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TITANIUM METALS CORP
Form SC 13D/A
April 05, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D
(Amendment No. 25)*

Under the Securities Exchange Act of 1934

TITANIUM METALS CORPORATION
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

888339 10 8
(CUSIP Number)

STEVEN L. WATSON
THREE LINCOLN CENTRE
SUITE 1700
5430 LBJ FREEWAY
DALLAS, TEXAS 75240-2694
(972) 233-1700
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 24, 2006
(Date of Event which requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP No. 888339 10 8

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1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS
(ENTITIES ONLY)

Tremont LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC and AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
			-0-
NUMBER OF	8	SHARED VOTING POWER	
SHARES			
BENEFICIALLY			25,237,000
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING			
PERSON			-0-
WITH	10	SHARED DISPOSITIVE POWER	
			25,237,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,237,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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CUSIP No. 888339 10 8

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS
(ENTITIES ONLY)

Valhi, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

28,095,000

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

28,095,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,095,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS
(ENTITIES ONLY)

Valhi Holding Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
			-0-
NUMBER OF SHARES	8	SHARED VOTING POWER	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			28,095,000
	9	SOLE DISPOSITIVE POWER	
			-0-
	10	SHARED DISPOSITIVE POWER	
			28,095,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,095,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CO

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1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS
(ENTITIES ONLY)

Valhi Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

28,095,000

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

28,095,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,095,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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37.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 888339 10 8

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS
(ENTITIES ONLY)

National City Lines, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

28,095,000

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

28,095,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,095,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) []

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 888339 10 8

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS
(ENTITIES ONLY)

NOA, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

28,095,000

EACH
REPORTING
PERSON

9 SOLE DISPOSITIVE POWER

WITH

-0-

10 SHARED DISPOSITIVE POWER

28,095,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,095,000

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 888339 10 8

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)

Dixie Holding Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

28,095,000

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

28,095,000

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- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
28,095,000
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.2%
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

CUSIP No. 888339 10 8

- 1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)

Dixie Rice Agricultural Corporation, Inc.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) [X]

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Louisiana

- 7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

- 8 SHARED VOTING POWER

28,095,000

- 9 SOLE DISPOSITIVE POWER

-0-

- 10 SHARED DISPOSITIVE POWER

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28,095,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,095,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 888339 10 8

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)

Southwest Louisiana Land Company, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Louisiana

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

8 SHARED VOTING POWER

28,095,000

9 SOLE DISPOSITIVE POWER

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PERSON
WITH

-0-

10 SHARED DISPOSITIVE POWER
28,095,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,095,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 888339 10 8

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)

Contran Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

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OWNED BY EACH REPORTING PERSON WITH 28,095,000 9 SOLE DISPOSITIVE POWER -0- 10 SHARED DISPOSITIVE POWER 28,095,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 28,095,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 37.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

CUSIP No. 888339 10 8

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)

Harold Simmons Foundation, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

-0-

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	28,095,000
	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	28,095,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
28,095,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

CUSIP No. 888339 10 8

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)
The Combined Master Retirement Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

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	7	SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	35,784,840
	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	35,784,840
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	35,784,840		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	47.4%		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
	EP		

CUSIP No. 888339 10 8

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)

Annette C. Simmons

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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USA

	7	SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	10,894,666
	9	SOLE DISPOSITIVE POWER	0-
	10	SHARED DISPOSITIVE POWER	10,894,666

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,894,666

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

CUSIP No. 888339 10 8

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)
Harold C. Simmons

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
PF and OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

1,933,700

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY
EACH

46,679,506

REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

1,933,700

10 SHARED DISPOSITIVE POWER

46,679,506

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,933,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.6%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

AMENDMENT NO. 25 TO SCHEDULE 13D

This amended statement on Schedule 13D (collectively, this "Statement") relates to the common stock, \$0.01 par value per share (the "Shares"), of Titanium Metals Corporation, a Delaware corporation (the "Company"). This amendment is filed as result of an increase in the outstanding Shares, as reported by the Company on its Annual Report on Form 10-K for the year ended December 31, 2005 and filed with the U.S. Securities and Exchange Commission on March 24, 2006 (the "2005 Form 10-K"). The outstanding Shares as reported in the 2005 Form 10-K indicated a decrease in the aggregate holdings of the Shares held by the persons filing this Statement by more than one percent of the outstanding Shares. Items 2, 4, 5 and 6 of this Statement are hereby amended as set forth below.

