NL INDUSTRIES INC
Form 10-Q
August 07, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended June 30, 2015

Commission file number 1-640

NL INDUSTRIES, INC.

(Exact name of Registrant as specified in its charter)

New Jersey	13-5267260
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

5430 LBJ Freeway, Suite 1700

Dallas, Texas 75240-2697

(Address of principal executive offices)

Registrant’s telephone number, including area code: (972) 233-1700

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Large accelerated filer ¨ Accelerated filer x Non-accelerated filer ¨ Smaller reporting company ¨

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No x

Number of shares of the Registrant’s common stock outstanding on July 31, 2015: 48,691,884.

NL INDUSTRIES, INC. AND SUBSIDIARIES

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Items 2, 3, 4 and 5 of Part II are omitted because there is no information to report.

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NL INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

	December 31, 2014	June 30, 2015 (unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 72,560	$ 83,155
Restricted cash and cash equivalents	3,995	3,549
Accounts and other receivables, net	9,256	14,393
Inventories, net	16,863	16,118
Prepaid expenses and other	792	831
Deferred income taxes	4,567	4,567
Total current assets	108,033	122,613
Other assets:		
Marketable securities	92,131	81,351
Investment in Kronos Worldwide, Inc.	237,719	167,941
Goodwill	27,156	27,156
Other assets, net	2,143	2,327
Deferred income taxes	20	20
Total other assets	359,169	278,795
Property and equipment:		
Land	5,138	5,138
Buildings	21,176	21,297
Equipment	62,264	63,291
Construction in progress	909	1,478
	89,487	91,204
Less accumulated depreciation	55,931	57,600
Net property and equipment	33,556	33,604
Total assets	$ 500,758	$ 435,012

NL INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)

(In thousands)

	December 31, 2014	June 30, 2015 (unaudited)
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$6,115	$9,561
Accrued and other current liabilities	11,521	8,513
Accrued environmental remediation and related costs	6,984	7,064
Income taxes	7	8
Total current liabilities	24,627	25,146
Noncurrent liabilities:		
Accrued pension cost	12,242	11,521
Accrued postretirement benefits (OPEB) costs	3,341	3,150
Accrued environmental remediation and related costs	103,031	104,944
Deferred income taxes	87,725	61,015
Other	18,342	13,694
Total noncurrent liabilities	224,681	194,324
Equity:		
NL stockholders' equity:		
Common stock	6,085	6,086
Additional paid-in capital	300,388	300,543
Retained earnings	112,588	93,363
Accumulated other comprehensive loss	(182,039)	(199,406)
Total NL stockholders' equity	237,022	200,586
Noncontrolling interest in subsidiary	14,428	14,956
Total equity	251,450	215,542
Total liabilities and equity	$500,758	$435,012

Commitments and contingencies (Notes 11 and 13)

See accompanying notes to Condensed Consolidated Financial Statements.

NL INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

	Three months ended June 30,		Six months ended June 30,	
	2014	2015	2014	2015
	(unaudited)		(unaudited)	
Net sales	$26,848	$28,918	$52,629	$56,808
Cost of sales	18,235	19,758	36,267	39,082
Gross margin	8,613	9,160	16,362	17,726
Selling, general and administrative expense	4,701	4,854	9,162	9,719
Other operating income (expense):				
Insurance recoveries	411	233	1,198	3,367
Other income	-	17	131	17
Corporate expense	(9,008)	(5,656)	(13,278)	(9,487)
Income (loss) from operations	(4,685)	(1,100)	(4,749)	1,904
Equity in earnings (losses) of Kronos Worldwide, Inc.	10,069	(48,589)	14,412	(42,984)
Other income - interest and dividend income	297	282	1,022	584
Income (loss) before income taxes	5,681	(49,407)	10,685	(40,496)
Income tax expense (benefit)	(125)	(20,507)	845	(21,953)
Net income (loss)	5,806	(28,900)	9,840	(18,543)
Noncontrolling interest in net income of subsidiary	334	367	613	682
Net income (loss) attributable to NL stockholders	$5,472	$(29,267)	$9,227	$(19,225)
Amounts attributable to NL stockholders:				
Basic and diluted net income per share	$.11	$(.60)	$.19	$(.39)
Weighted average shares used in the calculation of net income per share	48,678	48,687	48,676	48,685

See accompanying notes to Condensed Consolidated Financial Statements.

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NL INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In thousands)

	Three months ended June 30,		Six months ended June 30,	
	2014	2015	2014	2015
	(unaudited)		(unaudited)	
Net income (loss)	$5,806	$(28,900)	$9,840	$(18,543)
Other comprehensive income (loss), net of tax:				
Marketable securities	(22,933)	(5,358)	(106,864)	(7,144)
Currency translation	(860)	1,188	(1,374)	(11,771)
Defined benefit pension plans	518	1,087	1,055	1,821
Other postretirement benefit plans	(156)	(137)	(313)	(273)
Total other comprehensive loss, net	(23,431)	(3,220)	(107,496)	(17,367)
Comprehensive loss	(17,625)	(32,120)	(97,656)	(35,910)
Comprehensive income attributable to noncontrolling interest	334	367	613	682
Comprehensive loss attributable to NL stockholders	$(17,959)	$(32,487)	$(98,269)	$(36,592)

See accompanying notes to Condensed Consolidated Financial Statements.

NL INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF EQUITY

Six months ended June 30, 2015

(In thousands)

	Common stock (unaudited)	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Noncontrolling interest in subsidiary	Total equity
Balance at December 31, 2014	$6,085	$300,388	$112,588	$(182,039)	$14,428	$251,450
Net income (loss)	-	-	(19,225)	-	682	(18,543)
Other comprehensive loss, net of tax	-	-	-	(17,367)	-	(17,367)
Issuance of NL common stock	1	65	-	-	-	66
Dividends	-	-	-	-	(164)	(164)
Other, net	-	90	-	-	10	100
Balance at June 30, 2015	$6,086	$300,543	$93,363	$(199,406)	$14,956	$215,542

See accompanying notes to Condensed Consolidated Financial Statements.

NL INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Six months ended June 30, 2014	2015
	(unaudited)	
Cash flows from operating activities:		
Net income (loss)	$9,840	$(18,543)
Depreciation and amortization	1,777	1,802
Deferred income taxes	(45)	(17,372)
Equity in losses (earnings) of Kronos Worldwide, Inc.	(14,412)	42,984
Dividends received from Kronos Worldwide, Inc.	10,566	10,566
Cash funding of benefit plans in excess of net benefit plan expense	(335)	(757)
Other, net	375	280
Change in assets and liabilities:		
Accounts and other receivables, net	(2,381)	(4,220)
Inventories, net	(2,784)	632
Prepaid expenses and other	215	(41)
Accounts payable and accrued liabilities	(179)	1,618
Income taxes	(4)	(5)
Accounts with affiliates	764	(1,516)
Accrued environmental remediation and related costs	4,595	1,993
Other noncurrent assets and liabilities, net	(1,079)	(4,672)
Net cash provided by operating activities	6,913	12,749
Cash flows from investing activities:		
Capital expenditures	(1,655)	(1,994)
Change in restricted cash equivalents, net	240	-
Proceeds from the sale of marketable securities	-	255
Purchase of marketable securities	-	(251)
Net cash used in investing activities	(1,415)	(1,990)

NL INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

(In thousands)

	Six months ended June 30,	
	2014	2015
	(unaudited)	
Cash flows from financing activities -		
Distributions to noncontrolling interests in subsidiary	$(164)	$(164)
Cash and cash equivalents - net change from:		
Operating, investing and financing activities	5,334	10,595
Cash and cash equivalents at beginning of period	52,609	72,560
Cash and cash equivalents at end of period	$57,943	$83,155
Supplemental disclosures:		
Cash paid for:		
Income taxes, net	$187	$1,585

See accompanying notes to Condensed Consolidated Financial Statements.

NL INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2015

(unaudited)

Note 1 – Organization and basis of presentation:

Organization – At June 30, 2015, Valhi, Inc. (NYSE: VHI) held approximately 83% of our outstanding common stock and a wholly-owned subsidiary of Contran Corporation held approximately 93% of Valhi's outstanding common stock. Substantially all of Contran's outstanding voting stock is held by a family trust established for the benefit of Lisa K. Simmons and Serena Simmons Connelly, daughters of Harold C. Simmons, and their children (for which Ms. Lisa Simmons and Ms. Connelly are co-trustees) or is held directly by Ms. Lisa Simmons and Ms. Connelly or persons or entities related to them, including their step-mother Annette C. Simmons, the widow of Mr. Simmons. Under a voting agreement entered into by all of the voting stockholders of Contran, effective in February 2014 and as amended, the size of the board of directors of Contran was fixed at five members, Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons (and in the event of their death, their heirs) each has the right to designate one of the five members of the Contran board and the remaining two members of the Contran board must consist of members of Contran management. Ms. Lisa Simmons, Ms. Connelly, and Ms. Annette Simmons each serve as members of the Contran board. The voting agreement expires in February 2017 (unless Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons otherwise unanimously agree), and the ability of Ms. Lisa Simmons, Ms. Connelly, and Ms. Annette Simmons to each designate one member of the Contran board is dependent upon each of their continued beneficial ownership of at least 5% of the combined voting stock of Contran. Consequently, Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons may be deemed to control Contran, Valhi and us.

Basis of presentation – Consolidated in this Quarterly Report are the results of our majority-owned subsidiary, CompX International Inc. We also own 30% of Kronos Worldwide, Inc. (Kronos). CompX (NYSE MKT: CIX) and Kronos (NYSE: KRO); each file periodic reports with the Securities and Exchange Commission (SEC).

The unaudited Condensed Consolidated Financial Statements contained in this Quarterly Report have been prepared on the same basis as the audited Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2014 that we filed with the SEC on March 12, 2015 (the 2014 Annual Report). In our opinion, we have made all necessary adjustments (which include only normal recurring adjustments) in order to state fairly, in all material respects, our consolidated financial position, results of operations and cash flows as of the dates and for the periods presented. We have condensed the Consolidated Balance Sheet and Statement of Stockholders' Equity at December 31, 2014 contained in this Quarterly Report as compared to our audited Consolidated Financial Statements at that date, and we have omitted certain information and footnote disclosures (including those related to the Consolidated Balance Sheet at December 31, 2014) normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). Our results of operations for the interim periods ended June 30, 2015 may not be indicative of our operating results for the full year. The Condensed Consolidated Financial Statements contained in this Quarterly Report should be read in conjunction with our 2014 Consolidated Financial Statements contained in our 2014 Annual Report.

Unless otherwise indicated, references in this report to "NL," "we," "us" or "our" refer to NL Industries, Inc. and its subsidiaries and affiliate, Kronos, taken as a whole.

Note 2 – Accounts and other receivables, net:

	December 31, 2014	June 30, 2015
	(In thousands)	
Trade receivables - CompX	$8,825	$13,174
Income taxes receivable from Valhi	-	933
Accrued insurance recoveries	346	286
Other receivables	163	101
Allowance for doubtful accounts	(78)	(101)
Total	$9,256	$14,393

Accrued insurance recoveries are discussed in Note 13.

Note 3 – Inventories, net:

	December 31, 2014	June 30, 2015
	(In thousands)	
Raw materials	$3,393	$3,468
Work in process	10,271	10,323
Finished products	3,199	2,327
Total	$16,863	$16,118

Note 4 – Marketable securities:

	Fair value measurement level	Market value	Cost basis	Unrealized gain
		(In thousands)		
December 31, 2014				
Valhi common stock	1	$92,131	$24,347	$ 67,784
June 30, 2015				
Valhi common stock	1	$81,351	$24,347	$ 57,004

At December 31, 2014 and June 30, 2015, we held approximately 14.4 million shares of common stock of our immediate parent company, Valhi. See Note 1. We account for our investment in Valhi common stock as available-for-sale marketable equity securities and any unrealized gains or losses on the securities are recognized through other comprehensive income, net of deferred income taxes. Our shares of Valhi common stock are carried at fair value based on quoted market prices, representing a Level 1 input within the fair value hierarchy. At December 31, 2014 and June 30, 2015, the quoted per share market price of Valhi common stock was $6.41 and $5.66, respectively.

The Valhi common stock we own is subject to the restrictions on resale pursuant to certain provisions of the SEC Rule 144. In addition, as a majority-owned subsidiary of Valhi, we cannot vote our shares of Valhi common stock under Delaware General Corporation Law, but we do receive dividends from Valhi on these shares, when declared and paid.

