

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**ORDER REGARDING TORT CLAIMS TRUSTEE’S MOTION
FOR INSTRUCTIONS REGARDING FUTURE TORT CLAIMS**

This matter is before the Court upon the Motion of Tort Claims Trustee, Garretson Resolution Group, Inc. (the “Trustee”), for Instructions Regarding Future Tort Claims [ECF No. 3069] (the “Motion”). A hearing was held on the Motion on October 25, 2016, and good and sufficient notice of the Motion and the hearing thereon was provided to all interested parties. For the reasons set forth in the Court’s Memorandum Opinion entered on December 14, 2016 [ECF No. 3268], the Court further finds good cause for granting the relief set forth below.

IT IS THEREFORE ORDERED:

1. For purposes of this Order a “Tronox/Kerr-McGee Product” is any product or toxin manufactured, stored, or disposed of, or other property owned, operated or used for storage or disposal by, any Tronox Debtor (as that term is defined in the Plan) or any entity for whose products or operations any Tronox Debtor allegedly has liability.

2. A Tort Claim filed against the Trust constitutes a “Future Tort Claim” if the Claim does not fall into any of the other categories of “Tort Claims” that are the subject of the Trust and if one or more of the following conditions are met:

(a) The claim is based on an exposure to a Tronox/Kerr-McGee Product that first occurred on or after August 12, 2009;

(b) The claim is based on an exposure to a Tronox/Kerr-McGee Product that first occurred before August 12, 2009, but as to which no injury or disease was manifested until on or after August 12, 2009; or

(c) The claimant's first exposure to a Tronox/Kerr-McGee Product, as well as the manifestation of an injury or disease, predated August 12, 2009, but the claimant is able to establish (i) that the claimant's failure to file a timely proof of claim should be excused on grounds of excusable neglect, or (ii) that the purported discharge of the claimant's claim was a violation of due process and therefore ineffective.

3. Determinations as to claims that fall into categories (a) and (b), above, will be made by the Trustee pursuant to the Tronox Incorporated Tort Claims Trust Distribution Procedures ("TDPs") and subject to the dispute resolution procedures that are set forth in the TDPs. If the Trustee determines that a claim received by the Trust that asserts a Future Tort Claim does not satisfy the conditions set forth in categories (a) or (b) of paragraph 2, above, then the Trustee shall deliver to the claimant a Determination Notice in the form attached hereto as Exhibit A.

(a) A claimant who wishes to challenge the Trust's determination as to whether a claim falls into categories (a) or (b), or who disputes the amount that the Trustee proposes to allow in respect of a claim that falls in categories (a) or (b), may do so in the manner described in the Determination Notice, and shall comply with all instructions and deadlines set forth therein.

(b) A claimant who contends that a claim is entitled to be treated as a Future Tort Claim because (i) the claimant's failure to file a timely proof of claim should be excused on grounds of excusable neglect, or (ii) the purported discharge of the claimant's

claim was a violation of due process and therefore ineffective, will be required to file a motion seeking such relief from this Court.

(c) A claimant may file both a challenge to the Trust's determination pursuant to subparagraph (a) and a motion pursuant to subparagraph (b) if the claimant believes that the circumstances justify doing so.

(d) A claimant who fails to timely challenge the Trust's determination or to file a motion according to the procedures and by the deadlines set forth in the Determination Notice shall be conclusively presumed to have accepted the Trust's determination, and shall be barred from contending that the relevant claim qualifies as a Future Tort Claim.

4. The fees that Section 5.4 of the TDPs permits the Trustee and the TAC to impose in connection with reviews of the Trustee's determinations may be imposed only upon claimants who elect to challenge the Trustee's assignment of a "Scheduled Value" to the claimants' claim. The Trustee and the TAC are specifically instructed to ensure that any fees that the Trustee and the TAC seek to impose pursuant to the authority granted in Section 5.4 of the TDPs apply only to the types of challenges that are covered by Section 5.4, and that any such fees be applied on a "non-discriminatory basis" as required by that Section of the TDPs.

Dated: New York, New York
January 19, 2017

s/Michael E. Wiles
UNITED STATES BANKRUPTCY JUDGE