All Share amounts in this amendment no. 25 to this Statement reflect the two-for-one split of the Shares that the Company paid in the form of a stock dividend on the close of business on February 16, 2006 to holders of record as of the close of business on February 6, 2006 (the "Stock Split").

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Item 2. Identity and Background.

Item 2(a) is amended and restated as follows:

(a) The following entities or person are filing this Statement (collectively, the "Reporting Persons"):

(i) Tremont LLC and The Combined Master Retirement Trust (the "CMRT") as direct holders of Shares;

(ii) Valhi, Inc. ("Valhi") as the direct holder of Shares and shares of the Company's 6 3/4% Series A Convertible Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), that are convertible into Shares and by virtue of Valhi's direct holding of 100% of the outstanding membership interests of Tremont LLC;

(iii) Valhi Holding Company ("VHC"), Valhi Group, Inc. ("VGI"), National City Lines, Inc. ("National"), NOA, Inc. ("NOA"), Dixie Holding Company ("Dixie Holding"), Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice"), Southwest Louisiana Land Company, Inc. ("Southwest"), Contran Corporation ("Contran") and the Harold Simmons Foundation, Inc. (the "Foundation") by virtue of their direct or indirect ownership of membership interests of Tremont LLC and shares of Valhi common stock (as described below in this Statement);

(iv) Harold C. Simmons by virtue of his positions with Contran and certain of the other entities (as described in this Statement) and as a direct owner of Shares; and

(v) Annette C. Simmons, Harold C. Simmons' spouse, by virtue of her direct ownership of Shares and Series A Preferred Stock.

By signing this Statement, each Reporting Person agrees that this Statement is filed on its, his or her behalf.

Tremont LLC, the CMRT, Valhi, Harold C. Simmons and Annette C. Simmons are the direct holders of approximately 33.5%, 10.2%, 3.7%, 2.6% and 0.3%, respectively, of the 75,409,870 Shares outstanding as of March 28, 2006 according to information provided by the Company (the "Outstanding Shares"). Tremont LLC may be deemed to control the Company.

Valhi also directly holds 14,700 shares of Series A Preferred Stock that are convertible into 98,000 Shares, or approximately 0.1% of the outstanding Shares assuming the full conversion of only the shares of Series A Preferred Stock Valhi directly holds.

Annette C. Simmons also directly holds 1,600,000 shares of Series A Preferred Stock that are convertible into 10,666,666 Shares, or approximately 12.4% of the outstanding Shares assuming the full conversion of only the shares of Series A Preferred Stock she directly holds.

Valhi is the direct holder of 100% of the outstanding membership interests of Tremont LLC and may be deemed to control Tremont LLC. VHC, the Foundation, the Contran Deferred Compensation Trust No. 2 (the "CDCT No. 2") and the CMRT are the direct holders of 91.6%, 0.9%, 0.4% and 0.1%, respectively, of the common stock of Valhi. VHC may be deemed to control Valhi. VGI, National and Contran are the direct holders of 87.4%, 10.3% and 2.3%, respectively, of the outstanding common stock of VHC. Together, VGI, National and Contran may be deemed to control VHC. National, NOA and Dixie Holding are the direct holders of approximately 73.3%, 11.4% and 15.3%, respectively, of the outstanding common stock of VGI. Together, National, NOA and Dixie Holding may be deemed to control VGI. Contran and NOA are the direct holders of approximately 85.7% and 14.3%,