Note 5 – Investment in Kronos Worldwide, Inc.:

At December 31, 2014 and June 30, 2015, we owned approximately 35.2 million shares of Kronos common stock. At June 30, 2015, the quoted market price of Kronos' common stock was $10.96 per share, or an aggregate market value of $386.0 million. At December 31, 2014, the quoted market price was $13.02 per share, or an aggregate market value of $458.6 million.

The change in the carrying value of our investment in Kronos during the first six months of 2015 is summarized below.

	Amount (In millions)
Balance at the beginning of the period	$ 237.7
Equity in losses of Kronos	(43.0)
Dividends received from Kronos	(10.6)
Equity in Kronos' other comprehensive income:	
Marketable securities	(.2)
Currency translation	(18.1)
Defined benefit pension plans	2.1
Balance at the end of the period	$ 167.9

Selected financial information of Kronos is summarized below:

	December 31, 2014	June 30, 2015
	(In millions)	
Current assets	$886.2	$820.4
Property and equipment, net	479.7	440.7
Investment in TiO_2 joint venture	89.0	84.4
Other noncurrent assets	187.6	22.4
Total assets	$1,642.5	$1,367.9
Current liabilities	$237.9	$212.1
Long-term debt	344.7	343.9
Accrued pension and postretirement benefits	245.2	222.2
Other noncurrent liabilities	33.6	38.1
Stockholders' equity	781.1	551.6
Total liabilities and stockholders' equity	$1,642.5	$1,367.9

	Three months ended	Six months ended

	June 30,		June 30,	
	2014	2015	2014	2015
	(In millions)			
Net sales	$443.5	$360.2	$863.6	$725.3
Cost of sales	349.7	313.7	689.3	601.4
Income (loss) from operations	44.3	(10.4)	70.3	21.8
Income tax expense	6.8	145.1	14.7	154.5
Net income (loss)	33.1	(159.8)	47.4	(141.4)

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Note 6 – Other noncurrent assets, net:

	December 31, 2014	June 30, 2015
	(In thousands)	
Restricted cash	$1,420	$1,420
Assets held for sale	590	590
Other	133	317
Total	$2,143	$2,327

Note 7 – Accrued and other current liabilities:

	December 31, 2014	June 30, 2015
	(In thousands)	
Employee benefits	$8,278	$6,147
Professional fees	951	579
Payables to affiliates	659	76
Other	1,633	1,711
Total	$11,521	$8,513

Note 8 – Other noncurrent liabilities:

	December 31, 2014	June 30, 2015
	(In thousands)	
Reserve for uncertain tax positions	$16,832	$12,186
Insurance claims and expenses	589	619
Other	921	889
Total	$18,342	$13,694

Our reserve for uncertain tax positions is discussed in Note 11.

Note 9 – Long-term debt:

During the first six months of 2015, we had no borrowings under our promissory note with Valhi, and at June 30, 2015, the full $40 million was available for borrowing under this facility. The amount of any such loan Valhi would make to us is at Valhi’s discretion.

Note 10 – Other comprehensive income (loss):

Changes in accumulated other comprehensive loss attributable to NL stockholders are presented in the table below.

	Three months ended June 30,		Six months ended June 30,	
	2014	2015	2014	2015
	(In thousands)			
Accumulated other comprehensive loss, net of tax:				
Marketable securities:				
Balance at beginning of period	$70,238	$45,326	$154,169	$47,112
Other comprehensive loss - unrealized losses arising during the year	(22,933)	(5,358)	(106,864)	(7,144)
Balance at end of period	$47,305	$39,968	$47,305	$39,968
Currency translation:				
Balance at beginning of period	$(134,330)	$(167,132)	$(133,816)	$(154,173)
Other comprehensive income (loss)	(860)	1,188	(1,374)	(11,771)
Balance at end of period	$(135,190)	$(165,944)	$(135,190)	$(165,944)
Defined benefit pension plans:				
Balance at beginning of period	$(56,107)	$(74,526)	$(56,644)	$(75,260)
Other comprehensive income - amortization of net losses included in net periodic pension cost	518	1,087	1,055	1,821
Balance at end of period	$(55,589)	$(73,439)	$(55,589)	$(73,439)
OPEB plans:				
Balance at beginning of period	$1,118	$146	$1,275	$282
Other comprehensive loss - amortization of prior service credit and net gains included in net periodic OPEB cost	(156)	(137)	(313)	(273)
Balance at end of period	$962	$9	$962	$9
Total accumulated other comprehensive loss:				
Balance at beginning of period	$(119,081)	$(196,186)	$(35,016)	$(182,039)
Other comprehensive loss	(23,431)	(3,220)	(107,496)	(17,367)
Balance at end of period	$(142,512)	$(199,406)	$(142,512)	$(199,406)

See Note 12 for amounts related to our defined benefit pension plans and OPEB plans.

Note 11 – Income taxes:

	Three months ended June 30, 2014	2015	Six months ended June 30, 2014	2015
	(In millions)			
Expected tax expense, at U.S. federal statutory income tax rate of 35%	$1.9	$(17.3)	$3.7	$(14.2)
Rate differences on equity in earnings (losses) of Kronos	(2.3)	(3.2)	(3.3)	(4.7)
Adjustment to the reserve for uncertain tax positions, net	-	-	-	(3.0)
Nontaxable income	-	(.1)	(.3)	(.2)
U.S. state income taxes and other, net	.3	-	.7	.1
Total	$(.1)	$(20.6)	$.8	$(22.0)

	Three months ended June 30, 2014	2015	Six months ended June 30, 2014	2015
	(In millions)			
Comprehensive provision (benefit) for income taxes allocable to:				
Net income (loss)	$(.1)	$(20.6)	$.8	$(22.0)
Other comprehensive income (loss):				
Marketable securities	(12.4)	(2.8)	(57.5)	(3.8)
Currency translation	(.4)	.7	(.7)	(6.3)
Pension plans	.3	.6	.6	1.0
OPEB plans	(.1)	(.1)	(.2)	(.2)
Total	$(12.7)	$(22.2)	$(57.0)	$(31.3)

In accordance with GAAP, we recognize deferred income taxes on our undistributed equity in earnings (losses) of Kronos. Because we and Kronos are part of the same U.S. federal income tax group, any dividends we receive from Kronos are nontaxable to us. Accordingly, we do not recognize and we are not required to pay income taxes on dividends from Kronos. The amounts shown in the above table of our income tax rate reconciliation for rate differences on equity in earnings (losses) of Kronos represents the benefit associated with such non-taxability of the dividends we receive from Kronos, as it relates to the amount of deferred income taxes we recognize on our undistributed equity in earnings (losses) of Kronos.

Kronos has substantial net operating losses in Germany and Belgium, the benefit of which Kronos had previously recognized under the more-likely-than-not recognition criteria. In the second quarter of 2015, Kronos determined that such losses did not meet the more-likely-than-not recognition criteria, and as a result Kronos recognized a non-cash deferred income tax expense of $150.3 million in the second quarter of 2015 as a valuation allowance against Kronos' net deferred income tax assets in such jurisdictions. The rate difference related to our equity in losses of Kronos in the second quarter and first six months of 2015 includes our equity in such non-cash deferred income tax expense recognized by Kronos.

Tax authorities are examining certain of our U.S. and non-U.S. tax returns, including those of Kronos, and tax authorities have or may propose tax deficiencies, including penalties and interest. We cannot guarantee these tax matters will be resolved in our favor due to the inherent uncertainties involved in settlement initiatives and court and tax proceedings. We believe we have adequate accruals for additional taxes and related interest expense which could ultimately result from tax examinations. We believe the ultimate disposition of tax examinations should not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

In the first quarter of 2015, we recognized a non-cash income tax benefit of $3.0 million related to the release of a portion of our reserve for uncertain tax positions due to the expiration of the applicable statute of limitations. We currently estimate that our unrecognized tax benefits will not change materially during the next twelve months.

Note 12 – Employee benefit plans:

Defined benefit plans – The components of net periodic defined benefit pension cost (income) are presented in the table below.

	Three months ended June 30,		Six months ended June 30,	
	2014	2015	2014	2015
	(In thousands)			
Interest cost	$644	$635	$1,272	$1,204
Expected return on plan assets	(856)	(875)	(1,708)	(1,676)
Recognized actuarial losses	222	350	454	676
Total	$10	$110	$18	$204

Postretirement benefits – The components of net periodic postretirement benefits other than pension (OPEB) income are presented in the table below.

	Three months ended June 30,		Six months ended June 30,	
	2014	2015	2014	2015
	(In thousands)			
Interest cost	$28	$27	$57	$54
Amortization of prior service credit	(161)	(156)	(322)	(311)
Recognized actuarial gain	(44)	(26)	(88)	(51)
Total	$(177)	$(155)	$(353)	$(308)

Contributions – We currently expect our 2015 contributions to our defined benefit pension plans and other postretirement plans to be approximately $1.3 million.

Note 13 – Commitments and contingencies:

General

We are involved in various environmental, contractual, product liability, patent (or intellectual property), employment and other claims and disputes incidental to our current and former businesses. At least quarterly our management discusses and evaluates the status of any pending litigation or claim to which we are a party or which has been asserted against us. The factors considered in such evaluation include, among other things, the nature of such pending cases and claim, the status of such pending cases and claims, the advice of legal counsel and our experience in similar cases and claims (if any). Based on such evaluation, we make a determination as to whether we believe (i) it is probable a loss has been incurred, and if so if the amount of such loss (or a range of loss) is reasonably estimable, or (ii) it is reasonably possible but not probable a loss has been incurred, and if so if the amount of such loss (or a range of loss) is reasonably estimable, or (iii) the probability a loss has been incurred is remote.

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Lead pigment litigation

Our former operations included the manufacture of lead pigments for use in paint and lead-based paint. We, other former manufacturers of lead pigments for use in paint and lead-based paint (together, the "former pigment manufacturers"), and the Lead Industries Association (LIA), which discontinued business operations in 2002, have been named as defendants in various legal proceedings seeking damages for personal injury, property damage and governmental expenditures allegedly caused by the use of lead-based paints. Certain of these actions have been filed by or on behalf of states, counties, cities or their public housing authorities and school districts, and certain others have been asserted as class actions. These lawsuits seek recovery under a variety of theories, including public and private nuisance, negligent product design, negligent failure to warn, strict liability, breach of warranty, conspiracy/concert of action, aiding and abetting, enterprise liability, market share or risk contribution liability, intentional tort, fraud and misrepresentation, violations of state consumer protection statutes, supplier negligence and similar claims.

The plaintiffs in these actions generally seek to impose on the defendants responsibility for lead paint abatement and health concerns associated with the use of lead-based paints, including damages for personal injury, contribution and/or indemnification for medical expenses, medical monitoring expenses and costs for educational programs. To the extent the plaintiffs seek compensatory or punitive damages in these actions, such damages are generally unspecified. In some cases, the damages are unspecified pursuant to the requirements of applicable state law. A number of cases are inactive or have been dismissed or withdrawn. Most of the remaining cases are in various pre-trial stages. Some are on appeal following dismissal or summary judgment rulings or a trial verdict in favor of either the defendants or the plaintiffs.

We believe that these actions are without merit, and we intend to continue to deny all allegations of wrongdoing and liability and to defend against all actions vigorously. We do not believe it is probable that we have incurred any liability with respect to all of the lead pigment litigation cases to which we are a party, and liability to us that may result, if any, in this regard cannot be reasonably estimated, because:

- we have never settled any of the market share, intentional tort, fraud, nuisance, supplier negligence, breach of warranty, conspiracy, misrepresentation, aiding and abetting, enterprise liability, or statutory cases,
- no final, non-appealable adverse verdicts have ever been entered against us, and
- we have never ultimately been found liable with respect to any such litigation matters, including over 100 cases over a twenty-year period for which we were previously a party and for which we have been dismissed without any finding of liability.

Accordingly, we have not accrued any amounts for any of the pending lead pigment and lead-based paint litigation cases filed by or on behalf of states, counties, cities or their public housing authorities and school districts, or those asserted as class actions. In addition, we have determined that liability to us which may result, if any, cannot be reasonably estimated because there is no prior history of a loss of this nature on which an estimate could be made and there is no substantive information available upon which an estimate could be based.

