

ENVIRONMENTAL

THE STATE OF NEVADA

PERMIT TO APPROPRIATE WATER

Name of applicant: TRONOX, LLC
Source: UNDERGROUND
Basin: LAS VEGAS VALLEY
Manner of Use: ENVIRONMENTAL
Period of Use: January 1st to December 31st
Priority Date: 05/25/2010

APPROVAL OF STATE ENGINEER

This is to certify that I have examined the foregoing application, and do hereby grant the same, subject to the following limitations and conditions:

This environmental permit is issued subject to existing rights on the source. It is understood that the amount of water herein granted is only a temporary allowance for pollution control as mandated by orders issued by the Nevada Division of Environmental Protection and subsequent correspondence with said agency. The right will cease to exist upon termination of clean up activity as determined by the Nevada Division of Environmental Protection. A totalizing meter must be installed and maintained in the discharge pipeline and monthly records of this measurement shall be submitted on an annual basis not later than February 15th of each year. Multiple wells within this quarter-quarter may be constructed and pumped. The State retains the right to regulate the use of water granted herein at any and all times.

The permittee shall keep monthly records of the amount of water pumped from this well and the records must be submitted to the State Engineer on an annual basis within 30 days after the end of each calendar year.

This environmental permit does not extend the permittee the right of ingress and egress on public, private or corporate lands.

The total combined duty of water under Environmental Permits 79866E, 79867E and 79868E, having the same place of use, shall not exceed 740 acre-feet annually.

The issuance of this environmental permit does not waive the requirements that the permit holder obtain other permits from State, Federal and local agencies.

Application 79868E is conditionally approved for twelve points of diversion; however Permit 79868E is initially being issued for the construction of one (1) well only: PC-150. If additional wells are needed, the application and mylar map for Permit 79868E must be amended and resubmitted with the additional well site locations and the tie bearings/distances. Each new additional well will be required to submit a Proof of Completion within six (6) months of submitting the amended application and map.

(Continued on Page 2)

This environment permit is issued for environmental purposes for the parcels identified by the Clark County Assessor as APN Nos. 161-36-801-004, 178-12-701-001, 178-12-701-002, and 178-12-701-003.

The point of diversion and place of use are as described on the submitted application to support this permit.

The amount of water to be appropriated shall be limited to the amount which can be applied to beneficial use, **and not to exceed 0.5 cubic feet per second or 290.0 acre-feet annually.**

Work must be prosecuted with reasonable diligence and proof of completion of work shall be filed on or before:

September 15 2011

Water must be placed to beneficial use and proof of the application of water to beneficial use shall be filed on or before:

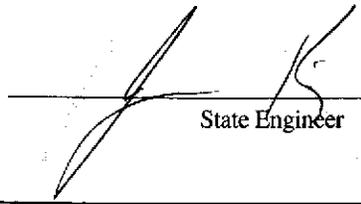
N/A

Map in support of proof of beneficial use shall be filed on or before:

N/A

IN TESTIMONY WHEREOF, I, JASON KING, P.E.,

State Engineer of Nevada, have hereunto set my hand and the seal of my office, this 15th day of **September**, A.D. **2010**



State Engineer

Completion of work filed _____

Proof of beneficial use filed _____

Cultural map filed _____

Certificate No. _____ Issued _____

AMENDED

Application No. 79868 **IE**

APPLICATION FOR PERMIT TO APPROPRIATE THE PUBLIC WATERS OF THE STATE OF NEVADA FOR ENVIRONMENTAL PURPOSES

THIS SPACE FOR OFFICE USE ONLY
Date of filing in State Engineer's Office MAY 25 2010
Returned to applicant for correction MAY 28 2010
Corrected application filed JUN 10 2010 Map filed JUN 10 2010 under 79867E

The applicant TRONOX LLC
PO Box 55 of HENDERSON
Street Address or PO Box City or Town

NEVADA 89009 hereby make(s) application for permission to appropriate the public waters of the State of Nevada, as hereinafter stated. (If applicant is a corporation, give date and place of incorporation; if a copartnership or association give names of members.)

TRONOX LLC was incorporated September 15, 2005 in Delaware.

1. The source of the proposed appropriation is underground water
Name of stream, lake, spring, underground or other source

2. The amount of water applied for is 0.5 or one-half second feet.
One second foot equals 448.83 gallons per minute

(a) If stored in reservoir, give number of acre-feet 361.985 AFA

3. Remediation Order or Letter (attach copy)
(a) Issued by Nevada Division of Environmental Protection (NDEP)
(b) Order, Permit or Plan number Consent Order & Admin Order on Consent for facility ID H-00539
(c) Date issued 9-9-1986 and 4-12-2005 respectively

4. The water is to be diverted from its source at the following point:
Up to twelve points within the SW 1/4 of SE 1/4 of Section 36, T21S, R62E, MDM, Nevada, which bears from the SW corner of said section:
S 87° 09' 21" W, 1167.32 feet.
S 1/4 CORNER 4/5 9-11-10

Describe as being within a 40-acre subdivision of public survey, and by course and distance to section corner. If on unsurveyed land, it should be so stated.

5. Place of use:

N 1/2 of SE 1/4 of Section 12, T22S, R62E, MDM, Nevada.

Describe by legal subdivision. If on unsurveyed land, it should be so stated.

6. Use will begin about January 1 and end about December 31 of each year.
Month and Day Month and Day

7. Description of proposed works.

One to twelve wells pumping through pipes to water quality improvement facility and thence discharging under the authority of NDEP approved NPDES discharged permit NU0023060.

State manner in which water is to be diverted, i.e. diversion structure, ditches and flumes, drilled well with pump and motor, etc.

8. Estimated cost of works \$ 150,000

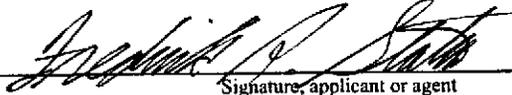
9. Estimated time required to construct works

3 months

If well completed, describe works.

10. Remarks: Describe project

As required by NDEP Consent Order dated 9-9-1986 and the Administrative Order on Consent dated 4-12-2005, water will be withdrawn from the ground then piped to a facility to remove contaminants and improve water quality. It will then be discharged to the Las Vegas Wash under the authority of the NDEP approved NPDES permit NU0023060.

By 
Signature, applicant or agent
Friedrich R. Stater
Name

702-651-2200
Phone Number

rick.stater@trinox.com PO Box 55
E-mail Street Address or PO Box

APPLICATION MUST BE SIGNED BY THE APPLICANT OR AGENT HENDERSON, NV 89015
City, State, ZIP Code

RECEIVED

\$150 FILING FEE MUST ACCOMPANY APPLICATION