

PATENT ASSIGNMENT COVER SHEET

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF SECURITY INTEREST IN PATENT COLLATERAL RECORDED AT REEL/FRAME 044100/0339

CONVEYING PARTY DATA

Name	Execution Date
BANK OF AMERICA, N.A.	03/11/2021

RECEIVING PARTY DATA

Name:	HSBC BANK USA, NATIONAL ASSOCIATION, AS THE SUCCESSOR ADMINISTRATIVE AGENT AND COLLATERAL AGENT
Street Address:	425 FIFTH AVENUE
Internal Address:	ATTENTION: ERSHAD SATTAR/DANIEL GONZALEZ
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10018

PROPERTY NUMBERS Total: 62

Property Type	Number
Application Number:	07866705
Application Number:	08156743
Application Number:	08359219
Application Number:	08390190
Application Number:	08451896
Application Number:	08452226
Application Number:	08540116
Application Number:	08687280
Application Number:	08807732
Application Number:	08815558
Application Number:	08887649
Application Number:	08905706
Application Number:	08926167
Application Number:	09131259
Application Number:	09217168
Application Number:	09361003
Application Number:	09408043
Application Number:	09519538

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Property Type	Number
Application Number:	09610821
Application Number:	09640598
Application Number:	09664334
Application Number:	09745519
Application Number:	09774441
Application Number:	09822565
Application Number:	10261617
Application Number:	10318796
Application Number:	10374266
Application Number:	10389636
Application Number:	10400376
Application Number:	10440702
Application Number:	10590090
Application Number:	10614424
Application Number:	10666625
Application Number:	10670586
Application Number:	10670653
Application Number:	10670981
Application Number:	10743077
Application Number:	10789212
Application Number:	10802244
Application Number:	10821641
Application Number:	10934983
Application Number:	10935001
Application Number:	10935003
Application Number:	10949691
Application Number:	11126941
Application Number:	11166472
Application Number:	11187470
Application Number:	11234996
Application Number:	11412816
Application Number:	11516157
Application Number:	11522702
Application Number:	11598309
Application Number:	11600643
Application Number:	11799875
Application Number:	11799876
Application Number:	11915010

Property Type	Number
Application Number:	11983345
Application Number:	12067091
Application Number:	12518867
Application Number:	13044297
Application Number:	13337839
Application Number:	13553613

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 3127018637
Email: IPDocket@mayerbrown.com
Correspondent Name: WILLIAM R. SIEGEL, MAYER BROWN LLP
Address Line 1: 71 S. WACKER DRIVE
Address Line 4: CHICAGO, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	21671911
NAME OF SUBMITTER:	WILLIAM R. SIEGEL
SIGNATURE:	/william r siegel/
DATE SIGNED:	03/12/2021
	This document serves as an Oath/Declaration (37 CFR 1.63).

Total Attachments: 9

- source=Tronox - Assignment of Patent Security Agreement (Executed) (740435662_1)#page1.tif
- source=Tronox - Assignment of Patent Security Agreement (Executed) (740435662_1)#page2.tif
- source=Tronox - Assignment of Patent Security Agreement (Executed) (740435662_1)#page3.tif
- source=Tronox - Assignment of Patent Security Agreement (Executed) (740435662_1)#page4.tif
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ASSIGNMENT OF SECURITY INTEREST IN PATENT COLLATERAL

THIS ASSIGNMENT OF SECURITY INTEREST IN PATENT COLLATERAL (this "Assignment"), dated as of March 11, 2021, is made by Bank of America, N.A., as Administrative Agent and Collateral Agent under the Credit Agreement referred to below (in such capacity, the "Existing Administrative Agent"), to HSBC Bank USA, National Association, as the successor Administrative Agent and Collateral Agent under the Credit Agreement referred to below (in such capacity, the "New Administrative Agent", and together with the Existing Administrative Agent, the "Agents"). All capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Credit Agreement referred to below, or if not defined therein, in the Patent Security Agreement referred to below.