In one of these lead pigment cases, in April 2000 we were served with a complaint in County of Santa Clara v. Atlantic Richfield Company, et al. (Superior Court of the State of California, County of Santa Clara, Case No. 1-00-CV-788657) brought by a number of California government entities against the former pigment manufacturers, the LIA and certain paint manufacturers. The County of Santa Clara sought to recover compensatory damages for funds the plaintiffs have expended or will in the future expend for medical treatment, educational expenses, abatement or other costs due to exposure to, or potential exposure to, lead paint, disgorgement of profit, and punitive damages. In July 2003, the trial judge granted defendants' motion to dismiss all remaining claims. Plaintiffs appealed and the intermediate appellate court reinstated public nuisance, negligence, strict liability, and fraud claims in March 2006. A fourth amended complaint was filed in March 2011 on behalf of The People of California by the County

Attorneys of Alameda, Ventura, Solano, San Mateo, Los Angeles and Santa Clara, and the City Attorneys of San Francisco, San Diego and Oakland. That complaint alleged that the presence of lead paint created a public nuisance in each of the prosecuting jurisdictions and seeks its abatement. In July and August 2013, the case was tried. In January 2014, the Judge issued a judgment finding us, The Sherwin Williams Company and ConAgra Grocery Products Company jointly and severally liable for the abatement of lead paint in pre-1980 homes, and ordered the defendants to pay an aggregate $1.15 billion to the people of the State of California to fund such abatement. In February 2014, we filed a motion for a new trial, and in March 2014 the court denied the motion. Subsequently in March 2014, we filed a notice of appeal with the Sixth District Court of Appeal for the State of California and the appeal is proceeding with the appellate court. NL believes that this judgment is inconsistent with California law and is unsupported by the evidence, and we will defend vigorously against all claims.

The Santa Clara case is unusual in that this is the second time that an adverse verdict in the lead pigment litigation has been entered against NL (the first adverse verdict against NL was ultimately overturned on appeal). We have concluded that the likelihood of a loss in this case has not reached a standard of "probable" as contemplated by ASC 450, given (i) the substantive, substantial and meritorious grounds on which the adverse verdict in the Santa Clara case will be appealed, (ii) the uniqueness of the Santa Clara verdict (i.e. no final, non-appealable verdicts have ever been rendered against us, or any of the other former lead pigment manufacturers, based on the public nuisance theory of liability or otherwise), and (iii) the rejection of the public nuisance theory of liability as it relates to lead pigment matters in many other jurisdictions (no jurisdiction in which a plaintiff has asserted a public nuisance theory of liability has ever successfully been upheld). In addition, liability that may result, if any, cannot be reasonably estimated, as NL continues to have no basis on which an estimate of liability could be made, as discussed above. However, as with any legal proceeding, there is no assurance that any appeal would be successful, and it is reasonably possible, based on the outcome of the appeals process, that NL may in the future incur some liability resulting in the recognition of a loss contingency accrual that could have a material adverse impact on our results of operations, financial position and liquidity.

New cases may continue to be filed against us. We cannot assure you that we will not incur liability in the future in respect of any of the pending or possible litigation in view of the inherent uncertainties involved in court and jury rulings. In the future, if new information regarding such matters becomes available to us (such as a final, non-appealable adverse verdict against us or otherwise ultimately being found liable with respect to such matters), at that time we would consider such information in evaluating any remaining cases then-pending against us as to whether it might then have become probable we have incurred liability with respect to these matters, and whether such liability, if any, could have become reasonably estimable. The resolution of any of these cases could result in the recognition of a loss contingency accrual that could have a material adverse impact on our net income for the interim or annual period during which such liability is recognized and a material adverse impact on our consolidated financial condition and liquidity.

Environmental matters and litigation

Our operations are governed by various environmental laws and regulations. Certain of our businesses are and have been engaged in the handling, manufacture or use of substances or compounds that may be considered toxic or hazardous within the meaning of applicable environmental laws and regulations. As with other companies engaged in similar businesses, certain of our past and current operations and products have the potential to cause environmental or other damage. We have implemented and continue to implement various policies and programs in an effort to minimize these risks. Our policy is to maintain compliance with applicable environmental laws and regulations at all of our plants and to strive to improve environmental performance. From time to time, we may be subject to environmental regulatory enforcement under U.S. and non-U.S. statutes, the resolution of which typically involves the establishment of compliance programs. It is possible that future developments, such as stricter requirements of environmental laws and enforcement policies, could adversely affect our production, handling, use, storage, transportation, sale or disposal of such substances. We believe that all of our facilities are in substantial compliance with applicable environmental laws.

Certain properties and facilities used in our former operations, including divested primary and secondary lead smelters and former mining locations, are the subject of civil litigation, administrative proceedings or investigations arising under federal and state environmental laws and common law. Additionally, in connection with past operating practices, we are currently involved as a defendant, potentially responsible party (PRP) or both, pursuant to the

Comprehensive Environmental Response, Compensation and Liability Act, as amended by the Superfund Amendments and Reauthorization Act (CERCLA), and similar state laws in various governmental and private actions associated with waste disposal sites, mining locations, and facilities that we or our predecessors, our subsidiaries or their predecessors currently or previously owned, operated or used, certain of which are on the United States Environmental Protection Agency's (EPA) Superfund National Priorities List or similar state lists.

These proceedings seek cleanup costs, damages for personal injury or property damage and/or damages for injury to natural resources. Certain of these proceedings involve claims for substantial amounts. Although we may be jointly and severally liable for these costs, in most cases we are only one of a number of PRPs who may also be jointly and severally liable, and among whom costs may be shared or allocated. In addition, we are occasionally named as a party in a number of personal injury lawsuits filed in various jurisdictions alleging claims related to environmental conditions alleged to have resulted from our operations.

Obligations associated with environmental remediation and related matters are difficult to assess and estimate for numerous reasons including the:

- complexity and differing interpretations of governmental regulations,
- number of PRPs and their ability or willingness to fund such allocation of costs,
- financial capabilities of the PRPs and the allocation of costs among them,
- solvency of other PRPs,
- multiplicity of possible solutions,
- number of years of investigatory, remedial and monitoring activity required,
- uncertainty over the extent, if any, to which our former operations might have contributed to the conditions allegedly giving rise to such personal injury, property damage, natural resource and related claims, and
- number of years between former operations and notice of claims and lack of information and documents about the former operations.

In addition, the imposition of more stringent standards or requirements under environmental laws or regulations, new developments or changes regarding site cleanup costs or the allocation of costs among PRPs, solvency of other PRPs, the results of future testing and analysis undertaken with respect to certain sites or a determination that we are potentially responsible for the release of hazardous substances at other sites, could cause our expenditures to exceed our current estimates. We cannot assure you that actual costs will not exceed accrued amounts or the upper end of the range for sites for which estimates have been made, and we cannot assure you that costs will not be incurred for sites where no estimates presently can be made. Further, additional environmental and related matters may arise in the future. If we were to incur any future liability, this could have a material adverse effect on our consolidated financial statements, results of operations and liquidity.

We record liabilities related to environmental remediation and related matters (including costs associated with damages for personal injury or property damage and/or damages for injury to natural resources) when estimated future expenditures are probable and reasonably estimable. We adjust such accruals as further information becomes available to us or as circumstances change. Unless the amounts and timing of such estimated future expenditures are fixed and reasonably determinable, we generally do not discount estimated future expenditures to their present value due to the uncertainty of the timing of the payout. We recognize recoveries of costs from other parties, if any, as assets when their receipt is deemed probable. At December 31, 2014 and June 30, 2015, we have not recognized any receivables for recoveries.

We do not know and cannot estimate the exact time frame over which we will make payments for our accrued environmental and related costs. The timing of payments depends upon a number of factors, including but not limited to the timing of the actual remediation process; which in turn depends on factors outside of our control. At each balance sheet date, we estimate the amount of our accrued environmental and related costs which we expect to pay within the next twelve months, and we classify this estimate as a current liability. We classify the remaining accrued environmental costs as a noncurrent liability.

Changes in the accrued environmental remediation and related costs during the first six months of 2015 are as follows:

	Amount (In thousands)
Balance at the beginning of the period	$ 110,015
Additions charged to expense, net	2,573
Payments, net	(580)
Balance at the end of the period	$ 112,008
Amounts recognized in the Condensed Consolidated Balance Sheet at the end of the period:	
Current liability	$ 7,064
Noncurrent liability	104,944
Balance at the end of the period	$ 112,008

On a quarterly basis, we evaluate the potential range of our liability for environmental remediation and related costs at sites where we have been named as a PRP or defendant, including sites for which our wholly-owned environmental management subsidiary, NL Environmental Management Services, Inc. (EMS), has contractually assumed our obligations. At June 30, 2015, we had accrued approximately $112 million related to approximately 46 sites associated with remediation and related matters that we believe are at the present time and/or in their current phase reasonably estimable. The upper end of the range of reasonably possible costs to us for remediation and related matters for which we believe it is possible to estimate costs is approximately $165 million, including the amount currently accrued.

We believe that it is not reasonably possible to estimate the range of costs for certain sites. At June 30, 2015, there were approximately 5 sites for which we are not currently able to reasonably estimate a range of costs. For these sites, generally the investigation is in the early stages, and we are unable to determine whether or not we actually had any association with the site, the nature of our responsibility, if any, for the contamination at the site and the extent of contamination at and cost to remediate the site. The timing and availability of information on these sites is dependent on events outside of our control, such as when the party alleging liability provides information to us. At certain of these previously inactive sites, we have received general and special notices of liability from the EPA and/or state agencies alleging that we, sometimes with other PRPs, are liable for past and future costs of remediating environmental contamination allegedly caused by former operations. These notifications may assert that we, along with any other alleged PRPs, are liable for past and/or future clean-up costs. As further information becomes available to us for any of these sites, which would allow us to estimate a range of costs, we would at that time adjust our accruals. Any such adjustment could result in the recognition of an accrual that would have a material effect on our consolidated financial statements, results of operations and liquidity.

Insurance coverage claims

We are involved in certain legal proceedings with a number of our former insurance carriers regarding the nature and extent of the carriers’ obligations to us under insurance policies with respect to certain lead pigment and asbestos lawsuits. The issue of whether insurance coverage for defense costs or indemnity or both will be found to exist for our lead pigment and asbestos litigation depends upon a variety of factors and we cannot assure you that such insurance coverage will be available.

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We have agreements with certain of our former insurance carriers pursuant to which the carriers reimburse us for a portion of our future lead pigment litigation defense costs, and one such carrier reimburses us for a portion of our future asbestos litigation defense costs. We are not able to determine how much we will ultimately recover from these carriers for defense costs incurred by us because of certain issues that arise regarding which defense costs qualify for reimbursement. While we continue to seek additional insurance recoveries, we do not know if we will be successful in obtaining reimbursement for either defense costs or indemnity. Accordingly, we recognize insurance recoveries in income only when receipt of the recovery is probable and we are able to reasonably estimate the amount of the recovery.

For a complete discussion of certain litigation involving us and certain of our former insurance carriers, refer to our 2014 Annual Report.

Other litigation

We have been named as a defendant in various lawsuits in several jurisdictions, alleging personal injuries as a result of occupational exposure primarily to products manufactured by our former operations containing asbestos, silica and/or mixed dust. In addition, some plaintiffs allege exposure to asbestos from working in various facilities previously owned and/or operated by us. There are 166 of these types of cases pending, involving a total of approximately 712 plaintiffs. In addition, the claims of approximately 8,692 plaintiffs have been administratively dismissed or placed on the inactive docket in Ohio state court. We do not expect these claims will be re-opened unless the plaintiffs meet the courts' medical criteria for asbestos-related claims. We have not accrued any amounts for this litigation because of the uncertainty of liability and inability to reasonably estimate the liability, if any. To date, we have not been adjudicated liable in any of these matters.

Based on information available to us, including:

- facts concerning historical operations,
- the rate of new claims,
- the number of claims from which we have been dismissed, and
- our prior experience in the defense of these matters,

we believe that the range of reasonably possible outcomes of these matters will be consistent with our historical costs (which are not material). Furthermore, we do not expect any reasonably possible outcome would involve amounts material to our consolidated financial position, results of operations or liquidity. We have sought and will continue to vigorously seek, dismissal and/or a finding of no liability from each claim. In addition, from time to time, we have received notices regarding asbestos or silica claims purporting to be brought against former subsidiaries, including notices provided to insurers with which we have entered into settlements extinguishing certain insurance policies. These insurers may seek indemnification from us. For a discussion of other legal proceedings to which we are a party, refer to our 2014 Annual Report.