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respectively, of the outstanding common stock of National and together may be deemed to control National. Contran and Southwest are the direct holders of approximately 49.9% and 50.1%, respectively, of the outstanding common stock of NOA and together may be deemed to control NOA. Dixie Rice is the direct holder of 100% of the outstanding common stock of Dixie Holding and may be deemed to control Dixie Holding. Contran is the holder of 100% of the outstanding common stock of Dixie Rice and may be deemed to control Dixie Rice. Contran is the holder of approximately 88.9% of the outstanding common stock of Southwest and may be deemed to control Southwest.

Substantially all of Contran's outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons (the "Trusts"), of which Mr. Simmons is the sole trustee, or held by Mr. Simmons or persons or other entities related to Mr. Simmons. As sole trustee of each of the Trusts, Mr. Simmons has the power to vote and direct the disposition of the shares of Contran stock held by each of the Trusts. Mr. Simmons, however, disclaims beneficial ownership of any shares of Contran stock that the Trusts hold.

The CMRT directly holds approximately 10.2% of the Outstanding Shares and 0.1% of the outstanding shares of Valhi common stock. Contran sponsors the CMRT as a trust to permit the collective investment by master trusts that maintain assets of certain employee benefit plans Contran and related companies adopt. Mr. Simmons is the sole trustee of the CMRT and a member of the trust investment committee for the CMRT. He is a participant in one or more of the employee benefit plans that invest through the CMRT.

The Foundation directly holds approximately 0.9% of the outstanding Valhi common stock. The Foundation is a tax-exempt foundation organized for charitable purposes. Harold C. Simmons is the chairman of the board of the Foundation and may be deemed to control the Foundation.

The CDCT No. 2 directly holds approximately 0.4% of the outstanding Valhi common stock. U.S. Bank National Association serves as the trustee of the CDCT No. 2. Contran established the CDCT No. 2 as an irrevocable "rabbi trust" to assist Contran in meeting certain deferred compensation obligations that it owes to Harold C. Simmons. If the CDCT No. 2 assets are insufficient to satisfy such obligations, Contran is obligated to satisfy the balance of such obligations as they come due. Pursuant to the terms of the CDCT No. 2, Contran (i) retains the power to vote the shares of Valhi common stock held directly by the CDCT No. 2, (ii) retains dispositive power over such shares and (iii) may be deemed the indirect beneficial owner of such shares.

NL Industries, Inc. ("NL") and a subsidiary of NL directly hold 3,522,967 shares and 1,186,200 shares, respectively, of Valhi common stock. Valhi and a subsidiary of the Company are the direct holders of approximately 83.1% and 0.5%, respectively, of the outstanding shares of NL common stock and together may be deemed to control NL. Valhi is the sole member of Tremont LLC and may be deemed to control Tremont LLC. Pursuant to Delaware law, Valhi treats the shares of Valhi common stock that NL and the subsidiary of NL hold as treasury stock for voting purposes and for the purposes of this Statement such shares are not deemed outstanding.

Mr. Harold C. Simmons is chairman of the board and chief executive officer of NL and chairman of the board of the Company, Tremont LLC, Valhi, VHC, VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest and Contran.

By virtue of the offices held, the stock ownership and his services as trustee, all as described above, (a) Mr. Simmons may be deemed to control the entities described above and (b) Mr. Simmons and certain of such entities may be deemed to possess indirect beneficial ownership of Shares directly held by certain of such other entities. Mr. and Ms. Simmons each disclaims beneficial

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ownership of the Shares beneficially owned, directly or indirectly, by any of such entities.

Annette C. Simmons is the direct holder of 228,000 Shares, 1,600,000 shares of Series A Preferred Stock and 43,400 shares of Valhi common stock. Mr. Simmons may be deemed to share indirect beneficial ownership of such shares. Mr. Simmons disclaims all such beneficial ownership.

