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*Counsel for the Tronox Incorporated Tort Claims Trust*

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

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

**NOTICE OF FILING ANNUAL REPORT AND ACCOUNT OF THE  
TRONOX INCORPORATED TORT CLAIMS TRUST  
FOR THE YEAR ENDING DECEMBER 31, 2023**

Pursuant to Section 3.7(b)(i) of the Tronox Incorporated Tort Claims Trust Agreement (the “**Trust Agreement**”), the Trustee of the Tronox Incorporated Tort Claims Trust (the “**Trust**”) hereby gives notice of the filing of the Trust’s Annual Report and Account for the year ending December 31, 2023 (the “**Annual Report**”), a copy of which is attached hereto as Exhibit 1.

Consistent with Section 3.7(b) of the Trust Agreement, the Annual Report includes a statement of the assets and liabilities of the Tort Claims Trust as of December 31, 2023 and the receipts and disbursements of the Tort Claims Trust for the calendar year 2023, a summary of the number and type of claims disposed of during 2023, a general description of the activities of the Tort Claims Trust, the amount of compensation paid to the Tort Claims Trustee in 2023, and

financial statements of the Tort Claims Trust audited by a firm of independent certified public accountants.

As required by Section 3.7(b)(i) of the Trust Agreement, a copy of the Annual Report is being served on Reorganized Tronox, the Delaware Trustee, and the Trust Advisory Committee. In addition, pursuant to Section 3.7(b)(i), this report is available for inspection in accordance with procedures established by the Bankruptcy Court, and shall also be filed with the Office of the United States Trustee for the Southern District of New York. Capitalized terms used herein and in the Annual Report and not otherwise defined shall have the meanings assigned to them in the Trust Agreement.

Dated: May 1, 2024

Respectfully submitted:

/s/ Bethany P. Recht

Robert G. Sanker (admitted *pro hac vice*)

Jason V. Stitt (admitted *pro hac vice*)

Bethany P. Recht (admitted *pro hac vice*)

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Attorneys for the Tronox Incorporated Tort Claims  
Trust

# Exhibit 1

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

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

**ANNUAL REPORT AND ACCOUNT OF THE  
TRONOX INCORPORATED TORT CLAIMS TRUST  
FOR THE YEAR ENDING DECEMBER 31, 2023**

**I. INTRODUCTION**

The Tronox Incorporated Tort Claims Trust (the “**Tort Claims Trust**” or “**Trust**”), created pursuant to the First Amended Joint Plan of Reorganization under Chapter 11 of the United States Bankruptcy Code for Tronox, Inc., *et al.* (“**Plan of Reorganization**”), through its Trustee, The Garretson Resolution Group, Inc., d/b/a Epiq Mass Tort<sup>1</sup> (the “**Tort Claims Trustee**” or the “**Trustee**”) hereby files this Annual Report and Account of the Tort Claims Trust (the “**Annual Report**”) in accordance with Section 3.7(b) of the Tronox Incorporated Tort Claims Trust Agreement dated as of February 14, 2011 (the “**Trust Agreement**”).

This Annual Report summarizes the actions taken on behalf of the Tort Claims Trust during the period from January 1, 2023 to December 31, 2023 (the “**Reporting Period**”) and contains the following information: (1) the assets and liabilities of the Tort Claims Trust as of December 31, 2023 and the receipts and disbursements of the Tort Claims Trust for the Reporting Period, (2) a summary of the number and types of claims disposed of during the Reporting Period, (3) a general description of the activities of the Tort Claims Trust, (4) the amount of compensation paid to the Trustee during the Reporting Period, and (5) financial

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<sup>1</sup> Following an acquisition on December 21, 2018 by Epiq, The Garretson Resolution Group, Inc., operates under a d/b/a of Epiq Mass Tort.

statements of the Tort Claims Trust. A firm of independent certified public accountants, which the Trustee selects, audits the Trust's financial statements and provides an opinion regarding the fairness of the financial statements' presentation of the cash and investments available for the payment of Tort Claims, and the conformity of the financial statements with generally accepted accounting principles.

## **II. BACKGROUND**

On January 12, 2009 (the "**Petition Date**"), Tronox Incorporated and certain of its subsidiaries and affiliates ("**Tronox**") filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York (the "**Court**"). On November 30, 2010, this Court entered an order confirming the Plan of Reorganization. On February 14, 2011, the Effective Date of the Plan of Reorganization occurred, and the Plan of Reorganization was substantially consummated. Pursuant to the Plan of Reorganization, the Trust was created in order to assume the liabilities of the Tronox Debtors arising from or relating to all Tort Claims (as that term is defined in the Plan of Reorganization) and to use the Tort Claims Trust Distributable Amount to pay holders of Allowed Tort Claims in accordance with the Plan of Reorganization, the Trust Agreement, and the Tort Claims Trust Distribution Procedures ("**TDP**") and in a manner that is fair, reasonable, and equitable in light of the limited assets available to satisfy the Tort Claims.