In addition to the litigation described above, we and our affiliate are also involved in various other environmental, contractual, product liability, patent (or intellectual property), employment and other claims and disputes incidental to present and former businesses. In certain cases, we have insurance coverage for these items, although we do not expect additional material insurance coverage for environmental matters.

We currently believe the disposition of all of these various other claims and disputes, individually and in the aggregate, should not have a material adverse effect on our consolidated financial position, results of operations or liquidity beyond the accruals already provided.

Note 14 – Financial instruments and fair value measurements:

See Note 4 for information on how we determine fair value of our marketable securities.

The following table presents the financial instruments that are not carried at fair value but which require fair value disclosure at December 31, 2014 and June 30, 2015:

	December 31, 2014		June 30, 2015	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(In thousands)			
Cash, cash equivalents and restricted cash	$77,975	$77,975	$88,124	$88,124
Noncontrolling interest in CompX common stock	14,428	19,936	14,956	19,524
NL stockholders' equity	237,022	418,673	200,586	360,807

The fair value of our noncontrolling interest in CompX and NL stockholder's equity is based upon quoted market prices at each balance sheet date, which represent Level 1. Due to their near-term maturities, the carrying amounts of accounts receivable and accounts payable are considered equivalent to fair value.

Note 15 – Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606). This standard replaces existing revenue recognition guidance, which in many cases was tailored for specific industries, with a uniform accounting standard applicable to all industries and transactions. The new standard is currently effective for us beginning with the first quarter of 2017. However, the FASB has voted to issue an ASU that would defer the required adoption date by one year, and assuming such ASU is issued by the FASB, the new standard would be effective for us beginning in the first quarter of 2018. Entities may elect to adopt ASU No. 2014-09 retrospectively for all periods for all contracts and transactions which occurred during the period (with a few exceptions for practical expediency) or retrospectively with a cumulative effect recognized as of the date of adoption. ASU No. 2014-09 is a fundamental rewriting of existing GAAP with respect to revenue recognition, and we are still evaluating the effect the standard will have on our Consolidated Financial Statements. In addition, we have not yet determined the method we will use to adopt the standard.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS:

Business overview

We are primarily a holding company. We operate in the component products industry through our majority-owned subsidiary, CompX International Inc. We also own a non-controlling interest in Kronos Worldwide, Inc. Both CompX (NYSE MKT: CIX) and Kronos (NYSE: KRO) file periodic reports with the Securities and Exchange Commission (SEC).

CompX is a leading manufacturer of engineered components utilized in a variety of applications and industries. Through its Security Products operations, CompX manufactures mechanical and electronic cabinet locks and other locking mechanisms used in recreational transportation, postal, office and institutional furniture, cabinetry, tool storage and healthcare applications. CompX also manufactures stainless steel exhaust systems, gauges and throttle controls for the recreational marine and other industries through its Marine Components operations.

We account for our 30% non-controlling interest in Kronos by the equity method. Kronos is a leading global producer and marketer of value-added titanium dioxide pigments (TiO_2). TiO_2 is used for a variety of manufacturing applications including coatings, plastics, paper and other industrial and specialty products.

Forward-looking information

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Statements in this Quarterly Report on Form 10-Q that are not historical facts are forward-looking in nature and represent management's beliefs and assumptions based on currently available information. Statements in this report including, but not limited to, statements found in Item 2 - "Management's Discussion and Analysis of Financial Condition and Results of Operations," are forward-looking statements that represent our management's beliefs and assumptions based on currently available information. In some cases you can identify forward-looking statements by the use of words such as "believes," "intends," "may," "should," "could," "anticipates," "expects" or comparable terminolog by discussions of strategies or trends. Although we believe the expectations reflected in forward-looking statements are reasonable, we do not know if these expectations will be correct. Such statements by their nature involve substantial risks and uncertainties that could significantly impact expected results. Actual future results could differ materially from those predicted. The factors that could cause our actual future results to differ materially from those described herein are the risks and uncertainties discussed in this Quarterly Report and those described from time to time in our other filings with the SEC including, but are not limited to, the following:

- Future supply and demand for our products
- The extent of the dependence of certain of our businesses on certain market sectors
- The cyclicality of our businesses (such as Kronos' TiO_2 operations)
- Customer and producer inventory levels
- Unexpected or earlier-than-expected industry capacity expansion (such as the TiO_2 industry)
- Changes in raw material and other operating costs (such as energy, ore, zinc and brass costs) and our ability to pass those costs on to our customers or offset them with reductions in other operating costs
- Changes in the availability of raw material (such as ore)
- General global economic and political conditions (such as changes in the level of gross domestic product in various regions of the world and the impact of such changes on demand for, among other things, TiO_2 and component products)
- Competitive products and substitute products
- Price and product competition from low-cost manufacturing sources (such as China)
- Customer and competitor strategies

· Potential consolidation of Kronos' competitors
· Potential consolidation of Kronos' customers
· The impact of pricing and production decisions

- Competitive technology positions
- Potential difficulties in integrating future acquisitions
- Potential difficulties in upgrading or implementing new manufacturing and accounting software systems
- The introduction of trade barriers
- Possible disruption of Kronos' or CompX's business, or increases in our cost of doing business resulting from terrorist activities or global conflicts
- The impact of current or future government regulations (including employee healthcare benefit related regulations)
- Fluctuations in currency exchange rates (such as changes in the exchange rate between the U.S. dollar and each of the euro, the Norwegian krone and the Canadian dollar), or possible disruptions to our business resulting from potential instability resulting from uncertainties associated with the euro
- Operating interruptions (including, but not limited to, labor disputes, leaks, natural disasters, fires, explosions, unscheduled or unplanned downtime, transportation interruptions and cyber-attacks)
- Decisions to sell operating assets other than in the ordinary course of business
- Kronos' ability to renew or refinance debt
- Our ability to maintain sufficient liquidity
- The timing and amounts of insurance recoveries
- The extent to which our subsidiaries or affiliates were to become unable to pay us dividends
- The ultimate outcome of income tax audits, tax settlement initiatives or other tax matters
- Uncertainties associated with CompX's development of new product features
- Our ability to utilize income tax attributes or changes in income tax rates related to such attributes, the benefits of which may not presently have been recognized under the more-likely-than-not recognition criteria
- Environmental matters (such as those requiring compliance with emission and discharge standards for existing and new facilities or new developments regarding environmental remediation at sites related to our former operations)
- Government laws and regulations and possible changes therein (such as changes in government regulations which might impose various obligations on former manufacturers of lead pigment and lead-based paint, including us, with respect to asserted health concerns associated with the use of such products)
- The ultimate resolution of pending litigation (such as our lead pigment and environmental matters)
- Possible future litigation.

Should one or more of these risks materialize (or if the consequences of such a development worsen), or should the underlying assumptions prove incorrect, actual results could differ materially from those currently forecasted or expected. We disclaim any intention or obligation to update or revise any forward-looking statement whether as a result of changes in information, future events or otherwise.

Results of operations

Net income (loss) overview

Quarter ended June 30, 2015 compared to the quarter ended June 30, 2014

Our net loss attributable to NL stockholders was $29.2 million, or $.60 per share, in the second quarter of 2015 compared to net income attributable to NL stockholders of $5.5 million, or $.11 per share, in the second quarter of 2014. As more fully described below, the decrease in our earnings per share from 2014 to 2015 is primarily due to:

- equity in losses from Kronos in 2015 compared to equity in earnings from Kronos in 2014,
- higher income from operations attributable to CompX in 2015 of $.4 million, and
- lower environmental remediation and related costs of $3.1 million in 2015.

Our 2015 net loss attributable to NL stockholders includes the following:

- loss of $.61 per share, net of income taxes, included in our equity in losses of Kronos related to Kronos' recognition of a deferred income tax asset valuation allowance related to its German and Belgian operations, and
- loss of $.07 per share, net of income taxes, included in our equity in losses of Kronos related to certain workforce reduction charges recognized by Kronos.

Our 2014 net income attributable to NL stockholders includes:

- income of $.01 per share, net of income taxes, related to insurance recoveries we recognized, and
- income of $.02 per share, net of income taxes, included in our equity in earnings of Kronos related to a net reduction of Kronos' reserve for uncertain tax positions.

Six months ended June 30, 2015 compared to six months ended June 30, 2014

Our net loss attributable to NL stockholders was $19.2 million or $.39 per share in the first six months of 2015 compared to net income attributable to NL stockholders of $9.2 million or $.19 per share, in the first six months of 2014.

As more fully described below, the decrease in our earnings per share from 2014 to 2015 is primarily related to:

- equity in losses from Kronos in 2015 compared to equity in earnings from Kronos in 2014,
- higher income from operations attributable to CompX of $.8 million,
- lower environmental remediation and related costs of $3.2 million in 2015,
- a first quarter non-cash income tax benefit in 2015 related to a net reduction in our reserve for uncertain tax positions of $3.0 million, and
- higher insurance recoveries in 2015 of $2.2 million primarily related to an insurance recovery settlement for certain past lead pigment litigation defense costs.

Our 2015 net loss attributable to NL stockholders includes:

- loss of $.61 per share, net of income taxes, included in our equity in losses of Kronos related to Kronos' recognition of a deferred income tax asset valuation allowance related to its German and Belgian operations,
- loss of $.07 per share, net of income taxes, included in our equity in losses of Kronos related to certain workforce reduction charges recognized by Kronos,
- income of $.06 per share related to a net reduction of our reserve for uncertain tax positions, and
- income of $.04 per share, net of income taxes, related to insurance recoveries we recognized.

Our 2014 net income attributable to NL stockholders includes:

- income of $.02 per share, net of income taxes, related to insurance recoveries we recognized, and
- income of $.02 per share, net of income taxes, included in our equity in earnings of Kronos related to a net reduction of Kronos' reserve for uncertain tax positions.

Income (loss) from operations

The following table shows the components of our income (loss) from operations.

	Three months ended			Six months ended		
	June 30,		%	June 30,		%
	2014	2015	Change	2014	2015	Change
	(In millions)			(In millions)		
CompX	$3.9	$4.3	10 %	$7.2	$8.0	11 %
Insurance recoveries	.4	.3	(25)	1.2	3.4	183
Other income, net	-	-	-	.1	-	n.m.
Corporate expense	(9.0)	(5.7)	(37)	(13.3)	(9.5)	(29)
Income (loss) from operations	$(4.7)	$(1.1)	77	$(4.8)	$1.9	140

n.m. – not meaningful

Amounts attributable to CompX relate primarily to its components products business, while the other amounts generally relate to NL. Each of these items is further discussed below.

The following table shows the components of our income before income taxes exclusive of our income (loss) from operations.

	Three months ended			Six months ended		
	June 30,		%	June 30,		%
	2014	2015	Change	2014	2015	Change
	(In millions)			(In millions)		
Equity in earnings (losses) of Kronos	$10.1	$(48.6)	(581)%	$14.4	$(43.0)	(399)%
Interest and dividend income	.3	.3	-	1.0	.6	(40)

CompX International Inc.

	Three months ended			Six months ended		
	June 30,		%	June 30,		%
	2014	2015	Change	2014	2015	Change
	(In thousands)			(In thousands)		
Net sales	$26,848	$28,918	8 %	$52,629	$56,808	8 %
Cost of sales	18,235	19,758	8	36,267	39,082	8
Gross margin	8,613	9,160	6	16,362	17,726	8

Operating costs and expenses	4,701		4,854		3	9,162		9,719		6
Income from operations	$3,912		$4,306		10	$7,200		$8,007		11
Percentage of net sales:										
Cost of sales	68	%	68	%		69	%	69	%	
Gross margin	32		32			31		31		
Operating costs and expenses	18		17			17		17		
Income from operations	15		15			14		14		

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Net sales – Net sales increased $2.1 million in the second quarter of 2015 and $4.2 million in the first six months of 2015 compared to the respective periods in 2014, led by strong demand within CompX's Security Products business for existing government customers. Increased sales of security products to the office equipment and institutional furniture markets also contributed, to a lesser extent, to the increase in sales for the six-month period. Sales from CompX's Marine Components business also contributed to the increase for the six-month period primarily as a result of improved demand for products sold to the waterski/wakeboard boat market. Relative changes in selling prices did not have a material impact on net sales comparisons.

