



December 23, 2009

Dear Valued Tronox Customer,

As previously discussed, for several months the company has been pursuing a dual path strategy to find the best way to maximize value for all of our stakeholders. During this process, the company has dedicated significant time and resources to pursuing a sale and, given the current operational performance of the company and today's financial markets, to determine if the company could reorganize as a stand-alone company.

I am very pleased to announce to you that we have successfully negotiated a plan term sheet for a plan of reorganization that our key stakeholders have agreed to support. This term sheet will serve as the foundation for reorganizing the company in the ensuing months and the eventual emergence from bankruptcy. In connection with this term sheet, the company executed the following documents, which were approved by the Bankruptcy Court on December 23, 2009.

- A plan support agreement, signed by our key stakeholders and the United States of America, under which these parties have agreed to support and assist in our efforts to reorganize;
- A new secured debtor in possession credit facility with Goldman Sachs and certain other lenders, which will replace our present secured debt facility and give the company time to complete its plan of reorganization; and
- An agreement with certain bondholders under which the bondholders have agreed that they will provide new equity into the capital structure of the company when it emerges from bankruptcy.

The plan of reorganization came together after countless meetings and negotiations with certain of our material stakeholders to see if the parties could find a way for Tronox to reorganize and succeed as a stand-alone entity after emergence from bankruptcy. We are confident that the term sheet that the parties have agreed to accomplishes this objective. In addition, because the proposed plan includes a settlement with the government to resolve the company's burdensome legacy liabilities, our future success will be even brighter.

As a result of our successful outcome to our negotiations and the selection of the reorganization path, which is supported by all material stakeholders in the bankruptcy, we have ceased our sale process and cancelled the auction that was planned for December 21<sup>st</sup>. We will now focus our time and energy on turning the term sheet into a plan that can be filed with the Bankruptcy Court and meeting the timeline and milestones for that process.

We value our relationship with you and will keep you informed of developments relating to our progress in this restructuring. On behalf of our entire management team, I would like to thank you in your continued business and support.

Sincerely,

A handwritten signature in black ink that reads "Dennis L. Wanlass".

Dennis Wanlass  
Chairman and CEO

A handwritten signature in black ink that reads "John Romano".

John Romano  
Vice President of Sales and Marketing