Harold C. Simmons is the direct owner of 1,933,700 Shares and 3,383 shares of Valhi common stock. Other than the shares she directly holds, Ms. Simmons disclaims beneficial ownership of all Shares that her husband may beneficially own.

A trust of which Harold C. Simmons and Annette C. Simmons are co-trustees and the beneficiaries of which are the grandchildren of Ms. Simmons is the direct holder of 36,500 shares of Valhi common stock. Each of Mr. and Ms. Simmons disclaims beneficial ownership of these shares.

Certain information concerning the directors and executive officers of the Reporting Persons, including offices held by Mr. Simmons is set forth on Schedule B attached hereto and incorporated herein by reference.

The Reporting Persons understand that the funds required by each person named in Schedule B to this Statement to acquire Shares were from such person's personal funds.

Item 4. Purpose of Transaction

Effective as of the close of business on January 13, 2006, Contran, Valhi and the CMRT executed a written consent of at least a majority of the Outstanding Shares to approve an amendment to the Company's amended and restated certificate of incorporation to increase the number of authorized Shares from 90.0 million to 200.0 million (the "Amendment"). The written consent procedure (including the distribution of an Information Statement to all holders of the Outstanding Shares) allowed the Company to avoid the costs and management time involved in holding a special meeting of its stockholders. The Company subsequently filed the Amendment with the Secretary of State of the state of Delaware on February 15, 2006 and paid the stock dividend effecting the Stock Split on February 16, 2006.

In addition to the Stock Split, the increase in the number of authorized Shares enables the Company to effect its business strategy, provide flexibility and provide sufficient authorized Shares to be reserved for issuance upon the exercise of outstanding stock options and the full conversion into Shares of the Company's convertible preferred securities, as such conversion rights are adjusted to reflect the Stock Split.

The authorized Shares in excess of outstanding Shares will be available for issuance at such times and for such general corporate purposes as the Company's board of directors may deem advisable. Any such issuances may occur without further action by the Company's stockholders, except as may be required by applicable law or by the rules of the New York Stock Exchange, Inc., on which the Shares are listed for trading. Upon issuance, any such Shares will have the same rights as the outstanding Shares. Holders of Shares have no preemptive rights. The issuance of additional Shares may have a dilutive effect on earnings per share and on a stockholder's percentage voting power for persons who do not purchase additional Shares to maintain their pro rata interest.

None of the Reporting Persons has made any arrangements, agreements, understandings or plans at the present time for the issuance or use of such additional Shares proposed to be authorized, other than the Company's use of such Shares in connection with the Stock Split and the possible exercise of

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outstanding stock options and the conversion of the outstanding convertible preferred securities of the Company. Additionally, the Reporting Persons have no present intention to cause the issuance of such additional Shares that would make the acquisition of control of the Company by unrelated third parties more difficult.

Depending upon their evaluation of the Company's business and prospects, and upon future developments (including, but not limited to, performance of the Company's securities in the market, availability of funds, alternative uses of funds, the Reporting Persons' tax planning objectives and cash needs, stock market and general economic conditions), any of the Reporting Persons or other entities or persons that may be deemed to be affiliated with Contran may from time to time purchase Company securities, and any of the Reporting Persons, or other entities or persons that may be deemed to be affiliated with Contran may from time to time dispose of all or a portion of Company securities held by such entity or person, or cease buying or selling Company securities. Any such additional purchases or sales of Company securities may be in open market or privately negotiated transactions or otherwise.

As described under Item 2, Harold C. Simmons, through Contran, may be deemed to control the Company.

The information included in Item 6 of this Statement is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows:

No change except for the addition of the following:

(a) Tremont LLC, the CMRT, Valhi, Harold C. Simmons and Annette C. Simmons are the direct holders of 25,237,000 Shares, 7,689,840 Shares, 2,760,000 Shares, 1,933,700 Shares and 228,000 Shares, respectively. Ms. Simmons and Valhi are the direct holders of 1,600,000 and 14,700 shares of Series A Preferred Stock, respectively, which are convertible into 10,666,666 Shares and 98,000 Shares, respectively.