Cost of sales and gross margin – Cost of sales as a percentage of net sales increased less than 1% in the second quarter of 2015 compared to the same period in 2014. As a result, gross margin as a percentage of net sales decreased over the same period. The decrease in gross margin percentage for the second quarter is the result of lower variable margins due to relative changes in customer and product mix within CompX's Security Products business. As a percentage of net sales, cost of sales and resulting gross margin for the first six months of 2015 is comparable to the same period in 2014 as first quarter improvement in manufacturing efficiencies and increased leverage of fixed manufacturing costs over increased production volumes attributable to CompX's Marine Components business was offset by lower second quarter variable margins within CompX's Security Products business discussed above. Gross margin dollars increased for both comparative periods due to sales growth in CompX's Security Products business, and sales growth in CompX's Marine Components business also positively impacted the gross margin dollars comparison in the year-to-date period.

Operating costs and expenses – Operating costs and expenses consist primarily of sales and administrative related personnel costs, sales commissions and advertising expenses, as well as gains and losses on property, plant and equipment. Operating costs and expenses were comparable for the second quarter of 2015 compared to the same period in 2014. Operating costs and expenses increased for the first six months of 2015 compared to the same period of 2014 primarily due to increased administrative personnel costs to support the growth in volume for CompX's Security Products business.

Income from operations – As a percentage of net sales, income from operations increased slightly for the second quarter and first six months of 2015 compared to the same periods in 2014. These increases were primarily the result of the factors impacting gross margin and operating costs and expenses mentioned above.

Results by reporting unit

The key performance indicator for CompX's reporting units is the level of their income from operations (see discussion below).

	Three months ended			Six months ended		
	June 30,		%	June 30,		%
	2014	2015	Change	2014	2015	Change
	(In thousands)			(In thousands)		
Net sales:						
Security Products	$23,045	$25,059	9 %	$46,009	$49,716	8 %
Marine Components	3,803	3,859	1	6,620	7,092	7
Total net sales	$26,848	$28,918	8	$52,629	$56,808	8
Gross margin:						
Security Products	$7,573	$8,053	6	$14,827	$15,823	7
Marine Components	1,040	1,107	6	1,535	1,903	24
Total gross margin	$8,613	$9,160	6	$16,362	$17,726	8
Income from operations:						
Security Products	$4,842	$5,254	9	$9,542	$10,200	7
Marine Components	521	606	16	505	866	71
Corporate operating expenses	(1,451)	(1,554)	7	(2,847)	(3,059)	7
Total income from operations	$3,912	$4,306	10	$7,200	$8,007	11
Gross margin:						
Security Products	33 %	32 %		32 %	32 %	
Marine Components	27	29		23	27	
Total gross margin	32	32		31	31	
Income from operations margin:						
Security Products	21 %	21 %		21 %	21 %	
Marine Components	14	16		8	12	
Total income from operations margin	15	15		14	14	

n.m. – not meaningful

Security Products – Security Products net sales increased 9% in the second quarter and 8% in the first six months of 2015 compared to the same periods last year. The increase in net sales is primarily due to increases in sales to existing government customers of $2.0 million and $3.2 million in the second quarter and year-to-date periods, respectively, as well as increased sales to existing office equipment and institutional furniture customers of approximately $.5 million in the year-to-date period.

Gross margin as a percentage of sales for the second quarter and the first six months of 2015 decreased compared to the same periods in 2014 primarily due to relative changes in customer and product mix, resulting in lower variable margins, partially offset by increased coverage of fixed costs as a result of higher sales volumes. Operating costs and expenses in the second quarter of 2015 were comparable to the second quarter of 2014. For the first six months of 2015, operating costs and expenses increased approximately $.3 million primarily due to increased administrative personnel and benefits costs. Income from operations as a percentage of net sales in the second quarter and first six months of 2015 was comparable to the same periods in 2014 as a result of the factors impacting gross margin above offset by increased coverage of operating costs and expenses as a result of higher 2015 production volumes.

Marine Components – Marine Components net sales increased 1% and 7% in the second quarter and first six months of 2015, respectively, as compared to the same periods last year. The increase in sales is primarily due to improved demand for products sold to the waterski/wakeboard boat market. Gross margin and income from operations as a percentage of sales improved for the second quarter and first six months of 2015 compared to the same periods in 2014 due to improved manufacturing efficiencies and increased leverage of fixed costs as a result of higher production volumes.

Outlook – Sales have been very strong for the first half of 2015, with the growth over 2014 primarily attributable to requirements for certain government security applications. While demand has improved over prior year in certain other markets, including office equipment and marine components, we have not experienced broad-based demand increases in other markets or from our small business customers. We continue to experience the benefits of diversification in our product offerings and ongoing innovation to serve new markets. We anticipate continued strong demand for our products throughout 2015, though security product demand for government security applications may decrease in the second half of the year.

As in prior periods, we continue to monitor general economic conditions and sales order rates and we will respond to fluctuations in customer demand through continuous evaluation in staffing levels and consistent execution of our lean manufacturing and cost improvement initiatives. Additionally, we continue to seek opportunities to gain market share in markets we currently serve, to expand into new markets and to develop new product features in order to mitigate the impact of changes in demand as well as broaden our sales base.

General corporate and other items

Insurance recoveries – We have agreements with certain insurance carriers pursuant to which the carriers reimburse us for a portion of our past lead pigment and asbestos litigation defense costs. Insurance recoveries include amounts we received from these insurance carriers. Substantially all of the $3.4 million insurance recoveries we recognized in the first six months of 2015 relate to a first quarter settlement we reached with one of our insurance carriers in which they agreed to reimburse us for a portion of our past litigation defense costs.

The agreements with certain of our insurance carriers also include reimbursement for a portion of our future litigation defense costs. We are not able to determine how much we will ultimately recover from these carriers for defense costs incurred by us because of certain issues that arise regarding which defense costs qualify for reimbursement. Accordingly, these insurance recoveries are recognized when the receipt is probable and the amount is determinable. See Note 13 to our Condensed Consolidated Financial Statements.

Corporate expense – Corporate expenses were $5.7 million in the second quarter of 2015, $3.3 million lower than in the second quarter of 2014 primarily due to lower environmental remediation and related costs in 2015. Included in corporate expense in the second quarter of 2014 and 2015 are:

- environmental remediation and related costs of $2.5 million in 2015 compared to $5.6 million in 2014, and
- litigation and related costs of $1.0 million in 2015 compared to $1.3 million in 2014.

Corporate expenses were $9.5 million in the first six months of 2015, $3.8 million lower than in the first six months of 2014 primarily due to lower environmental remediation and related costs in 2015. Included in corporate expense in the first six months of 2014 and 2015 are:

- environmental remediation and related costs of $2.6 million in 2015 compared to $5.8 million in 2014, and
- litigation and related costs of $2.8 million in 2015 compared to $3.4 million in 2014.

The level of our litigation and related costs varies from period to period depending upon, among other things, the number of cases in which we are currently involved, the nature of such cases and the current stage of such cases (e.g. discovery, pre-trial motions, trial or appeal, if applicable). See Note 13 to our Condensed Consolidated Financial

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Statements. If our current expectations regarding the number of cases in which we expect to be involved during 2015 or the nature of such cases were to change, our corporate expenses could be higher than we currently estimate.

Obligations for environmental remediation costs are difficult to assess and estimate and it is possible that actual costs for environmental remediation will exceed accrued amounts or that costs will be incurred in the future for sites in which we cannot currently estimate our liability. If these events were to occur in 2015, our corporate expenses would be higher than we currently estimate. In addition, we adjust our environmental accruals as further information becomes available to us or as circumstances change. Such further information or changed circumstances could result in an increase in our accrued environmental costs. See Note 13 to our Condensed Consolidated Financial Statements.

Overall, we expect that our general corporate expenses for all of 2015 will be lower than 2014 primarily due to lower expected environmental remediation and related costs and lower litigation and related costs. If our current expectations regarding the number of cases or sites in which we expect to be involved during 2015, or if the nature of such cases or sites were to change, our corporate expenses could be higher than we currently estimate and involve amounts that are material.

Income tax expense – We recognized an income tax benefit of $20.6 million in the second quarter of 2015 compared to an income tax benefit of $.1 million in the second quarter of 2014 and an income tax benefit of $22.0 million in the first six months of 2015 compared to an income tax expense of $.8 million in the first six months of 2014. Our income tax benefit in the first six months of 2015 includes a first quarter non-cash income tax benefit of $3.0 million related to the release of a portion of our reserve for uncertain tax positions due to the expiration of the applicable statute of limitations. In accordance with GAAP, we recognize deferred income taxes on our undistributed equity in earnings (losses) of Kronos. Because we and Kronos are part of the same U.S. federal income tax group, any dividends we receive from Kronos are nontaxable to us. Accordingly, we do not recognize and we are not required to pay income taxes on dividends from Kronos. Therefore, our effective income tax rate will generally be lower than the U.S. federal statutory income tax rate in periods during which we receive dividends from Kronos and recognize equity in earnings of Kronos (such as in 2014). Conversely, our effective income tax rate will generally be higher than the U.S. federal statutory income tax rate in periods during which we receive dividends from Kronos and recognize equity in losses of Kronos (such as in 2015).

Our effective tax rate attributable to our equity in earnings of Kronos, including the effect of the non-taxable dividends we received from Kronos, was 12.3% in the first six months of 2014. Kronos has substantial net operating losses in Germany and Belgium, the benefit of which Kronos had previously recognized under the more-likely-than-not recognition criteria. In the second quarter of 2015, Kronos determined that such losses did not meet the more-likely-than-not recognition criteria, and as a result Kronos recognized a non-cash deferred income tax expense of $150.3 million in the second quarter of 2015 as a valuation allowance against Kronos' net deferred income tax assets in such jurisdictions. Our equity in losses of Kronos in the second quarter and first six months of 2015 includes our equity in such non-cash deferred income tax expense recognized by Kronos, and is a significant reason why our effective tax rate attributable to our equity in losses of Kronos, including the effect of the non-taxable dividends we received from Kronos, was 45.9% in the first six months of 2015. See Note 11 to our Condensed Consolidated Financial Statements for more information about our 2015 income tax items, including a tabular reconciliation of our statutory tax expense (benefit) to our actual expense (benefit).

Noncontrolling interest – Noncontrolling interest in net income of CompX is consistent in the second quarter and year-to-date periods of 2014 and 2015. The noncontrolling interest we recognize in each period is directly related to the level of earnings at CompX for the period.

Equity in earnings (losses) of Kronos Worldwide, Inc.

	Three months ended June 30,		%	Six months ended June 30,		%
	2014	2015	Change	2014	2015	Change
	(In millions)			(In millions)		
Net sales	$443.5	$360.2	(19)%	$863.6	$725.3	(16)%
Cost of sales	349.7	313.7	(10)%	689.3	601.4	(13)%
Gross margin	$93.8	$46.5		$174.3	$123.9	
Income (loss) from operations	$44.3	$(10.4)	(123)%	$70.3	$21.8	(69)%
Other, net	.3	.1		.5	.3	
Interest expense	(4.7)	(4.4)		(8.7)	(9.0)	
Income (loss) before income taxes	39.9	(14.7)		62.1	13.1	
Income tax expense	6.8	145.1		14.7	154.5	
Net income (loss)	$33.1	$(159.8)		$47.4	$(141.4)	
Percentage of net sales:						
Cost of sales	79 %	87 %		80 %	83 %	
Income (loss) from operations	10 %	(3)%		8 %	3 %	
Equity in earnings (losses) of Kronos Worldwide, Inc.	$10.1	$(48.6)		$14.4	$(43.0)	
TiO_2 operating statistics:						
Sales volumes*	133	139	5 %	255	270	6 %
Production volumes*	134	140	4 %	254	265	4 %
Change in TiO_2 net sales:						
TiO_2 product pricing			(13)%			(12)%
TiO_2 sales volumes			5 %			6 %
TiO_2 product mix			(1)%			(1)%
Changes in currency exchange rates			(10)%			(9)%
Total			(19)%			(16)%

* Thousands of metric tons

The key performance indicators for Kronos are TiO_2 average selling prices, its level of TiO_2 sales and production volumes and the cost of third-party feedstock ore.

Current industry conditions – Due to competitive pressures, Kronos' average selling prices decreased throughout 2014 and the first six months of 2015. Kronos' average selling prices at the end of the second quarter of 2015 were 3% lower than at the end of the first quarter of 2015, and 10% lower than at the end of 2014, with lower prices in all major markets. Kronos' average selling prices in 2015 were also impacted by a higher percentage of sales to lower-priced export markets in 2015 compared to 2014. Kronos experienced higher sales volumes in European and export markets in the second quarter and first half of 2015 as compared to the second quarter and first half of 2014, partially offset by slightly lower volumes in North American markets in 2015 as compared to the same periods of 2014.