W I T N E S S E T H:

WHEREAS, pursuant to the Amendment No. 3 to First Lien Term Loan Credit Agreement, dated as of March 11, 2021 (the "Credit Agreement") among Tronox Finance LLC, a Delaware limited liability company (the "Borrower"), Tronox Holdings plc, a public limited company incorporated under the laws of England and Wales and having company number 11653089 ("Holdings"), each of the Guarantors party thereto, each Lender party thereto, the Existing Administrative Agent and the New Administrative Agent, the Lenders have severally agreed to make Loans to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, pursuant to that certain Agency Resignation, Appointment and Assumption Agreement, dated as of March 11, 2021 (the "Agency Successor Agreement"), by and among the Existing Administrative Agent, the New Administrative Agent, the Borrower, the Existing Administrative Agent resigns as Administrative Agent and Collateral Agent under the Loan Documents and the New Administrative Agent is appointed as successor Administrative Agent and Collateral Agent and the New Administrative Agent has assumed such rights, powers and privileges;

WHEREAS, the Agents desire to confirm the foregoing assignment and assumption in this Assignment for purposes of recording it with the United States Patent and Trademark Office;

WHEREAS, pursuant to that Patent Security Agreement, dated as of September 22, 2017 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Patent Security Agreement"), entered into by Tronox LLC, a Delaware limited liability company, in favor of the Existing Administrative Agent (in its capacity as Collateral Agent for the Secured Parties), recorded with the United States Patent and Trademark Office on October 2, 2017 at reel/frame 044100/0339, Tronox LLC granted a security interest to the Existing Administrative Agent, for the ratable benefit of the Secured Parties, in certain Patents, including the patents set forth on Schedule I attached hereto; and

WHEREAS, the Existing Administrative Agent has assigned all of its rights, powers and privileges as Collateral Agent under the Patent Security Agreement to the New Administrative Agent.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms set forth in this Assignment, the Existing Administrative Agent hereby acknowledges and agrees as follows:

1. Definitions. The term "Patents" shall have the meaning ascribed to it in the Patent Security Agreement, and includes, without limitation, those items listed on Schedule I attached hereto. The foregoing Assignment is made without recourse, representation or warranties of any kind.

2. Assignment of Security Interest. The Existing Administrative Agent hereby assigns, and the New Administrative Agent hereby assumes, all of the Existing Administrative Agent's rights, title, and interest in, to and under the Patents under the Patent Security Agreement to the New Administrative Agent, as Collateral Agent for the Secured Parties.

3. Governing Law. THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER (INCLUDING, WITHOUT LIMITATION, ANY CLAIMS SOUNDING IN CONTRACT LAW OR TORT LAW ARISING OUT OF THE SUBJECT MATTER HEREOF) SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICT OF LAWS PRINCIPLES THEREOF THAT WOULD RESULT IN THE APPLICATION OF ANY LAW OTHER THAN THE LAW OF THE STATE OF NEW YORK (OTHER THAN ANY MANDATORY PROVISIONS OF LAW RELATING TO THE LAW GOVERNING PERFECTION AND THE EFFECT OF PERFECTION OF THE SECURITY INTEREST).

4. Counterparts. This Agreement may be executed in one or more counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument.

[Signature pages follow]

IN WITNESS WHEREOF, the undersigned has executed this Assignment by its duly authorized officer as of the date first written above.

EXISTING ADMINISTRATIVE AGENT:

BANK OF AMERICA, N.A.

By: Christine Trotter
Name: Christine Trotter
Title: Vice President

Accepted and agreed as of the date first written above:

NEW ADMINISTRATIVE AGENT:

HSBC Bank USA, National Association

By: *Michelle Padey*
Name: *Michelle Padey*
Title: *VP*

Acknowledged by:

TRONOX LLC

By:  _____

Name: Edward T. Prosapio

Title: Vice President and Treasurer

[Signature Page to Assignment of Security Interest in Patent Collateral]