### **1. Trustee**

The Tort Claims Trustee is The Garretson Resolution Group, Inc., d/b/a Epiq Mass Tort. The Tort Claims Trustee administers the Trust, and acts solely in a fiduciary capacity and in accordance with the Trust Agreement.

**2. Trust Advisory Committee**

The Trust Advisory Committee (the “TAC”) is comprised of three members: Ms. Jill A. Moran, Mr. Matthew Slocum, and Mr. Anthony W. Merrill. The TAC represents the interests of all Holders of Tort Claims for the purpose of protecting the rights of such persons.

**3. The Delaware Trustee**

The Delaware Trustee’s sole and limited purpose is to fulfill the requirements of Section 3807 of Chapter 38 of title 12 of the Delaware Code. The Wilmington Trust Company serves as the Delaware Trustee.

**4. Trust Distribution Procedures**

The Tort Claims Trust processes Tort Claims pursuant to the Tronox Incorporated Tort Claims Trust Distribution Procedures.

**III. ANNUAL REPORT AND ACCOUNT**

Section 3.7(b)(i) of the Trust Agreement requires the Annual Report to include:

(1) the assets and liabilities of the Tort Claims Trust as of the end of the year and the receipts and disbursements of the Tort Claims Trust for the preceding year, (2) a summary of the number and type of claims disposed of during the preceding year, (3) a general description of the activities of the Tort Claims Trust, (4) the amount of compensation paid to the Tort Claims Trustee for the preceding year, and (5) financial statements of the Tort Claims Trust (including, without limitation, a balance sheet of the Tort Claims Trust as of the end of such fiscal year and a statement of operations for such fiscal year) audited by a firm of independent certified public accountants selected by the Tort Claims Trustee and accompanied by an opinion of such firm as to the fairness of the financial statements’ presentation of the cash and investments available for the payment of Tort Claims and as to the conformity of the financial statements with generally accepted accounting principles. The Tort Claims Trustee shall provide a copy of each annual report to Reorganized Tronox, the Delaware Trustee, and the TAC when such reports are filed with the Bankruptcy Court.

Accordingly, the Trustee reports the following:

**1. Financial Information**

Attached hereto as Exhibit A is a copy of the audited financial statements of the Trust for the Reporting Period, which BDO USA externally prepared. In addition to the audited financial statements, BDO provided its opinion regarding the fairness of the financial statements' presentation of the cash and investments available for the payment of Tort Claims and the conformity of the financial statements with generally accepted accounting principles.

**2. Assets/Liabilities and Receipts/Disbursements**

The assets and liabilities and receipts and disbursements of the Tort Claims Trust for the Reporting Period can be found in the Trust's audited financial statements attached hereto as Exhibit A.

**3. Trustee Compensation**

As required by Section 3.7(b)(i) of the Trust Agreement, the amount paid in fees to the Tort Claims Trustee is set forth in the Trust's audited financial statements, which are attached hereto as Exhibit A.

**4. TAC Compensation**

As required by Section 6.6 of the Trust Agreement, the compensation and expenses of the TAC can be found in the Trust's audited financial statements attached hereto as Exhibit A.

**5. Claims Processing and Summary of Claims**

Section 3.7(b)(1) of the Trust Agreement requires the Annual Report to include "a summary of the number and type of claims disposed of during the preceding year." Attached as Exhibit B is a summary of the claims processed and paid during the Reporting Period.

**6. Other Activities of the Tort Claims Trust**

**A. Category A Claims Related Matters**

As previously reported, the U.S. Bankruptcy Court for the Southern District of New York (“**Bankruptcy Court**”) on March 10, 2021 issued its Decisions as to Pending Motions for Permission to File “Future Tort Claims” and Relief from the 2009 Bar Date (“**Decision**”). That Decision resolved the more than 4,300 motions that had been filed by Future Tort Claimants through December 31, 2017 (“**FTC Motions**”). The Bankruptcy Court entered five separate orders formally disposing of all of those FTC Motions on July 16, 2021. Subsequently, thirteen (13) individuals pursued appeals to the U.S. District Court for the Southern District of New York from the denials of their FTC Motions. On December 20, 2022 the District Court dismissed seven (7) of those appeals. The Trust filed its consolidated appellee brief in the remaining appeals on February 27, 2023. On March 31, 2023, the District Court dismissed all but one of the remaining appeals for lack of prosecution, and alternatively, affirmed the Decision of the Bankruptcy Court on the merits as to all of the remaining appeals.