Kronos operated its production facilities at overall average capacity utilization rates of 97% in the first six months of 2015 (approximately 93% of practical capacity in the first quarter and at practical capacity in the second quarter) compared to approximately 93% in the first six months of 2014 (90% and 97% in the first and second quarters of 2014, respectively). Kronos' production capacity utilization rates in the first quarter of 2014 were impacted by a union labor lockout at its Canadian production facility that ended in December 2013, as restart of production at the facility did not begin until February 2014. Kronos' production rates in the first quarter of 2015 were impacted by the implementation of certain productivity-enhancing improvement projects at certain facilities, as well as necessary improvements to ensure continued compliance with its permit regulations, which resulted in longer-than-normal maintenance shutdowns in some instances.

Kronos continued to experience moderation in the cost of TiO_2 feedstock ore procured from third parties in 2014 and into the first half of 2015. Given the time lag between when such third-party feedstock ore is procured and when the TiO_2 product produced with such ore is sold and recognized in Kronos' cost of sales, its cost of sales per metric ton of TiO_2 sold declined throughout 2014 and into the first half of 2015. Consequently, Kronos' cost of sales per metric ton of TiO_2 sold in the first half of 2015 was slightly lower than its cost of sales per metric ton of TiO_2 sold in the first half of 2014 (excluding the effect of changes in currency exchange rates).

In the second quarter of 2015, Kronos initiated a restructuring plan designed to improve its long-term cost structure. A portion of such expected cost savings are planned to occur through workforce reductions. During the second quarter of 2015, Kronos implemented certain voluntary and involuntary workforce reductions at certain of its facilities impacting approximately 110 individuals. Kronos recognized an aggregate $21.1 million charge in the second quarter of 2015 for such workforce reductions it had implemented through that date, $10.7 million of which is classified as part of cost of sales and $10.4 million of which is classified in selling, general and administrative expense.

Net sales – Kronos' net sales in the second quarter of 2015 decreased 19%, or $83.3 million, compared to the second quarter of 2014 primarily due to the net effect of a 13% decrease in average TiO_2 selling prices (which decreased net sales by approximately $58 million) and a 5% increase in sales volumes (which increased net sales by approximately $22 million). TiO_2 selling prices will increase or decrease generally as a result of competitive market pressures, changes in the relative level of supply and demand as well as changes in raw material and other manufacturing costs.

Kronos' sales volumes increased 5% in the second quarter of 2015 as compared to the second quarter of 2014 due to higher sales in certain export and European markets, partially offset by slightly lower sales in North American markets. Kronos estimates that changes in currency exchange rates (primarily the euro) decreased its net sales by approximately $44 million as compared to the second quarter of 2014.

Kronos' net sales in the six months ended June 30, 2015 decreased 16%, or $138.3 million, compared to the six months ended June 30, 2014 primarily due to the net effect of a 12% decrease in average TiO_2 selling prices (which decreased net sales by approximately $104 million) and a 6% increase in sales volumes (which increased net sales by approximately $52 million). TiO_2 selling prices will increase or decrease generally as a result of competitive market pressures, changes in the relative level of supply and demand as well as changes in raw material and other manufacturing costs.

Kronos' sales volumes increased 6% in the first six months of 2015 as compared to the first six months of 2014 primarily due to higher sales in certain export and European markets, partially offset by slightly lower sales in North American markets. Kronos estimates that changes in currency exchange rates decreased its net sales by approximately $77 million as compared to the first six months of 2014.

Cost of sales – Cost of sales decreased $36.0 million or 10% in the second quarter of 2015 compared to 2014 due to the net impact of lower raw materials and other production costs of approximately $8 million (primarily caused by lower third-party feedstock ore costs), a 5% increase in sales volumes, a 4% increase in TiO_2 production volumes and currency fluctuations (primarily the euro). In addition, cost of sales in 2015 includes approximately $10.7 million of severance costs related to the workforce reduction plan discussed above. Kronos' cost of sales as a percentage of net sales increased to 87% in the second quarter of 2015 compared to 79% in the same period of 2014, as the unfavorable impact of lower average selling prices and the workforce reduction charge more than offset the favorable effects of lower raw material costs and efficiencies related to higher production volumes, as discussed above.

Cost of sales decreased $87.9 million or 13% in the six months ended June 30, 2015 compared to the same period in 2014 primarily due to the net impact of lower raw materials and other production costs of approximately $29 million (primarily caused by lower third-party feedstock ore costs), a 4% increase in TiO_2 production volumes, a

6% increase in sales volumes and currency fluctuations (primarily the euro). In addition, cost of sales in 2015 includes approximately $10.7 million of severance costs related to the restructuring plan discussed above.

Kronos' cost of sales as a percentage of net sales increased to 83% in the first six months of 2015 compared to 80% in the same period of 2014, as the unfavorable impact of lower average selling prices and the workforce reduction charge more than offset the favorable effects of lower raw material costs and efficiencies related to higher production volumes, as discussed above.

Gross margin and income (loss) from operations – Kronos' income from operations decreased by $54.7 million, from income of $44.3 million in the second quarter of 2014 to a loss from operations of $10.4 million in the second quarter of 2015. Income (loss) from operations as a percentage of net sales decreased to (3)% in the second quarter of 2015 from 10% in the same period of 2014. This decrease was driven by the decline in gross margin percentage, which decreased to 13% for the second quarter of 2015 compared to 21% for the second quarter of 2014, as well as the negative impact of the workforce reduction charge classified as part of other operating expense ($10.4 million). As discussed and quantified above, Kronos' gross margin percentage decreased primarily due to the net effect of lower selling prices, workforce reduction costs classified as part of cost of sales ($10.7 million), lower manufacturing costs (primarily raw materials), higher production volumes and higher sales volumes. Kronos estimates that changes in currency exchange rates increased income from operations by approximately $11 million in the second quarter of 2015 as compared to the same period in 2014, as discussed below.

Kronos' income from operations decreased by $48.5 million, from $70.3 million in the first six months of 2014 to $21.8 million in the first six months of 2015. Income from operations as a percentage of net sales decreased to 3% in the first six months of 2015 from 8% in the same period of 2014. This decrease was driven by the decline in gross margin, which decreased to 17% for the first six months of 2015 compared to 20% for the first six months of 2014, as well as the negative impact of the workforce reduction charge classified as part of other operating expense ($10.4 million). As discussed and quantified above, Kronos' gross margin decreased primarily due to the net effect of lower selling prices, workforce reduction costs classified as part of cost of sales ($10.7 million), lower manufacturing costs (primarily raw materials), higher production volumes, and higher sales volumes. Kronos estimates that changes in currency exchange rates increased income from operations by approximately $25 million in the first six months of 2015 as compared to the same period in 2014.

Other non-operating income (expense) – Kronos' interest expense decreased $.3 million from $4.7 million in the second quarter of 2014 to $4.4 million in the second quarter of 2015 primarily due to lower average interest rate on outstanding indebtedness due to the second quarter 2015 modification of its term loan agreement which reduced the interest rate on the outstanding principal amount by 75 basis points. Kronos currently expects its interest expense for all of 2015 will be slightly lower than 2014, primarily due to lower expected average interest rates on outstanding indebtedness resulting from such second quarter 2015 modification.

Kronos' interest expense increased $.3 million from $8.7 million in the six months ended June 30, 2014 to $9.0 million in the six months ended June 30, 2015 primarily due to higher average debt levels mostly offset by lower average interest rates in 2015.

Income tax expense – As previously disclosed, Kronos has substantial net operating loss (NOL) carryforwards in Germany (the equivalent of $738 million and $94 million for German corporate and trade tax purposes, respectively, at December 31, 2014) and in Belgium (the equivalent of $87 million for Belgian corporate tax purposes at December 31, 2014), both of which have an indefinite carryforward period. As a result, Kronos has net deferred income tax assets recognized with respect to these two jurisdictions, primarily related to these NOL carryforwards. Prior to June 30, 2015, and using all available evidence, Kronos had concluded no deferred income tax asset valuation allowance was required to be recognized with respect to these net deferred income tax assets under the more-likely-than-not recognition criteria, primarily because (i) the carryforwards have an indefinite carryforward period, (ii) Kronos utilized a portion of such carryforwards during the most recent three-year period, and (iii) Kronos expects to utilize the remainder of the carryforwards over the long term. Kronos had also previously indicated that facts and circumstances could change, which might in the future result in the recognition of a valuation allowance against some or all of such deferred income tax assets. Given the trend of Kronos' operating results over the last few quarters, Kronos does not presently have sufficient positive evidence to overcome the significant negative evidence of having twelve consecutive quarters of cumulative losses in both its German and Belgian jurisdictions at June 30, 2015. Accordingly, at June 30, 2015, Kronos has concluded that it is now required to recognize a non-cash deferred income tax asset valuation allowance under the more-likely-than-not recognition criteria with respect to its German and Belgian net deferred income tax assets. Such valuation allowance aggregates $150.3 million at June 30, 2015. Kronos continues to believe it will ultimately realize the full benefit of these German and Belgian NOL carryforwards, in part because of their indefinite carryforward period. However, Kronos' ability to reverse all or a portion of such valuation allowance in the future is dependent on the presence of sufficient positive evidence, such as the existence of twelve consecutive quarters with cumulative profits, and the ability to demonstrate future profitability for a sustainable period. Until such time as Kronos is able to reverse the valuation allowance in full, to the extent it generates income in Germany or Belgium in the intervening periods, Kronos' effective income tax rate may be impacted by the existence of such valuation allowance, because such income will effectively be recognized without any associated net income tax expense, as Kronos would reverse a portion of the valuation allowance to offset the income tax expense attributable to such income. In addition, any change in tax law related to the indefinite carryforward period of these NOLs could adversely impact its ability to reverse the valuation allowance in full.

Kronos recognized an income tax expense of $145.1 million in the second quarter of 2015 compared to income tax expense of $6.8 million in the same period last year. As discussed above, Kronos' income tax expense in the second quarter of 2015 includes a non-cash deferred income tax expense of $150.3 million related to the recognition of a deferred income tax asset valuation allowance for its German and Belgian operations. In the second quarter of 2014, Kronos' income tax expense was favorably impacted by an aggregate non-cash income tax benefit of $5.7 million related to a net reduction in its reserve for uncertain tax positions. Kronos' earnings are subject to income tax in various U.S. and non-U.S. jurisdictions, and the income tax rates applicable to its pre-tax earnings (losses) of its non-U.S. operations is generally lower than the income tax rates applicable to Kronos' U.S. operations.

Kronos recognized income tax expense of $154.5 million in the first six months of 2015 compared to income tax expense of $14.7 million in the same period last year. As discussed above, Kronos' income tax expense in the first six months of 2015 includes a second quarter non-cash deferred income tax expense of $150.3 million related to the recognition of a deferred income tax asset valuation allowance for its German and Belgian operations. In the first six months of 2014, Kronos' income tax expense was favorably impacted by an aggregate non-cash income tax benefit of $5.5 million related to a net reduction in its reserve for uncertain tax positions (mostly recognized in the second quarter). Kronos' earnings are subject to income tax in various U.S. and non-U.S. jurisdictions, and the income tax rates applicable to its pre-tax earnings (losses) of its non-U.S. operations are generally lower than the income tax rates applicable to Kronos' U.S. operations. Excluding the impact of the net reduction in Kronos' reserve for uncertain tax positions in the first six months of 2014, its effective tax rate in such period was lower than the U.S. federal statutory tax rate of 35% primarily due to its non-U.S. earnings. Kronos' effective income tax rate in the first six months of 2015, excluding the impact of the deferred income tax asset valuation allowance it recognized, was lower than the U.S. federal statutory tax rate of 35%. Kronos' effective tax rate was lower primarily because it is required under ASC 740-270 to compute the interim tax provision by calculating an estimated annual effective tax rate. Because the estimate is based on full year income, the tax rate differences may not have a meaningful relationship to quarterly pre-tax income and may produce unusual and unexpected relationships to other tax rate reconciling items. Consequently, Kronos would generally expect its effective tax rate to be lower than the U.S. federal statutory rate of 35% primarily because Kronos' applicable tax rate in its non-U.S. jurisdictions is lower than 35%. However, as a result of Kronos' estimated annual effective tax rate at June 30, 2015, its non-U.S. rate reconciling items increased Kronos' effective tax rate but this increase was more than offset by tax benefits related to nondeductible expenses and its reserve for uncertain tax positions.