By virtue of the relationships described under Item 2 of this Statement:

(1) Valhi, VHC, VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest, Contran and the Foundation may each be deemed to be the beneficial owner of the 27,997,000 Shares that Tremont LLC and Valhi hold directly and the 98,000 Shares Valhi may acquire upon conversion of the 14,700 shares of Series A Preferred Stock that Valhi holds directly (in the aggregate 28,095,000 Shares, or approximately 37.2% of the outstanding Shares assuming the full conversion of only Valhi's Series A Preferred Stock);

(2) The CMRT may be deemed to be the beneficial owner of the 35,686,840 Shares that Tremont LLC, the CMRT and Valhi hold directly and the 98,000 Shares Valhi may acquire upon conversion of the 14,700 shares of Series A Preferred Stock that Valhi holds directly (in the aggregate 35,784,840 Shares, or approximately 47.4% of the outstanding Shares assuming the full conversion of only Valhi's Series A Preferred Stock);

(3) Harold C. Simmons may be deemed to be the beneficial owner of the 37,848,540 Shares that Tremont LLC, the CMRT, Valhi, he and his spouse hold directly and the 10,764,666 Shares his spouse and Valhi may acquire upon conversion of the 1,614,700 shares of Series A Preferred Stock that his spouse and Valhi hold directly (in the aggregate 48,613,206 Shares, or approximately 56.4% of the outstanding Shares assuming the full conversion

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of only the shares of Series A Preferred Stock his spouse and Valhi directly hold); and

(4) Annette C. Simmons may be deemed to be the beneficial owner of the 228,000 Shares she holds directly and the 10,666,666 Shares she may acquire upon conversion of the 1,600,000 shares of Series A Preferred Stock that she holds directly (in the aggregate 10,894,666 Shares, or approximately 12.7% of the outstanding Shares assuming the full conversion of only the shares of Series A Preferred Stock she directly holds).

Mr. Simmons disclaims beneficial ownership of all Company securities that he does not hold directly. Ms. Simmons disclaims beneficial ownership of any Company securities that she does not hold directly.

(b) By virtue of the relationships described in Item 2:

(1) Valhi, VHC, VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest, Contran and the Foundation may each be deemed to share the power to vote and direct the disposition of the 27,997,000 Shares that Tremont LLC and Valhi hold directly and the 98,000 Shares Valhi may acquire upon conversion of the 14,700 shares of Series A Preferred Stock that Valhi holds directly (in the aggregate 28,095,000 Shares, or approximately 37.2% of the outstanding Shares assuming the full conversion of only Valhi's Series A Preferred Stock);

(2) The CMRT may be deemed to share the power to vote and direct the disposition of the 35,686,840 Shares that Tremont LLC, the CMRT and Valhi hold directly and the 98,000 Shares Valhi may acquire upon conversion of the 14,700 shares of Series A Preferred Stock that Valhi holds directly (in the aggregate 35,784,840 Shares, or approximately 47.4% of the outstanding Shares assuming the full conversion of only Valhi's Series A Preferred Stock);

(3) Harold C. Simmons may be deemed to share the power to vote and direct the disposition of the 35,914,840 Shares that Tremont LLC, the CMRT, Valhi and his spouse hold directly and the 10,764,666 Shares his spouse and Valhi may acquire upon conversion of the 1,614,700 shares of Series A Preferred Stock that his spouse and Valhi hold directly (in the aggregate 46,679,506 Shares, or approximately 54.2% of the outstanding Shares assuming the full conversion of only the shares of Series A Preferred Stock his spouse and Valhi directly hold);

(4) Annette C. Simmons may be deemed to share the power to vote and direct the disposition of the 228,000 Shares she holds directly and the 10,666,666 Shares she may acquire upon conversion of the 1,600,000 shares of Series A Preferred Stock that she holds directly (in the aggregate 10,894,666 Shares, or approximately 12.7% of the outstanding Shares assuming the full conversion of only the shares of Series A Preferred Stock she directly holds); and

(5) Harold C. Simmons may be deemed to have the sole power to vote and direct the disposition of the 1,933,700 Shares (approximately 2.6% of the outstanding Shares) he holds directly.