Individuals who receive from the Trust Determination Notices concerning their Future Tort Claims continue to file motions with the Bankruptcy Court challenging the Trust’s determination of their claims. On February 27, 2023, the Trust filed a Second Omnibus Objection to sixty-five (65) of those motions. The Trust subsequently filed a Third Omnibus Objection on September 11, 2023, which objected to 82 FTC Motions, and a Fourth Omnibus Objection on March 25, 2024, which objected to 90 FTC Motions. All of those Omnibus Objections remain pending before the Court.

Pending a determination as to the allowed amount of all Future Tort Claims, the Trustee cannot calculate the appropriate pro rata share that each Future Tort Claim is entitled to receive,



which is based upon the scheduled value of all allowed Category A Claims and the amount of funds available to be disbursed to Category A Claims. Based upon the number of Category A claims that have been received to date, the Trustee continues to project that claims in Category A, including Future Tort Claims, will receive less than one percent (1%) of the amount of their scheduled value. The Trustee and its team will continue to evaluate the situation.

As of April 2024, the Trustee had issued Determination Notices to 35,164 Future Tort Claimants, with 14,582 of those claims being approved. Additionally, the Trustee has issued a total of 32,410 primary deficiency letters and another 20,384 secondary or final deficiency notices. Overall, the Trust issued nearly 13,000 pieces of Category A claims correspondence in 2023 – with the focus on finalizing as many Future Tort Claims as possible. Accordingly, 8,410 Category A Future Tort Claims were issued Determination Notices in 2023 alone. Work will continue in 2024 to finalize Category A claims.

B. Category D Claims

In 2023, the Trustee issued a Fourth Allocation for Category D claims, with payments beginning in December 2023 and continuing throughout 2024 for that Allocation, as the Trustee works with the various law firms representing Category D claimants to approve payment files and disburse funds accordingly. In conjunction with this Fourth Allocation, the Trustee conducted additional healthcare lien resolution work to verify whether any additional claimants became eligible for Medicare and/or Medicaid benefits since the prior Category D allocation. Medicare liens for Category D claimants are being determined via a global resolution program, which the Trustee previously negotiated with the Centers for Medicare & Medicaid Services.

C. Claims Litigation

As previously reported, the Trust was named as a defendant in an action pending in the Chancery Court of Lowndes County, Mississippi. The action was filed by Arelya Mitchell against the Trustee and various attorneys that represented the estate of Ms. Mitchell's mother, Martha Mitchell, in connection with the settlement of Martha Mitchell's Category D claim, and a payment the Trust made to the Centers for Medicare & Medicaid Services for reimbursement of a Medicare lien against Martha Mitchell's claim. The claim against the Trust has previously been dismissed, and Ms. Mitchell continues to re-file. The current action seeks an accounting of the settlement funds awarded to Martha Mitchell, but not any specific damages. There has been no activity in the case since early 2023.

**IV. CONCLUSION**

This summarizes the actions taken on behalf of the Tort Claims Trust for the year ending December 31, 2023. The Trustee will continue to make itself available to answer any questions the Court may have, and remains focused on activities that will further the purposes of the Trust.

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# Exhibit A

## **Tronox Incorporated Tort Claims Trust**

**Special-Purpose Financial Statements**  
As of and for the Years Ended December 31, 2023  
and 2022

## **Tronox Incorporated Tort Claims Trust**

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Special-Purpose Financial Statements  
As of and for the Years Ended December 31, 2023 and 2022

## **Tronox Incorporated Tort Claims Trust**

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## **Independent Auditor's Report**

To the Trustee  
Tronox Incorporated Tort Claims Trust  
Portland, Oregon

### ***Opinion***

We have audited the special-purpose financial statements of Tronox Incorporated Tort Claims Trust (the "Trust") (a statutory trust created under the laws of the State of Delaware), which comprise the special-purpose statements of assets, liabilities and net assets available for the payment of claims as of December 31, 2023 and 2022, and the related special-purpose statements of changes in net assets available for the payment of claims and cash flows for the years then ended (the "Special-Purpose Financial Statements"), and the related notes to the Special-Purpose Financial Statements.

In our opinion, the accompanying Special-Purpose Financial Statements present fairly, in all material respects, the special-purpose statement of assets, liabilities, and net assets available for the payment of claims of the Trust as of December 31, 2023 and 2022, and the related special-purpose statements of changes in the net assets available for payment of claims and its cash flows for the years then ended, in accordance with the special-purpose accounting practices the Trust uses, as described in Note 1.

### ***Basis for Opinion***

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Special-Purpose Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Emphasis of Matter***

We draw attention to Note 1 of the Special-Purpose Financial Statements, which describes the basis of accounting. As described in Note 1 to the Special-Purpose Financial Statements, the Special-Purpose Financial Statements are prepared by the Trust on the basis of the accounting practices prescribed by The Garretson Resolution Group, Inc., d/b/a Epiq Mass Tort (the "Trustee"), which is a basis of accounting other than accounting principles generally accepted in the United States of America. As a result, the Special-Purpose Financial Statements may not be suitable for another purpose. Our opinion is not modified with respect to this matter.