Effects of Currency Exchange Rates

Kronos has substantial operations and assets located outside the United States (primarily in Germany, Belgium, Norway and Canada). The majority of its sales from non-U.S. operations are denominated in currencies other than the

U.S. dollar, principally the euro, other major European currencies and the Canadian dollar. A portion of Kronos' sales generated from its non-U.S. operations is denominated in the U.S. dollar (and consequently its non-U.S. operations will generally hold U.S. dollars from time to time). Certain raw materials used worldwide, primarily titanium-containing feedstocks, are purchased in U.S. dollars, while labor and other production and administrative costs are incurred primarily in local currencies. Consequently, the translated U.S. dollar value of Kronos' non-U.S. sales and operating results are subject to currency exchange rate fluctuations which may favorably or unfavorably impact reported earnings and may affect the comparability of period-to-period operating results. In addition to the impact of the translation of sales and expenses over time, Kronos' non-U.S. operations also generate currency transaction gains and losses which primarily relate to (i) the difference between the currency exchange rates in effect when non-local currency sales or operating costs (primarily U.S. dollar denominated) are initially accrued and when such amounts are settled with the non-local currency, (ii) changes in currency exchange rates during time periods when its non-U.S. operations are holding non-local currency (primarily U.S. dollars), and (iii) relative changes in the aggregate fair value of currency forward contracts held from time to time. Kronos periodically uses currency forward contracts to manage a portion of its currency exchange risk, and relative changes in the aggregate fair value of any currency forward contracts Kronos holds from time to time serves in part to mitigate the currency transaction gains or losses it would otherwise recognize from the first two items described above. Overall, Kronos estimates that fluctuations in currency exchange rates had the following effects on its sales and income from operations for the periods indicated.

Impact of changes in currency exchange rates

three months ended June 30, 2015 vs. June 30, 2014

	Transaction gain/(loss) recognized			Translation gain/loss- impact of rate	Total currency impact 2015 vs.
	2014	2015	Change	changes	2014
	(In millions)				
Impact on:					
Net sales	$-	$ -	$ -	$ (44)	$ (44)
Income from operations	3	-	(3)	14	11

Impact of changes in currency exchange rates

six months ended June 30, 2015 vs. June 30, 2014

	Transaction gain/(loss) recognized			Translation gain - impact of rate	Total currency impact 2015 vs.
	2014	2015	Change	changes	2014
	(In millions)				
Impact on:					
Net sales	$-	$ -	$ -	$ (77)	$ (77)
Income from operations	-	1	1	24	25

The $44 million reduction in Kronos' net sales (translation loss) was caused primarily by a strengthening of the U.S. dollar relative to the euro, as its euro-denominated sales were translated into fewer U.S. dollars in 2015 as compared to 2014. The strengthening of the U.S. dollar relative to the Canadian dollar and the Norwegian krone in 2015 did not have a significant effect on the reported amount of Kronos' net sales, as a substantial portion of the sales generated by its Canadian and Norwegian operations are denominated in the U.S. dollar.

The $11 million net increase in income from operations comprised the following:

- a reduction in the amount of net currency transaction gains (losses) recognized during the two periods of approximately $3 million. Such net currency transaction gains (losses) result primarily from U.S. dollar-denominated receivables and U.S. dollar currency held by Kronos' non-U.S. operations, which are translated into the applicable local currency at each balance sheet date. During the second quarter of 2014, a relative strengthening of the U.S. dollar relative to the euro and the Norwegian krone gave rise to a net $3 million currency transaction gain, whereas Kronos recognized a nominal currency transaction loss during the second quarter of 2015.

- approximately $14 million from net currency translation gains caused primarily by a strengthening of the U.S. dollar relative to the Canadian dollar, the Norwegian krone and the euro, as their local currency-denominated operating costs were translated into fewer U.S. dollars in 2015 as compared to 2014 (and such translation, as it related to Kronos' euro-denominated operating costs, more than offset the negative impact on Kronos' income from operations from the reduction in net sales caused by the strengthening of the U.S. dollar as it related to its euro denominated sales).

The $77 million reduction in net sales (translation loss) was caused primarily by a strengthening of the U.S. dollar relative to the euro, as Kronos' euro-denominated sales were translated into fewer U.S. dollars in 2015 as compared to 2014. The strengthening of the U.S. dollar relative to the Canadian dollar and the Norwegian krone in 2015 did not have a significant effect on the reported amount of Kronos' net sales, as a substantial portion of the sales generated by its Canadian and Norwegian operations are denominated in the U.S. dollar.

The $25 million increase in income from operations comprised the following:

- approximately $1 million from net currency transaction gains caused primarily by a strengthening of the U.S. dollar relative to the euro, the Norwegian krone and the Canadian dollar, as U.S. dollar-denominated receivables and U.S. dollar currency held by Kronos' non-U.S. operations became equivalent to a greater amount of local currency in the 2015 period as compared to the 2014 period, and
- approximately $24 million from net currency translation gains caused primarily by a strengthening of the U.S. dollar relative to the Canadian dollar, the Norwegian krone and the euro, as their local currency-denominated operating costs were translated into fewer U.S. dollars in 2015 as compared to 2014 (and such translation, as it related to Kronos' euro-denominated operating costs, more than offset the negative impact on Kronos' income from operations from the reduction in net sales caused by the strengthening of the U.S. dollar as it related to its euro denominated sales).

Outlook

During the first half of 2015 Kronos operated its production facilities at 97% of practical capacity (approximately 93% of practical capacity in the first quarter, and at practical capacity in the second quarter). Kronos expects to continue to operate at practical production capacity in the second half of 2015. Assuming economic conditions do not deteriorate in the various regions of the world, Kronos expects its sales volumes to be higher in 2015 as compared to 2014. Kronos will continue to monitor current and anticipated near-term customer demand levels and align its production and inventories accordingly.

Kronos continued to experience moderation in the cost of TiO_2 feedstock ore procured from third parties in 2014 into 2015. Given the time lag between when such third-party feedstock ore is procured and when the TiO_2 product produced with such ore is sold and recognized in Kronos' cost of sales, its cost of sales per metric ton of TiO_2 sold in the first half of 2015 was slightly lower than its cost of sales per metric ton of TiO_2 sold in 2014 (excluding the effect of changes in currency exchange rates). While Kronos expects its cost of sales per metric ton of TiO_2 sold for the remainder of 2015 will be comparable to such per-metric ton cost in the first half of 2015, such per-metric ton cost for the remainder of 2015 is expected to continue to be slightly lower as compared to the same periods in 2014 (excluding the effect of changes in currency exchange rates).

Kronos started 2015 with selling prices 9% lower than the beginning of 2014, and prices declined by an additional 10% in the first half of 2015. Industry data indicates that overall TiO_2 inventory held by producers has been significantly decreased. In addition, Kronos believes most customers hold very low inventories of TiO_2 with many operating on a just-in-time basis. With the strong sales volumes experienced in the first quarter of 2015, Kronos continues to see evidence of improvement in demand for its TiO_2 products in certain of its primary markets. The extent to which Kronos will be able to achieve any price increases in the near term will depend on market conditions.

In the second quarter of 2015, Kronos initiated a restructuring plan designed to improve its long-term cost structure. A portion of such expected cost savings is planned to occur through workforce reductions. During the second quarter of 2015, Kronos implemented certain voluntary and involuntary workforce reductions at certain of its facilities impacting approximately 110 individuals. Kronos recognized an aggregate $21.1 million charge in the second quarter of 2015 for such workforce reductions it had implemented through that date, $10.7 million of which is classified as part of cost of sales and $10.4 million of which is classified in selling, general and administrative expense. For the workforce reductions implemented through June 30, 2015, an aggregate $.1 million will be accrued in the future (mostly in the second half of 2015) associated with affected individuals who are providing service to Kronos past June 30, 2015. In addition, Kronos expects to implement additional workforce reductions affecting 50 to 60 individuals at certain of its other facilities during the second half of 2015 and first half of 2016. The cost associated with such additional workforce reductions is not presently estimable because, among other things, the affected individuals have not yet been specifically identified and the terms of their separation have not yet been determined. The workforce reductions Kronos has implemented through June 30, 2015, as well as the additional workforce reductions it expects to implement over the next few quarters, are not expected to negatively impact Kronos' ability to operate its production facilities at its practical capacity rates.

In addition to the workforce reductions implemented through June 30, 2015 (and the additional workforce reductions expected to be implemented over the next few quarters), Kronos also has a plan to implement other cost reduction initiatives throughout the organization over the next few quarters, including implementation of continued process productivity improvements. The workforce reductions Kronos has implemented through June 30, 2015, combined with certain open positions that are not expected to be filled and cost savings expected to be realized from its other cost reduction initiatives Kronos is undertaking, are expected to result in a payback of the aggregate workforce reduction charge accrued at June 30, 2015 within approximately one year, the benefit of which will begin to be recognized in the third quarter of 2015.

Overall, Kronos expects that income from operations in 2015 will be significantly lower as compared to 2014, primarily as the favorable effect of higher sales and production volumes and moderating raw material costs will be more than offset by the negative effects of lower anticipated average selling prices. In addition, benefits expected to be realized in the second half of 2015 from the workforce reductions implemented through June 30, 2015 would be more than offset by the workforce reduction charge recognized in the second quarter of 2015, as Kronos would not realize a full year of the expected cost savings from such workforce reduction until 2016.

Due to the constraints of high capital costs and extended lead time associated with adding significant new TiO_2 production capacity, especially for premium grades of TiO_2 products produced from the chloride process, Kronos believes increased and sustained profit margins will be necessary to financially justify major expansions of TiO_2 production capacity required to meet expected future growth in demand. As a result of customer decisions over the last year and the resulting adverse effect on global TiO_2 pricing, some industry projects to increase TiO_2 production capacity have been cancelled or deferred indefinitely, and announcements have been made regarding the closure of certain facilities. Given the lead time required for such production capacity expansions, a shortage of TiO_2 products could occur if economic conditions improve and global demand levels for TiO_2 increase sufficiently.

Kronos' expectations for its future operating results are based upon a number of factors beyond its control, including worldwide growth of GDP, competition in the marketplace, continued operation of competitors, unexpected or earlier-than-expected capacity additions or reductions and technological advances. If actual developments differ from Kronos' expectations, its results of operations could be unfavorably affected.

LIQUIDITY AND CAPITAL RESOURCES

Consolidated cash flows

Operating activities

Trends in cash flows from operating activities, excluding the impact of deferred taxes and relative changes in assets and liabilities, are generally similar to trends in our income from operations. Changes in working capital are primarily related to changes in receivables and inventories (as discussed below) and payables and accrued liabilities.

Net cash provided by operating activities was $12.7 million in the first six months of 2015 compared to $6.9 million in the first six months of 2014. The $5.8 million net increase in cash provided by operating activities includes the net effects of:

- higher income from operations attributable to CompX of $.8 million,
- lower amount of net cash used for relative changes in receivables (excluding insurance recoveries), inventories, payables and accrued liabilities in 2015 of $4.5 million, and
- higher cash received for insurance recoveries in 2015 of $.8 million.

We do not have complete access to CompX's cash flows in part because we do not own 100% of CompX. A detail of our consolidated cash flows from operating activities is presented in the table below. Intercompany dividends have been eliminated. The reference to NL Parent in the table below is a reference to NL Industries, Inc., as the parent company of CompX and our wholly-owned subsidiaries.

	Six months ended June 30,	
	2014	2015
	(In millions)	
Net cash provided by operating activities:		
CompX	$1.7	$.6
NL Parent and wholly-owned subsidiaries	6.3	13.2
Eliminations	(1.1)	(1.1)
Total	$6.9	$12.7

Relative changes in working capital can have a significant effect on cash flows from operating activities. Generally, we expect our average days sales outstanding to increase from December to June as the result of a seasonal increase in sales during the second quarter as compared to the fourth quarter. Overall, our June 30, 2015 days sales outstanding compared to December 31, 2014 is in line with our expectations. As shown below, our total average number of days in inventory relative to sales decreased from December 31, 2014 to June 30, 2015 primarily as a result of CompX's intentional 2014 fourth quarter inventory build up to prepare for first quarter 2015 sales. For comparative purposes, we have provided information for December 31, 2013 and June 30, 2014 below.

