of Claim against each Debtor.

III. WHEN AND WHERE TO FILE

Proofs of Claim must be submitted so as to be actually received no later than **5:00 p.m. (Pacific Time) on August 12, 2009** at the following address:

**Tronox Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245**

PLEASE NOTE that your Proof of Claim must be delivered to the above address by first class U.S. Mail (postage prepaid), in person, by courier service, or by overnight delivery.

A PROOF OF CLAIM THAT IS SENT BY FACSIMILE OR E-MAIL WILL NOT BE ACCEPTED.

¹ Under section 101(5) of the Bankruptcy Code, the word "Claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

IV. A LIST OF THE DEBTORS AND CERTAIN RELATED INFORMATION

DEBTOR	CASE NUMBER	PRIOR NAMES USED IN THE LAST 6 YEARS (IF ANY)
Tronox Incorporated	09-10156	New-Co Chemical, Inc.
Tronox Luxembourg S.ar.l.	09-10155	Kerr-McGee Chemical (Luxembourg) S.ar.l.; Kerr-McGee Luxembourg S.ar.l.
Cimarron Corporation	09-10157	
Southwestern Refining Company, Inc.	09-10158	Southwestern Oil & Refining Company
Transworld Drilling Company	09-10159	
Triangle Refineries, Inc.	09-10160	
Triple S Environmental Management Corporation	09-10161	Edgebrook Development Corp.; Kerr-McGee Environmental Management Corp.
Triple S Mineral Resources Corporation	09-10162	Kerr-McGee Minerals Resources Corporation
Triple S Refining Corporation	09-10163	Kerr-McGee Refining Corporation
Triple S, Inc.	09-10164	
Tronox Finance Corp.	09-10165	
Tronox Holdings, Inc.	09-10166	Kemira Holdings Inc.-2000; Kerr-McGee Holdings Inc.-2006
Tronox LLC	09-10167	Kerr-McGee Chemical LLC
Tronox Pigment (Savannah) Inc.	09-10168	Kemira Pigments, Inc.; Kerr-McGee Pigments (Savannah), Inc.
Tronox Worldwide LLC	09-10169	Kerr-McGee Chemical Worldwide LLC

V. WHO NEED NOT FILE A PROOF OF CLAIM

You **DO NOT** need to file a Proof of Claim for the following types of Claims:

- A. Any Claim for which a Proof of Claim already has been filed with the Clerk of the Court in a form substantially similar to Official Bankruptcy Form No. 10;
- B. Any Claim that was listed in the Debtors' schedules of assets and liabilities and statements of financial affairs, which were filed on March 30, 2009 (the "Schedules"); however, if (i) the Schedules list your Claim as "contingent," "unliquidated" or "disputed," (ii) you dispute the Schedules' description of the amount, nature and classification of your Claim, or (iii) you dispute that your Claim is an obligation of the specific Debtor that is identified in the Schedules, then you **MUST** submit a Proof of Claim by the Bar Date;
- C. Any Claim that has been allowed pursuant to an order of the Court that was entered prior to May 28, 2009 at 12:00 p.m. (Eastern Time);

- D. Any Claim against a Debtor that has been paid in full by any of the Debtors or any other party;
- E. Any Claim that is subject to specific deadlines other than the Bar Date fixed by the Court;
- F. Any Claim held by a Debtor in these Chapter 11 Cases;
- G. Any Claim held by a current employee of the Debtors for Wages and Benefits (as defined in the order of the Court entered on February 6, 2009 [Dkt. No. 143] authorizing the Debtors to honor Claims for Employee Wages and Benefits);
- H. Any Claim that is limited exclusively to the repayment of principal, interest and/or other applicable fees and charges ("Debt Claim") owed under any bond or note issued by the Debtors pursuant to an indenture (a "Debt Instrument"); however, (i) an indenture trustee under a Debt Instrument (the "Indenture Trustee") MUST file one Proof of Claim by the Bar Date with respect to all of the amounts owed under each of the Debt Instruments and (ii), if you are the holder of a Debt Claim and wish to assert a Claim, other than a Debt Claim, arising out of or relating to a Debt Instrument, you MUST submit a Proof of Claim by the Bar Date;
- I. Any Claim that is based on an interest in an equity security of the Debtors; however, that if you wish to assert a Claim against any of the Debtors based on, without limitation, Claims for damages or rescission based on the purchase or sale of an equity security, you MUST submit a Proof of Claim by the Bar Date. The Debtors reserve all rights with respect to any such Claims, including the right to assert that such Claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code; and
- J. Any Claim allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases, with the exception of any Claim allowable under section 503(b)(9) of the Bankruptcy Code, which is subject to the Bar Date.

VI. SPECIAL DEADLINES APPLY TO EXECUTORY CONTRACTS AND UNEXPIRED LEASES

The Bankruptcy Code provides that the Debtors may, at any time before a plan of reorganization is confirmed by the Court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a Claim resulting from that rejection. If the Debtors reject your contract or lease after May 28, 2009, you must file a Proof of Claim for damages relating to the rejection of your contract or lease by the later of: (a) the Bar Date; or (b) the date provided in the order authorizing the Debtor to reject (or notice of rejection of) the contract or lease, or, if no date is provided in the order, thirty (30) days after the date the order authorizing the rejection is entered.

VII. EXAMINATION OF SCHEDULES

Your Claim may be listed in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Forms regarding the nature, amount and status of your Claim(s). If the Debtors believe that you hold Claims against multiple Debtors, you will receive a Proof of Claim Form for each Debtor.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the Claim is accurately listed in the Schedules; however, you may rely on the information in the enclosed Proof of Claim Form. If you agree with the nature, amount and status of your Claim and the Debtor against whom your Claim is scheduled, and if your Claim is not described as "disputed," "contingent" or "unliquidated," then you do not need to file a Proof of Claim.

The Debtors' Schedules may be examined and inspected by interested parties during regular business hours at any of (a) the offices of Kirkland & Ellis LLP, 153 East 53rd Street, New York, New York 10022 or (b) the Clerk of the Court, United States Bankruptcy Court, Southern District of New York, One Bowling Green, Room 511, New York, New York 10004-1408, Monday through Friday, 9:00 a.m.-4:30 p.m. The Debtors' Schedules and the Bar Date Order also are available online at www.kccllc.net/tronox. All documents filed in the cases are accessible at the Court's internet site: <https://ecf.nysb.uscourts.gov> through an account obtained from the PACER website at <http://pacer.psc.uscourts.gov>.

If the Debtors later amend their Schedules, the Debtors will notify all holders of the Claims that are affected by the amendment. Those holders will have an opportunity to file Proofs of Claim before a new deadline that will be specified in that future notice.

VIII. ACCESS TO PROOF OF CLAIM FORMS AND OTHER QUESTIONS

Additional information regarding the Bar Date, including Proof of Claim Forms and a copy of the Bar Date Order, may be obtained by contacting the Debtors' notice and claims agent, Kurtzman Carson Consultants LLC, at 2335 Alaska Ave., El Segundo, California 90245, Telephone: (866) 381-9100. Proof of Claim Forms also may be obtained at Kurtzman Carson Consultants' website at www.kccllc.net/tronox or at the Court's website at www.uscourts.gov/bankform.

Kurtzman Carson Consultants LLC cannot advise you how to, or whether you should, file a Proof of Claim. If you have additional questions that are not covered by this notice, you should consult an attorney to determine your rights and obligations.

Dated: May 28, 2009
New York, New York

BY ORDER OF THE COURT

KIRKLAND & ELLIS LLP
153 East 53rd Street
New York, New York 10022

Counsel to the Debtors and Debtors in Possession