As discussed in Note 3 of the Special-Purpose Financial Statements, which discusses related party transactions, for the years ended December 31, 2023 and 2022 the Trust paid \$290,691 and \$2,648,377, respectively, to the Trustee. Our opinion is not modified with respect to this matter.

BDO USA refers to BDO USA, P.C., a Virginia professional corporation, also doing business in certain jurisdictions with an alternative identifying abbreviation, such as Corp. or P.S.C.  
BDO USA, P.C. is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.  
BDO is the brand name for the BDO network and for each of the BDO Member Firms..



### ***Responsibilities of Management for the Special-Purpose Financial Statements***

Management is responsible for the preparation and fair presentation of the Special-Purpose Financial Statements in accordance with the basis of accounting prescribed by the Trustee; this includes determining that the basis of accounting used is an acceptable basis for the preparation of the Special-Purpose Financial Statements in the circumstances.

Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of Special-Purpose Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Special-Purpose Financial Statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust's ability to continue as a going concern with respect to fulfilling its payment obligations within one year after the date that the Special-Purpose Financial Statements are issued or available to be issued.

### ***Auditor's Responsibilities for the Audit of the Special-Purpose Financial Statements***

Our objectives are to obtain reasonable assurance about whether the Special-Purpose Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the Special-Purpose Financial Statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the Special-Purpose Financial Statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the Special-Purpose Financial Statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the Special-Purpose Financial Statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust's ability to continue as a going concern with respect to fulfilling its payment obligations for a reasonable period of time.





We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

***Other Matter - Restriction on Use***

This report is intended solely for the information and use of the Trustee and management of the Trust and for filing with the United States Bankruptcy Court for the Southern District of New York, and is not intended to be and should not be used by anyone other than these specified parties.

*BDO USA, P.C.*

April 30, 2024

## **Special-Purpose Financial Statements**

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**Tronox Incorporated Tort Claims Trust**

**Special-Purpose Statements of Assets, Liabilities, and Net Assets  
Available for the Payment of Claims**

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<i>December 31,</i>	<b>2023</b>	<b>2022</b>
<b>Current Assets</b>		
Cash and cash equivalents	\$ 61,647,856	\$ 66,296,721
<b>Total Current Assets</b>	<b>61,647,856</b>	<b>66,296,721</b>
<b>Liabilities</b>		
<b>Total Liabilities</b>	<b>-</b>	<b>-</b>
<b>Net Assets Available for the Payment of Claims</b>		
	<b>\$ 61,647,856</b>	<b>\$ 66,296,721</b>

*See accompanying independent auditor's report and notes  
to the special-purpose financial statements.*

# Tronox Incorporated Tort Claims Trust

## Special-Purpose Statements of Changes in Net Assets Available for the Payment of Claims

<i>Years ended December 31,</i>	<b>2023</b>	<b>2022</b>
<b>Additions</b>		
Interest	\$ 1,013,498	\$ 418,673
<b>Total Additions</b>	<b>1,013,498</b>	<b>418,673</b>
<b>Deductions</b>		
Claimant disbursements	4,983,557	-
Trust management and processing fees	293,691	2,620,784
Administrative costs	54,980	143,717
Trust legal fees	47,429	38,117
Trust insurance premium	225,909	228,915
Trust Advisory Committee fees	2,940	6,900
Accounting fees	53,858	48,635
<b>Total Deductions</b>	<b>5,662,363</b>	<b>3,087,068</b>
Changes in net assets available for the payment of claims	(4,648,865)	(2,668,395)
Net assets available for the payment of claims		
<b>Beginning of year</b>	<b>66,296,721</b>	<b>68,965,115</b>
<b>End of year</b>	<b>\$ 61,647,856</b>	<b>\$ 66,296,721</b>

*See accompanying independent auditor's report and notes  
to the special-purpose financial statements.*

# Tronox Incorporated Tort Claims Trust

## Special-Purpose Statements of Cash Flows

<i>Years ended December 31,</i>	<b>2023</b>	<b>2022</b>
<b>Operating Activities</b>		
Changes in net assets available for the payment of claims	\$ (4,648,865)	\$ (2,668,395)
Adjustments to reconcile changes in net assets available for the payment of claims to net cash used in operating activities:		
Accounts payable	-	(30,593)
Net cash used in operating activities	(4,648,865)	(2,698,988)
<b>Net Decrease in Cash and Cash Equivalents</b>	<b>(4,648,865)</b>	<b>(2,698,988)</b>
Cash and Cash Equivalents, beginning of year	66,296,721	68,995,708
Cash and Cash Equivalents, end of year	\$ 61,647,856	\$ 66,296,721

*See accompanying independent auditor's report and notes  
to the special-purpose financial statements.*