PATENT

DocId: 354014735afbb5575
REEL: 05578 FRAME: 0887

SCHEDULE I

Patents

App No	Title	Filing Date	Patent Number	Issue Date
08/452226	METHOD AND APPARATUS FOR ENHANCING PRODUCTION OF TiO ₂	5/26/1995	5556600	9/17/1996
07/866705	DURABLE PIGMENT	4/10/1992	5203916	4/20/1993
08/905706	GRAFT POLYMERIZED METAL OXIDE COMPOSITIONS AND METHODS	8/4/1997	5777001	7/7/1998
08/156743	TITANIUM DIOXIDE DISPERSIBILITY	11/24/1993	5332433	7/26/1994
08/540116	METHOD OF PREPARING Li _{1-x} Mn _{2-x/4} FOR USE AS SECONDARY BATTERY ELECTRODE	10/6/1995	5702679	12/30/1997
08/687280	METHOD AND APPARATUS FOR PRODUCING TITANIUM DIOXIDE	7/25/1996	5840112	11/24/1998
09/640598	METHODS OF EXTRACTING LIQUID HYDROCARBON CONTAMINANTS FROM UNDERGROUND	8/17/2000	6413016	7/2/2002
10/261617	REACTOR AND PROCESS FOR REDUCING EMISSIONS OF CO AND NO _x	9/30/2002	7175821	2/13/2007
09/217168	METHOD OF PRODUCING HIGH DISCHARGE CAPACITY ELECTROLYTIC MANGANESE DIOXIDE	12/21/1998	6214198	4/10/2001
09/361003	PROCESSES AND APPARATUS FOR REACTING GASEOUS REACTANTS CONTAINING SOLID PARTICLES	7/27/1999	6350427	2/26/2002
09/822565	PROCESSES AND APPARATUS FOR REACTING GASEOUS REACTANTS CONTAINING SOLID PARTICLES	3/30/2001	6835361	12/28/2004
09/408043	ATHODE INTERCALATION COMPOSITIONS PRODUCTION METHODS AND RECHARGEABLE LITHIUM BATTERIES CONTAININ	9/29/1999	6248477	6/19/2001
09/664334	PROCESS FOR PRODUCING AND COOLING TITANIUM DIOXIDE	9/18/2000	6419893	7/16/2002
09/519538	PROCESS FOR REMOVING DISSOLVED URANIUM FROM WATER	3/6/2000	6419832	7/16/2002

App No	Title	Filing Date	Patent Number	Issue Date
09/774441	STABILIZED SPINEL BATTERY CATHODE MATERIAL	1/31/2001	6558844	5/6/2003
10/374266	IMPROVED PROCESS FOR MAKING TITANIUM DIOXIDE	2/25/2003	7182931	2/27/2007
10/318796	CIRCUMFERENTIAL AIR KNIFE AND APPLICATIONS	12/13/2002	6752858	6/22/2004
10/400376	PRODUCTION OF SLURRY PRODUCT FROM MICRONIZER TAILS	3/27/2003	6699317	3/2/2004
10/821641	LIQUID FUEL INJECTION	4/9/2004	7150416	12/19/2006
10/666625	FLUID BARRIERS	9/18/2003	6851896	2/8/2005
11/799875	INJECTOR ASSEMBLY	3/20/2008		
10/670981	CHANGING FLUID FLOW DIRECTION	9/25/2003	8128127 3/6/12	
10/789212	GAS SEPARATION APPARATUS AND METHODS	2/27/2004	7115157	10/3/2006
10/440702	METHOD FOR THE ANALYSIS OF GAS PRODUCED BY A TITANIUM TETRACHLORIDE FLUIDIZED BED REACTOR	5/19/2003	7183114	2/27/2007
10/743077	HIGH VOLTAGE LAMINAR CATHODE MATERIALS FOR LITHIUM RECHARGEABLE BATTERIES	12/23/2003	7238450	7/3/2007
10/670586	LINER WEAR DETECTION	9/25/2003	6962434	11/8/2005
10/670653	PIPING ELBOW LINERS	9/25/2003	6994117	2/7/2006
10/590090	IMPROVED METHOD AND APPARATUS FOR CONCENTRATING A SLURRY	10/15/2004	7285225	10/23/2007
11/915010	FLUID MIXING APPARATUS AND METHOD	5/20/2005	8215825	7/10/2012
11/128941	PERCHLORATE REMOVAL FROM SODIUM CHLORATE PROCESS (Electrolytic/Hamilton)	5/11/2005	7250144	7/31/2007
12/067091	METHODS OF CONTROLLING THE PARTICLE SIZE OF TITANIUM DIOXIDE PRODUCED BY THE CHLORIDE PROCESS	3/17/2008	7854917	12/21/2010
11/412816	IMPROVED HANDLING OF WASTE SOLIDS FROM THE CHLORINATION OF TITANIUM-BEARING ORES	4/27/2006	7943103	5/17/11
11/234996	SCOUR MEDIUM FOR TITANIUM DIOXIDE PRODUCTION	9/26/2005		
12/518867	AN IMPROVED JET FOR USE IN A JET MILL MICRONIZER	6/11/2009	8387901	3/5/13