(c) The table below sets forth transactions in the Shares by the Reporting Persons during the past 60 days. Harold C. Simmons was the only Reporting Person to have transactions in the Shares during the past 60 days. He executed all of such transactions, which were all purchases of Shares on the New York Stock Exchange.

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Date	Number of Shares	Price Per Share (\$) (exclusive of commissions)
-----	-----	-----
02/14/06	290,000	\$34.6556
02/15/06	110,000	\$34.2037
02/15/06	40,000	\$34.3695
03/08/06	300	\$39.0100
03/08/06	39,100	\$39.0000
03/08/06	900	\$38.9900
03/08/06	5,000	\$38.9500
03/08/06	300	\$38.9000
03/08/06	2,500	\$38.8600
03/08/06	14,300	\$38.8500
03/08/06	2,900	\$38.7000
03/08/06	3,800	\$38.6900
03/08/06	2,500	\$38.6500
03/08/06	6,700	\$38.8000
03/08/06	8,000	\$38.7500
03/08/06	100	\$38.7400
03/08/06	800	\$38.7300
03/08/06	300	\$38.7200
03/08/06	200	\$38.8900

The trades before February 16, 2006 have been restated to give effect to the Stock Split.

(d) Each of Tremont LLC, Annette C. Simmons, the CMRT, Valhi and Harold C. Simmons has the right to receive and the power to direct the receipt of dividends from, and proceeds from the sale of, the Company securities directly held by such entity or person.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is amended as follows:

The information included in Items 3 and 4 of this Statement is hereby incorporated herein by reference.

Other than as set forth above, none of the Reporting Persons or, to the best knowledge of such persons, any person named in Schedule B to this Statement has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to securities of the Company, including, but not limited to, transfer or voting of any such securities, finder's fees, joint ventures, loans or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: April 4, 2006

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/s/ Harold C. Simmons

Harold C. Simmons
Signing in the capacities listed
on Schedule "A" attached hereto
and incorporated herein by
reference.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: April 4, 2006

/s/ Steven L. Watson

Steven L. Watson
Signing in the capacities listed
on Schedule "A" attached hereto
and incorporated herein by
reference.

SCHEDULE A

HAROLD C. SIMMONS, in his individual capacity, as trustee for THE COMBINED MASTER RETIREMENT TRUST and as attorney-in-fact for ANNETTE C. SIMMONS

STEVEN L. WATSON, as president or vice president of each of:

CONTRAN CORPORATION
DIXIE HOLDING COMPANY
DIXIE RICE AGRICULTURAL CORPORATION, INC.
HAROLD SIMMONS FOUNDATION, INC.
NATIONAL CITY LINES, INC.
NOA, INC.
SOUTHWEST LOUISIANA LAND COMPANY, INC.
TREMONT LLC
VALHI GROUP, INC.
VALHI HOLDING COMPANY
VALHI, INC.

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Schedule B

Schedule B is hereby amended and restated as follows:

The names of the directors and executive officers of Contran Corporation ("Contran"), Dixie Holding Company ("Dixie Holding"), Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice"), the Harold Simmons Foundation, Inc. (the "Foundation"), National City Lines, Inc. ("National"), NOA, Inc. ("NOA"), Southwest Louisiana Land Company, Inc. ("Southwest"), Valhi Group, Inc. ("VGI"), Valhi Holding Company ("VHC") and Valhi, Inc. ("Valhi") and their present principal occupations are set forth below. Except as otherwise indicated, each such person is a citizen of the United States of America and the business address of each such person is 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240.