## Tronox Incorporated Tort Claims Trust

### Notes to the Special-Purpose Financial Statements

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#### 1. Summary of Significant Accounting Policies

##### *Organization and Purpose*

Tronox Incorporated Tort Claims Trust (the “Trust”) was established for the sole purpose of assuming the liabilities of the Tronox, Inc. debtors, their predecessors, and successors in interest, for all tort claims, and to use the tort claims trust distributable amount to pay holders of allowed tort claims in accordance with the First Amended Joint Plan of Reorganization of Tronox Incorporated et al. pursuant to Chapter 11 of the Bankruptcy Code (the “Plan”), the Tort Claims Trust Agreement (the “Agreement”), and the Tort Claims Trust Distribution Procedures (the “TDPs”), and in a manner that is fair, reasonable, and equitable in light of the limited assets available to satisfy the Tort Claims. The Trust does not conduct any trade or business.

##### *Basis of Accounting*

The Trust’s Special-Purpose Financial Statements are prepared using special-purpose accounting methods adopted by The Garretson Resolution Group, Inc., d/b/a Epiq Mass Tort (the “Trustee”), which differ from accounting principles generally accepted in the United States of America (“GAAP”). The special-purpose accounting methods were adopted in order to communicate to the beneficiaries of the Trust the net assets available for the payment of claims and the related operating expenses of the Trust. Since the accompanying Special-Purpose Financial Statements and transactions are not based upon GAAP, accounting treatment by other parties for these same transactions may differ as to timing and amount. The special-purpose accounting methods include the following:

- Assets are recorded when they are received by the Trust and are available for the payment of claims.
- Future fixed liabilities under contractual obligations and other agreements entered into by the Trust are recorded as deductions in the same period that such contractual obligations or agreements are signed and approved by the Trust. Under GAAP, liabilities and contractual obligations are recorded over the period that is benefited by the underlying contract or agreement.
- Claims are expensed in the period in which the confirmed claim amount is settled. The settled claim amount is a claim amount that has been allowed by the Trust and accepted by the claimant, with an approved release and approved payment. Under GAAP, a liability would be recorded for an estimate of the amount to be paid for claims that have been incurred but not yet reported, and for those claims that have been submitted but not yet approved for payment by the Trust.
- Operating expenses are expensed as incurred. Payments for services to be received over an extended period in the future are expensed when paid because these amounts are no longer available for the payment of claims. Under GAAP, an asset would be recorded and amortized over the period in which the related benefits are received.
- Tort Claims Insurance Assets are not recorded until the funds are received from the insurance carriers. These recoveries come from various insurance settlements, which were obtained by the Trust and related entities and assigned to the Trust. The insurance policies cover, among

## Tronox Incorporated Tort Claims Trust

### Notes to the Special-Purpose Financial Statements

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other things, products and general liability claims. Under GAAP, Tort Claims Insurance Assets are recorded upon settlement and assurance of collectability.

#### **Funds**

In accordance with the Agreement, the Trustee created four separate funds as described in the Plan. The funds were created as follows:

Fund A is a fund established for the payment of Allowed Asbestos Claims, Allowed Future Tort Claims, and any Allowed Unaccounted-for Tort Claims, and shall consist of a separate sub-account within the Trust, as defined in the Agreement.

Fund B is a fund established for the payment of Allowed Indirect Environmental Claims, and shall consist of a separate sub-account within the Trust, as defined in the Agreement.

Fund C is a fund established for the payment of Allowed Property Damage Claims, and shall consist of a separate sub-account within the Trust, as defined in the Agreement.

Fund D is a fund established for payment of the Allowed Non-Asbestos Toxic Exposure Claims, and consists of the balance of assets not otherwise allocated to Funds A, B, and C, and shall consist of a separate sub-account within the Trust, as defined in the Agreement.

The final allocations for Funds B and C will depend upon the amount of Allowed Tort Claims asserted against each Fund, as specified in the TDPs. In addition, the final allocation for Fund D may increase and will be determined by the final allocations for Funds B and C, as set forth in the TDPs.

In accordance with the Agreement, the Trust was funded with \$12.5 million in cash from Tronox Worldwide, LLC., allocations of no less than 12% of the Anadarko Litigation settlements which amounted to \$636.6 million, and Tort Claims Insurance Assets amounting to \$1.29 Million (collectively, the "Proceeds"). The Trust was initially required to allocate the Proceeds to the four trust funds, Funds A, B, C, and D (the "Funds"). Funds A, B, and C were initially allocated 6.25% each and Fund D was initially allocated 81.25%. As of July 31, 2014, Fund B and Fund D were reallocated to result in allocations of 2.97% and 84.53%, respectively. As of August 31, 2016, Fund C and Fund D were reallocated to result in allocations of 3.125% and 87.655%, respectively (see Fund Reallocation note below).