	December 31, 2013	June 30, 2014	December 31, 2014	June 30, 2015
Days sales outstanding	35 days	42 days	32 days	41 days
Days in inventory	76 days	79 days	90 days	74 days

Investing and financing activities

In the first six months of 2015, we spent $2.0 million in capital expenditures, substantially all of which related to CompX. Cash flows from financing activities in the first six months of 2015 consist of CompX dividends paid to its stockholders other than us.

Outstanding debt obligations

At June 30, 2015, NL and CompX did not have any outstanding debt obligations.

Kronos' North American and European revolvers and its term loan contain a number of covenants and restrictions which, among other things, restrict its ability to incur additional debt, incur liens, pay dividends or merge or consolidate with, or sell or transfer substantially all of our assets to, another entity, and contains other provisions and restrictive covenants customary in lending transactions of this type. Certain of Kronos credit agreements contain provisions which could result in the acceleration of indebtedness prior to their stated maturity for reasons other than defaults for failure to comply with typical financial or payment covenants. For example, certain credit agreements allow the lender to accelerate the maturity of the indebtedness upon a change of control (as defined in the agreement) of the borrower. In addition, certain credit agreements could result in the acceleration of all or a portion of the indebtedness following a sale of assets outside the ordinary course of business. Kronos' European revolving credit facility also requires the maintenance of certain financial ratios, and one of such requirements is based on the ratio of net debt to the last twelve months EBITDA of the borrowers. Kronos is in compliance with all of its debt covenants at

June 30, 2015. Kronos believes that it will be able to continue to comply with the financial covenants contained in its credit facilities through their maturity.

Future cash requirements

Liquidity

Our primary source of liquidity on an ongoing basis is our cash flow from operating activities and credit facilities with affiliates and banks as further discussed below. We generally use these amounts to fund capital expenditures (substantially all of which relate to CompX), pay ongoing environmental remediation and litigation costs and provide for the payment of dividends (if declared).

At June 30, 2015, we had aggregate cash, cash equivalents and restricted cash of $88.1 million, substantially all of which was held in the U.S. A detail by entity is presented in the table below.

	Amount (In millions)
CompX	$ 43.0
NL Parent and wholly-owned subsidiaries	45.1
Total	$ 88.1

In addition, at June 30, 2015 we owned 14.4 million shares of Valhi common stock with an aggregate market value of $81.4 million. See Note 4 to our Condensed Consolidated Financial Statements. We also owned 35.2 million shares of Kronos common stock at June 30, 2015 with an aggregate market value of $386.0 million. See Note 5 to our Condensed Consolidated Financial Statements.

We routinely compare our liquidity requirements and alternative uses of capital against the estimated future cash flows we expect to receive from our subsidiaries and affiliates. As a result of this process, we have in the past and may in the future seek to raise additional capital, incur debt, repurchase indebtedness in the market or otherwise, modify our dividend policies, consider the sale of our interests in our subsidiaries, affiliates, business, marketable securities or other assets, or take a combination of these and other steps, to increase liquidity, reduce indebtedness and fund future activities. Such activities have in the past and may in the future involve related companies.

We periodically evaluate acquisitions of interests in or combinations with companies (including related companies) perceived by management to be undervalued in the marketplace. These companies may or may not be engaged in businesses related to our current businesses. We intend to consider such acquisition activities in the future and, in connection with this activity, may consider issuing additional equity securities and increasing indebtedness. From time to time, we also evaluate the restructuring of ownership interests among our respective subsidiaries and related companies.

Based upon our expectations of our operating performance, and the anticipated demands on our cash resources we expect to have sufficient liquidity to meet our short-term obligations (defined as the twelve-month period ending June 30, 2016). If actual developments differ materially from our expectations, our liquidity could be adversely affected. In this regard, Valhi has agreed to loan us up to $40 million on a revolving basis. At June 30, 2015, we had no outstanding borrowings under this facility, and the full $40 million was available for future borrowing. The amount of any such outstanding loan Valhi would make to us is at Valhi's discretion. We currently do not expect to be required to borrow any amounts from Valhi during the remainder of 2015 under this facility.

Capital Expenditures

Firm purchase commitments for capital projects in process at June 30, 2015 approximated $1.1 million. CompX's 2015 capital investments are limited to those expenditures required to meet expected customer demand and those required to properly maintain our facilities and technology infrastructure.

Dividends

Because our operations are conducted primarily through subsidiaries and affiliates, our long-term ability to meet parent company-level corporate obligations is largely dependent on the receipt of dividends or other distributions from our subsidiaries and affiliates. A detail of annual dividends we expect to receive from our

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subsidiaries and affiliates in 2015, based on the number of shares of common stock of these affiliates we own as of June 30, 2015 and their current regular quarterly dividend rate, is presented in the table below.

	Shares held at June 30, 2015 (In millions)	Current Quarterly Dividend Rate	Annual Expected Dividend (In millions)
Kronos	35.2	$ .15	$ 21.1
CompX	10.8	.05	2.2
Valhi	14.4	.02	1.1
Total expected annual dividends			$ 24.4

Investments in our subsidiaries and affiliates and other acquisitions

We have in the past and may in the future, purchase the securities of our subsidiaries and affiliates or third-parties in market or privately-negotiated transactions. We base our purchase decisions on a variety of factors, including an analysis of the optimal use of our capital, taking into account the market value of the securities and the relative value of expected returns on alternative investments. In connection with these activities, we may consider issuing additional equity securities or increasing our indebtedness. We may also evaluate the restructuring of ownership interests of our businesses among our subsidiaries and related companies.

Off-balance sheet financing arrangements

Other than operating lease commitments discussed in our 2014 Annual Report, we are not party to any material off-balance sheet financing arrangements.

Commitments and contingencies

There have been no material changes in our contractual obligations since we filed our 2014 Annual Report and we refer you to that report for a complete description of these commitments.

We are subject to certain commitments and contingencies, as more fully described to our 2014 Annual Report, or in Note 13 to our Condensed Consolidated Financial Statements or in Part II, Item 1 of this report, including certain legal proceedings. In addition to such legal proceedings, various legislation and administrative regulations have, from time to time, been proposed that seek to (i) impose various obligations on present and former manufacturers of lead pigment and lead-based paint (including us) with respect to asserted health concerns associated with the use of such products and (ii) effectively overturn court decisions in which we and other pigment manufacturers have been successful. Examples of such proposed legislation include bills which would permit civil liability for damages on the basis of market share, rather than requiring plaintiffs to prove that the defendant’s product caused the alleged damage and bills which would revive actions barred by the statute of limitations. While no legislation or regulations have been enacted to date that are expected to have a material adverse effect on our consolidated financial position, results of operations or liquidity, enactment of such legislation could have such an effect.

Recent accounting pronouncements

See Note 15 to our Condensed Consolidated Financial Statements.

Critical accounting policies and estimates

For a discussion of our critical accounting policies, refer to Part I, - “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our 2014 Annual Report. There have been no changes in our critical accounting policies during the first six months of 2015.

Related Party Transactions

As previously discussed in our periodic filings with the SEC, from time to time we engage in related party transactions with affiliated companies. In June 2015, our board of directors adopted a Policy Regarding Related

Party Transactions. Pursuant to such Policy, all related party transactions to which we are or are proposed to be a party shall be approved or ratified by our independent directors in accordance with the terms of such Policy, and such approval or ratification shall be done by our audit committee (unless another committee of our board of directors composed solely of independent directors, or all of the independent directors of our board, shall have approved or ratified the related party transaction). For certain ongoing related party transactions to which we are a party (referred to as ordinary course of business related party transactions), such approval or ratification shall occur no less frequently than once a year.

Following adoption of such Policy, our audit committee in June 2015 reviewed, adopted and ratified the following ordinary course of business related party transactions to which we are a party in accordance with the terms of such Policy:

- Risk Management Program – a program pursuant to which Contran and certain of its subsidiaries and related entities, including us, as a group purchase third-party insurance policies and risk management services, with the costs thereof apportioned among the participating companies;
- Cash Management Loans – our unsecured revolving credit facility with Valhi, which provides for borrowings by us from Valhi of up to $40 million;
- Data Recovery Program – a program pursuant to which Contran and certain of its subsidiaries and related entities, including us, as a group share third-party information technology data recovery services, with the costs thereof apportioned among the participating companies; and
- Tax Sharing Agreement – the cash payments for income taxes periodically paid by us to Valhi or received by us from Valhi, as applicable, and related items pursuant to the terms of our tax sharing agreement with Valhi (such tax sharing agreement being appropriate, given that we and our qualifying subsidiaries are members of the consolidated U.S. federal income tax return, and certain state and local jurisdiction income tax returns, of which Contran is the parent company).

Each of these ordinary course of business related party transactions is more fully described in the "Certain Relationships and Transactions" section of our 2015 proxy statement and Note 16 to our consolidated financial statements included in our 2014 Annual Report. Our audit committee was not required to approve and ratify the fee we pay to Contran in 2015 under our intercorporate services agreement with Contran (such intercorporate services agreement is also described in such proxy statement and Annual Report) because such intercorporate services fee had been previously approved by all of the independent directors of our board.

A copy of such Policy is available on our website at www.nl-ind.com.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

We are exposed to market risk, including currency exchange rates, interest rates and security prices. There have been no material changes in these market risks since we filed our 2014 Annual Report, and we refer you to Part I, Item 7A. –"Quantitative and Qualitative Disclosure about Market Risk" in our 2014 Annual Report. See also Note 14 to our Condensed Consolidated Financial Statements.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures – We maintain disclosure controls and procedures which, as defined in Exchange Act Rule 13a-15(e), means controls and other procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit to the SEC under the Securities Exchange Act of 1934, as amended (the Act), is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in the reports we file or submit to the SEC under the Act is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions to be made regarding required disclosure. Each of Robert D. Graham, our Vice Chairman of the Board, President and Chief Executive Officer and Gregory M. Swalwell, our Executive Vice President and Chief Financial Officer, have evaluated the design and effectiveness of our disclosure controls and procedures as of June 30, 2015. Based upon their evaluation, these executive officers have concluded that our disclosure controls and procedures are effective as of the date of this evaluation.

Internal control over financial reporting – Our management is responsible for establishing and maintaining adequate internal control over financial reporting which, as defined by Exchange Act Rule 13a-15(f) means a process designed by, or under the supervision of, our principal executive and principal financial officers, or persons performing similar functions, and effected by the board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect transactions and dispositions of our assets,
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures are made only in accordance with authorizations of our management and directors, and
- provide reasonable assurance regarding prevention or timely detection of an unauthorized acquisition, use or disposition of assets that could have a material effect on our Condensed Consolidated Financial Statements.

As permitted by the SEC, our assessment of internal control over financial reporting excludes (i) internal control over financial reporting of equity method investees and (ii) internal control over the preparation of any financial statement schedules which would be required by Article 12 of Regulation S-X. However, our assessment of internal control over financial reporting with respect to equity method investees did include controls over the recording of amounts related to our investment that are recorded in the consolidated financial statements, including controls over the selection of accounting methods for our investments, the recognition of equity method earnings and losses and the determination, valuation and recording of our investment account balances.

Changes in internal control over financial reporting – There have been no changes to our internal control over financial reporting during the quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

In addition to the matters discussed below, refer to Note 13 to our Condensed Consolidated Financial Statements, our 2014 Annual Report, and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 for descriptions of certain legal proceedings.

ASARCO LLC vs. NL Industries, Inc., et al. (United States District Court, Eastern District of Missouri, Case No. 4:11-cv-00864). In May 2015, the trial court on its own motion entered an indefinite stay of the litigation. In June 2015, Asarco filed an appeal of the stay in the 8th Circuit Court of Appeals. NL has moved to dismiss that appeal as improperly filed.

Item 1A. Risk Factors

For a discussion of the risk factors related to our businesses, refer to Part I, Item 1A., “Risk Factors,” in our 2014 Annual Report.

Item 6. Exhibits

31.1	Certification
31.2	Certification
32.1	Certification
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NL INDUSTRIES, INC.
(Registrant)

Date: August 7, 2015 /s/ Gregory M. Swalwell
Gregory M. Swalwell
(Executive Vice President and

Chief Financial Officer,

Principal Financial Officer)

Date: August 7, 2015 /s/ Tim C. Hafer
Tim C. Hafer
(Vice President and Controller,

Principal Accounting Officer)