Name	Present Principal Occupation
Eugene K. Anderson	Vice president of Contran, Dixie Holding, Dixie Rice, National, NOA, Southwest, Tremont LLC, a wholly owned limited liability company of Valhi ("Tremont"), Valhi, VGI and VHC; and treasurer of the Foundation.
Thomas E. Barry (1)	Vice president for executive affairs at Southern Methodist University and professor of marketing in the Edwin L. Cox School of Business at Southern Methodist University; and a director of Valhi.
Norman S. Edelcup (2)	Senior vice president business development of Florida Savings Bancorp; mayor of Sunny Isles Beach, Florida; director of Valhi; and trustee of the Baron Funds, a mutual fund group.
Lisa Simmons Epstein	Director and president of the Foundation.
Robert D. Graham	Vice president of Contran, Dixie Holding, Dixie Rice, the Foundation, National, NOA, Southwest, Tremont, Valhi, VGI and VHC; executive vice president of Titanium Metals Corporation (the "Company"); vice president, general counsel and secretary of Kronos Worldwide, Inc. ("Kronos Worldwide") and NL Industries, Inc. ("NL"), both affiliates of Valhi.
J. Mark Hollingsworth	Vice president and general counsel of Contran, Dixie Holding, Dixie Rice, National, NOA, Southwest, Tremont, Valhi, VGI and VHC; general counsel of the Foundation and CompX International Inc., an affiliate of Valhi ("CompX"); trust counsel of The Combined Master Retirement Trust, a trust Contran sponsors that permits the collective investment by master trusts that maintain the assets of certain employee benefit plans Contran and related companies adopt (the "CMRT"); and acting general counsel of Keystone Consolidated Industries, Inc., an affiliate of Contran ("Keystone").
Keith A. Johnson	Controller of the Foundation.

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William J. Lindquist	Director and senior vice president of Contran, Dixie Holding, National, NOA, VGI and VHC; senior vice president of Dixie Rice, Southwest, Tremont and Valhi.
A. Andrew R. Louis	Secretary of Contran, CompX, Dixie Holding, Dixie Rice, National, NOA, Southwest, Tremont, Valhi, VGI and VHC and assistant secretary of the Company.
Kelly D. Luttmer	Vice president and tax director of Contran, CompX, Dixie Holding, Dixie Rice, Kronos Worldwide, National, NL, NOA, Southwest, Tremont, Valhi, VGI and VHC.
Andrew McCollam, Jr. (3)	President and a director of Southwest; director of Dixie Rice; and a private investor.
W. Hayden McIlroy (4)	Private investor primarily in real estate; and a director of Valhi and Cadco Systems, Inc., a manufacturer of emergency alert systems.
Harold M. Mire (5)	Vice president of Dixie Rice and Southwest.
Bobby D. O'Brien	Vice president, chief financial officer and director of Dixie Holding, National, NOA, VGI and VHC; vice president and chief financial officer of Contran, Dixie Rice, Southwest, Tremont and Valhi; and vice president of the Company.
Glenn R. Simmons	Vice chairman of the board of Contran, Dixie Holding, Dixie Rice, National, NOA, Tremont, Valhi, VGI and VHC; chairman of the board of CompX and Keystone; director and executive vice president of Southwest; and a director of Kronos Worldwide, NL and the Company.
Harold C. Simmons	Chairman of the board of the Company, Contran, Dixie Holding, Dixie Rice, the Foundation, National, NOA, Southwest, Tremont, Valhi, VGI and VHC; chairman of the board and chief executive officer of NL and Kronos Worldwide; and trustee and member of the trust investment committee of the CMRT.
Richard A. Smith (5)	Vice president of Dixie Rice.
John A. St. Wrba	Vice president and treasurer of the Company, Contran, Dixie Holding, Dixie Rice, Kronos Worldwide, National, NL, NOA, Southwest, Tremont, Valhi, VGI and VHC.
Gregory M. Swalwell	Vice president and controller of Contran, Dixie Holding, National, NOA, Southwest, Tremont, Valhi, VGI and VHC; vice president, finance and chief financial officer of Kronos Worldwide and NL; and vice president of Dixie Rice, Southwest and the Company.
J. Walter Tucker, Jr. (6)	President, treasurer and a director of Tucker & Branham, Inc., a mortgage banking, insurance and

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real estate company; a director of Valhi; and a member of the trust investment committee of the CMRT.