The Trust also maintains two additional funds, the General Administrative Expenses and Reserves Fund and Excess Anadarko Fund, for the purpose described below:

The General Administrative Expenses and Reserves Fund is a fund established for payment of the allowed general and administrative expenses associated with the Trust operations, and shall consist of a separate sub-account within the Trust.

In accordance with Section 1.5(e) of the TDPs, the Excess Anadarko Fund consists of five percent of the net proceeds of the Anadarko Litigation payable to the Trust pursuant to the Anadarko Litigation Trust Agreement in excess of \$120 million.

Funding income and investment-specific income are allocated first to the Excess Anadarko Fund and General Administrative Expenses and Reserves Fund, then the remainder pro rata across the Funds.

## **Tronox Incorporated Tort Claims Trust**

### **Notes to the Special-Purpose Financial Statements**

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Funding income and investment-specific income and expenses related to a particular fund are allocated solely to that fund.

The use of these funds, described above, is specified by the Agreement and a complete description of the funds must be derived from the Agreement.

This description of the Trust is not intended to be a legal interpretation of the benefits available to Holders of Allowed Tort Claims, nor is it a legal description of the obligations of any parties to the Plan. A complete description of the rights and benefits of any parties must be derived from the Plan and the Agreement.

#### ***Cash and Cash Equivalents***

The Trust considers highly liquid investments, such as certificates of deposit, money market funds, and United States treasury bills and notes as cash equivalents.

#### ***Accrued Claimant Disbursements***

Accrued claimant disbursements consist of claims settled before year end, but paid after year end.

#### ***Claimant Disbursements***

Claimant disbursements include Medicare holdbacks, Medicaid holdbacks, attorney fees, case expenses, and net awards to Holders of Allowed Tort Claims. Claimant disbursements are recognized when confirmed claims are settled as discussed previously. For the years ending December 31, 2023 and 2022, \$4,983,557 and \$0 in claims were settled, respectively, and were included in the special-purpose statements of changes in net assets available for the payment of claims.

#### ***Concentrations of Credit Risk***

Financial instruments that potentially subject the Trust to concentrations of credit risk consist principally of cash equivalents. The Trust places its cash equivalents in certificates of deposit, money market funds, and accounts which are in excess of federally insured limits or are not federally insured.

#### ***Tax Status***

An election has been made for the Trust to be taxed as a Grantor Trust. In lieu of paying taxes at the trust level, Tronox, Inc. is taxed on the Trust's taxable income. As such, no provision or liability for federal or state income taxes has been recorded.

Uncertain tax positions are recognized in the Special-Purpose Financial Statements when it is more-likely-than-not the position will be sustained upon examination by the tax authorities. As of December 31, 2023 and 2022, the Trust had no uncertain tax positions that qualify for either recognition or disclosure in the Special-Purpose Financial Statements. Additionally, the Trust had no interest and penalties related to income taxes.



## **Tronox Incorporated Tort Claims Trust**

### **Notes to the Special-Purpose Financial Statements**

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#### ***Use of Estimates***

The preparation of the Special-Purpose Financial Statements in conformity with the special-purpose accounting methods adopted by the Trustee, may require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Special-Purpose Financial Statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### ***Events Occurring After the Reporting Date***

The Trust has evaluated events and transactions that occurred between December 31, 2023 and April 30, 2024, which is the date that the Special-Purpose Financial Statements were initially available to be issued, for possible recognition or disclosure in the Special-Purpose Financial Statements.

### **2. Settlement Funds**

In accordance with the Plan, the assets transferred or to be transferred to or received by the Trust consist of the Funded Tort Claims Trust Amount of \$12,500,000, which Tronox Worldwide, LLC contributed upon the establishment of the Trust; the Trust's share (not less than twelve percent (12.00%)) of the proceeds of the Anadarko Litigation (which was a related lawsuit that was settled in 2012 and finalized in 2015) pursuant to the Anadarko Litigation Trust Agreement, together with any other amounts provided therein; and the Tort Claims Insurance Assets, as defined by the Agreement. In accordance with the Trust's accounting policies, such Tort Claims Insurance Assets or claims against Tort Claims Insurance Assets (or sales thereof) are recorded as an addition to net assets available for the payment of claims when the funds are received from the insurance companies.

No funding income was received by the Trust during the years ended December 31, 2023 and 2022.

### **3. Related Party Transactions**

The Trustee is affiliated with the Trust as the Tort Claims Trustee and performed certain transactions with the Trust during 2023 and 2022. For the years ended December 31, 2023 and 2022, the Trust recorded no related party accounts receivable or recorded related party accounts payable. For the years ended December 31, 2023 and 2022, the total amount of fees paid to the Trustee was \$290,691 and \$2,648,377, respectively, which were included as trust management and processing fees and administrative costs in the accompanying special-purpose statements of changes in net assets available for the payment of claims. The fees paid to the Trustee for the year ended December 31, 2022 included fees for healthcare lien verification.