App No	Title	Filing Date	Patent Number	Issue Date
11/516157	IMPROVED PROCESS FOR MANUFACTURE OF ORGANOSILICON COMPOUND TREATED PIGMENTS	9/6/2006	7250080	7/31/2007
11/598309	SURFACE TREATED PIGMENT	11/13/2006	7935753	5/3/2011
11/522702	PROCESS FOR MAKING PIGMENTARY TITANIUM DIOXIDE	9/18/2006		
11/600643	PROCESS FOR MANUFACTURING ZIRCONIA-TREATED TITANIUM DIOXIDE PIGMENTS	11/16/2006	7238231	7/3/2007
11/799876	IMPROVED PROCESS FOR MANUFACTURING CO-PRECIPITATED MIXED OXIDE-TREATED TITANIUM DIOXIDE PIGMENTS	5/3/2007	8951607	2/10/15
08/451896	ATTENUATION OF POLYMER SUBSTRATE DEGRADATION DUE TO ULTRA	5/26/1995	5571855	11/5/1996
08/359219	ZIRCONIUM SILICATE GRINDING METHOD AND MEDIUM	12/19/1994	5544817	8/13/1996
08/390190	METHOD FOR ENHANCING PRODUCTION OF TITANIUM DIOXIDE	2/17/1995	5573744	11/12/1996
08/807732	PIGMENT PROCESS FOR DURABLE PIGMENTS	2/27/1997	5976237	11/2/1999
08/926167	TITANIUM DIOXIDE PIGMENTS	9/9/1997	6139617	10/31/2000
08/815558	METHOD OF PREPARING $Li_{1-x}Mn_2-xO_4$ FOR USE AS SECONDARY BATTERY ELECTRODE	3/12/1997	5874058	2/23/1999
09/131259	PROCESS FOR SEPARATING RADIOACTIVE AND HAZARDOUS METAL CONTAMINANTS FROM	8/7/1998	6102053	8/15/2000
08/887649	METHOD AND APPARATUS FOR PRODUCING TITANIUM DIOXIDE	7/3/1997	6207131	3/27/2001
10/389636	METHOD AND APPARATUS FOR PRODUCING TITANIUM DIOXIDE	3/14/2003	RE39068	4/18/2006
09/610821	HIGH DISCHARGE CAPACITY ELECTROLYTIC MANGANESE DIOXIDE AND METHODS OF	7/6/2000	6638401	10/28/2003
09/745519	HIGH DISCHARGE CAPACITY ELECTROLYTIC MANGANESE DIOXIDE AND METHODS OF	12/22/2000	6527941	3/4/2003
09/822565	PROCESSES AND APPARATUS FOR REACTING GASEOUS REACTANTS CONTAINING SOLID	3/30/2001	6835361	12/28/2004

App No	Title	Filing Date	Patent Number	Issue Date
10/802244	DENSIFICATION OF AERATED POWDERS USING POSITIVE PRESSURE	3/17/2004	6842282	1/18/2005
10/949691	DENSIFICATION OF AERATED POWDERS USING POSITIVE PRESSURE	9/23/2004	7114533	10/3/2006
10/614424	TITANIUM DIOXIDE SLURRIES	7/7/2003	6981666	1/3/2006
11/187470	SCOUR MEDIA FOR TITANIUM DIOXIDE PRODUCTION	5/4/2004		
10/935003	SURFACE-TREATED PIGMENTS	9/7/2004	6958091	10/25/2005
11/166472	SURFACE-TREATED PIGMENTS	8/30/2004	7011703	3/14/2006
10/935001	SURFACE TREATED PIGMENTS	9/7/2004	7138011	11/21/2006
10/934983	SURFACE-TREATED PIGMENTS	9/7/2004	6946028	9/20/2005
11/983345	PROCESS FOR MANUFACTURING TITANIUM DIOXIDE PIGMENT	11/8/2007		
13/044297	TITANIUM DIOXIDE PIGMENTS AND MANUFACTURING METHOD	3/9/2011	8340719	9/23/2014
13/337839	METHODS OF PRODUCING A TITANIUM DIOXIDE PIGMENT AND IMPROVING THE PROCESSABILITY OF TITANIUM DIOXIDE PIGMENT PARTICLES	11/27/2011	8663518	3/4/2014
13/553,613	PROCESS FOR CONTROLLING CARBONYL SULFIDE PRODUCED DURING CHLORINATION OF ORES	7/19/2012	8691167	4/8/2014
13/337,839	METHODS OF PRODUCING A TITANIUM DIOXIDE PIGMENT AND IMPROVING THE PROCESSABILITY OF TITANIUM DIOXIDE PIGMENT PARTICLES	12/27/2011	8663518	3/4/2014