Steven L. Watson

Director and president of Contran, Dixie Holding, Dixie Rice, National, NOA, VGI and VHC; director, president and chief executive officer of Valhi; president of Tremont; director and executive vice president of Southwest; director, vice president and secretary of the Foundation; president of Tremont; vice chairman of Kronos Worldwide; vice chairman and chief executive officer of the Company; and a director of CompX, Keystone and NL.

- (1) The principal business address for Dr. Barry is Southern Methodist University, Perkins Administration Bldg. #224, Dallas, Texas 75275.
- (2) The principal business address for Mr. Edelcup is 17395 North Bay Road, Suite 103, Sunny Isles Beach, Florida 33160.
- (3) The principal business address for Mr. McCollam is 402 Canal Street, Houma, Louisiana 70360.
- (4) The principal business address for Mr. McIlroy is 25 Highland Park Village, Suite 100-341, Dallas, Texas 75225.
- (5) The principal business address for Messrs. Mire and Smith is 600 Pasquiere Street, Gueydan, Louisiana 70542-0010.
- (6) The principal business address for Mr. Tucker is 1350 North Orange Avenue, Suite 102, Winter Park, Florida 32789.

SCHEDULE C

Schedule C is hereby amended and restated as follows:

Based upon ownership filings with the Securities and Exchange Commission or upon information provided by the persons listed on Schedule B to this Statement, such persons may be deemed to personally beneficially own shares ("Shares") of the common stock, par value \$0.01 per share, of Titanium Metals Corporation, a Delaware corporation (the "Company"), as outlined below.

Name -----	Shares Held -----	Options Held (1) -----
Eugene K. Anderson	-0-	-0-
Thomas E. Barry	-0-	-0-
Norman S. Edelcup	-0-	-0-
Lisa Simmons Epstein	-0-	-0-

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Robert D. Graham	-0-	-0-
J. Mark Hollingsworth	-0-	-0-
Keith A. Johnson	4,000	-0-
William J. Lindquist	-0-	-0-
A. Andrew R. Louis	-0-	-0-
Kelly D. Luttmer	200	-0-
Andrew McCollam, Jr.	-0-	-0-
W. Hayden McIlroy (2)	2,000	-0-
Harold M. Mire	-0-	-0-
Bobby D. O'Brien	-0-	-0-
Glenn R. Simmons	22,000	-0-
Harold C. Simmons (3)	12,828,366	-0-
Richard A. Smith	-0-	-0-
John A. St. Wrba	-0-	-0-
Gregory M. Swalwell	-0-	-0-
J. Walter Tucker, Jr.	-0-	-0-
Steven L. Watson	43,000	30,000

- (1) Represents Shares issuable pursuant to the exercise of stock options within 60 days of the date of this Statement.
- (2) Comprises 2,000 Shares Mr. McIlroy has the right to receive upon conversion of 300 shares of the Company's 6 3/4% Series A Convertible Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), that he holds directly.
- (3) Comprises Shares Harold C. Simmons and his spouse own directly and 10,666,666 Shares his spouse is entitled to receive upon the conversion of 1,600,000 shares of Series A Preferred Stock that she holds directly. Excludes other Shares of which Mr. Simmons may be deemed to possess indirect beneficial ownership as described in Item 5(a) of this Statement. Mr. Simmons disclaims beneficial ownership of all Shares.