## **Tronox Incorporated Tort Claims Trust**

### **Notes to the Special-Purpose Financial Statements**

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#### **4. Liability for Claims**

In accordance with the trust agreement, the primary purpose of the Trust is to manage and disburse funds for the settlement of claims as defined in the agreement. Upon the fulfillment of these obligations and the payment of all such claims, any remaining assets are to be donated to a designated 501(c)(3) organization. The operations and activities of the Trust are therefore finite and contingent upon the completion of its defined obligations. The financial statements have been prepared on a basis that contemplates the continuation of the Trust as a going concern until the completion of its claims payment obligations. The ultimate number of claims to be filed and the liability for all such claims are uncertain at this time. The net assets available for the payment of claims at December 31, 2023 and 2022 represent funding available for all claims for which no fixed liability has yet been established. The net assets available for the payment of claims at December 31, 2023 is sufficient to pay claims for 12 months from the date of issuance of the Special-Purpose Financial Statements and may or may not be sufficient to meet all future obligations of the Trust.

#### **5. Trust Liability Insurance**

The Trust purchased liability insurance, in accordance with the terms of the Trust, for a premium of \$225,909 and \$228,915 in 2023 and 2022, respectively. The current policy term is September 2023 to September 2024. The Trust's accounting policy is to expense in the current period any amounts that will not be available to pay future claims or expenses of the Trust. Accordingly, these amounts were recorded as a deduction in net assets available for payment of claims during the years ended 2023 and 2022, respectively.

## Supplementary Information

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221 E. 4th Street, Suite 2600  
Cincinnati, OH 45202

## Independent Auditor's Report on Supplementary Information

To the Trustee  
Tronox Incorporated Tort Claims Trust  
Portland, Oregon

We have audited the special-purpose financial statements of Tronox Incorporated Tort Claims Trust (the "Trust") (a statutory trust created under the laws of the State of Delaware), which comprise the special-purpose statements of assets, liabilities and net assets available for the payment of claims as of December 31, 2023 and 2022, and the related special-purpose statements of changes in net assets available for the payment of claims and cash flows for the years then ended (the "Special-Purpose Financial Statements"), and the related notes to the Special-Purpose Financial Statements.

Our audits of the Special-Purpose Financial Statements included in the preceding section of this report were conducted for the purpose of forming an opinion on those statements as a whole. The supplementary information presented in the following section of this report is presented for purposes of additional analysis and is not a required part of the Special-Purpose Financial Statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the Special-Purpose Financial Statements. We have not audited or reviewed the supplementary information and do not express an opinion, a conclusion or provide any other form of assurance on such information.

*BDO USA, P.C.*

April 30, 2024

## Tronox Incorporated Tort Claims Trust

### Unaudited Special-Purpose Schedules of Changes in Net Assets Available for the Payment of Claims by Fund

<i>Year ended December 31, 2023</i>	Trust Fund A	Trust Fund B	Trust Fund C	Trust Fund D	General Administrative Expenses and Reserves	Excess Anadarko	Total
<b>Additions</b>							
Interest and dividends	\$ 290,171	\$ 14,270	\$ 62,937	\$ 254,133	\$ 7,469	\$ 384,517	\$ 1,013,498
Realized gains on investment securities	-	-	-	-	-	-	-
Unrealized gains on investment securities	-	-	-	-	-	-	-
<b>Total Additions</b>	<b>290,171</b>	<b>14,270</b>	<b>62,937</b>	<b>254,133</b>	<b>7,469</b>	<b>384,517</b>	<b>1,013,498</b>
<b>Deductions</b>							
Claimant disbursements	-	22,490	-	4,961,066	-	-	4,983,557
Trust management and processing fees	25,568	-	-	-	268,123	-	293,691
Administrative costs	40,873	-	-	14,106	-	-	54,980
Trust legal fees	40,220	-	-	2,395	4,814	-	47,429
Trust insurance premium	-	-	-	-	225,909	-	225,909
Trust Advisory Committee fees	300	-	-	-	2,640	-	2,940
Accounting Fees	-	-	-	-	53,858	-	53,858
<b>Total Deductions</b>	<b>106,962</b>	<b>22,490</b>	<b>-</b>	<b>4,977,567</b>	<b>555,343</b>	<b>-</b>	<b>5,662,363</b>
Increase or (Decrease) in net assets available for the payment of claims	183,209	(8,221)	62,937	(4,723,434)	(547,874)	384,517	(4,648,865)
Net assets available for the payment of claims							
<b>Beginning of Year</b>	<b>18,510,389</b>	<b>322,047</b>	<b>4,521,243</b>	<b>17,278,028</b>	<b>1,325,317</b>	<b>24,339,697</b>	<b>66,296,721</b>
<b>End of Year</b>	<b>\$ 18,693,598</b>	<b>\$ 313,826</b>	<b>\$ 4,584,181</b>	<b>\$ 12,554,594</b>	<b>\$ 777,443</b>	<b>\$ 24,724,215</b>	<b>\$ 61,647,856</b>

See accompanying independent auditor's report and notes to the supplementary information.

## Tronox Incorporated Tort Claims Trust

### Unaudited Special-Purpose Schedules of Changes in Net Assets Available for the Payment of Claims by Fund

<i>Year ended December 31, 2022</i>	Trust Fund A	Trust Fund B	Trust Fund C	Trust Fund D	General Administrative Expenses and Reserves	Excess Anadarko	Total
<b>Additions</b>							
Interest and dividends	\$ 119,509	\$ 6,835	\$ 30,277	\$ 99,581	\$ 6,138	\$ 156,334	\$ 418,673
Realized gains on investment securities	-	-	-	-	-	-	-
Unrealized gains on investment securities	-	-	-	-	-	-	-
<b>Total Additions</b>	<b>119,509</b>	<b>6,835</b>	<b>30,277</b>	<b>99,581</b>	<b>6,138</b>	<b>156,334</b>	<b>418,673</b>
<b>Deductions</b>							
Claimant disbursements	-	-	-	-	-	-	-
Trust management and processing fees	2,204,766	-	-	-	416,017	-	2,620,784
Administrative costs	143,717	-	-	-	-	-	143,717
Trust legal fees	30,892	1,260	-	2,456	3,509	-	38,117
Trust insurance premium	-	-	-	-	228,915	-	228,915
Trust Advisory Committee fees	-	-	-	-	6,900	-	6,900
Accounting Fees	-	-	-	-	48,635	-	48,635
<b>Total Deductions</b>	<b>2,379,375</b>	<b>1,260</b>	<b>-</b>	<b>2,456</b>	<b>703,976</b>	<b>-</b>	<b>3,087,068</b>
Increase or (Decrease) in net assets available for the payment of claims	(2,259,867)	5,575	30,277	97,124	(697,838)	156,334	(2,668,395)
Net assets available for the payment of claims							
<b>Beginning of Year</b>	<b>20,770,256</b>	<b>316,472</b>	<b>4,490,967</b>	<b>17,180,904</b>	<b>2,023,155</b>	<b>24,183,362</b>	<b>68,965,115</b>
<b>End of Year</b>	<b>\$ 18,510,389</b>	<b>\$ 322,047</b>	<b>\$ 4,521,243</b>	<b>\$ 17,278,028</b>	<b>\$ 1,325,317</b>	<b>\$ 24,339,696</b>	<b>\$ 66,296,721</b>

See accompanying independent auditor's report and notes to the supplementary information.

# Exhibit B

## 2023 CLAIMS REPORT

Claim Type	Total Number of Claims Through 12/31/2023	Total Number of Claims with Determinations Made Through 12/31/2023	Claims Determined in 2023	Claims Paid in 2023	Total Number of Allowed Claims Paid Through 12/31/2023	Percentage of Allowed Claims Paid Overall	Total Amount Distributed
Category A Asbestos:	880	880	0	0	0	0%	\$ -
Category A Future Tort Claims:	38,392	33,739	8,410	0	0	0%	\$ -
Category B:	23	23	0	2	19	82.61%	\$ 17,489,680.43
Category C:	6	6	0	0	6	100%	\$ 18,157,598.76
Category D:	6760	6760	0	0	6670	98.67%	\$ 500,227,246.98



KEATING MUETHING & KLEKAMP PLL  
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Jason V. Stitt, Esq. (admitted *pro hac vice*)  
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*Counsel for the Tronox Incorporated Tort Claims Trust*

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

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

**CERTIFICATE OF SERVICE**

Bethany P. Recht, under penalty of perjury, hereby certifies the following:

1. I am an attorney with the law firm of Keating Muething & Klekamp PLL, counsel to the Tort Claims Trustee of the Tronox Incorporated Tort Claims Trust.

2. On May 1, 2024, pursuant to Section 3.7(b)(i) of the Tronox Incorporated Tort Claims Trust Agreement, I caused to be served the Annual Report of the Tronox Incorporated Tort Claims Trust and the Notice of Filing Annual Report and Account of the Tronox Incorporated Tort Claims Trust for the Year Ending December 31, 2023 [Docket No. 10067] via First Class U.S. Mail on the parties identified on the attached Service List.

I certify, under penalty of perjury, that the statements made herein are true and correct.

/s/ Bethany P. Recht

Bethany P. Recht (0088478)  
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*Attorney for the Tronox Incorporated Tort Claims Trust*

**SERVICE LIST**

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Wilmington Trust Company  
Attention: Joe Feil  
1100 North Market Street  
Wilmington, DE 19890-1615

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