

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO  
**FORM S-3**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**THE CHEMOURS COMPANY\***  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**46-4845564**

(I.R.S. Employer Identification Number)

**1007 Market Street  
Wilmington, Delaware 19899  
(302) 773-1000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**David C. Shelton, Esq.  
SVP, General Counsel and Corporate Secretary  
The Chemours Company  
1007 Market Street  
Wilmington, Delaware 19899  
(302) 773-1000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Anna T. Pinedo, Esq.  
James R. Tanenbaum, Esq.  
Morrison & Foerster LLP  
250 West 55<sup>th</sup> Street  
New York, New York 10019  
(212) 468-8000**

**Approximate date of commencement of the proposed sale to the public:**

From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**\*Certain subsidiaries of The Chemours Company are also registrants and are identified on the following page.**

#### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered/ Proposed maximum offering price per unit/ Proposed maximum aggregate offering price/ Amount of registration fee
Debt securities	(1)
Guarantees of debt securities	
Warrants	
Preferred stock, par value \$0.01 per share	
Common stock, par value \$0.01 per share	

(1) An unspecified aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be offered at unspecified prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion, or exchange of other securities, including debt securities, warrants and preferred stock that are convertible into or exercisable or exchangeable for our common or preferred stock. In accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended. The Chemours Company is deferring payment of all of the registration fee.

**TABLE OF ADDITIONAL REGISTRANTS**

<b>Exact Name of Registrant as Specified in Its Charter*</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification Number</b>
ChemFirst Inc.	Mississippi	2800	64-0679456
First Chemical Corporation	Mississippi	2800	64-0428608
First Chemical Holdings, LLC	Mississippi	2800	64-0873102
First Chemical Texas, L.P.	Delaware	2800	64-0873104
FT Chemical, Inc.	Texas	2800	64-0873103
The Chemours Company FC, LLC	Delaware	2800	46-5626518
The Chemours Company TT, LLC	Pennsylvania	2800	46-5603533

\* The address, including zip code, and telephone number, including area code, of each additional registrant's principal executive offices is c/o The Chemours Company, 1007 Market Street, Wilmington, Delaware 19899, Tel. (302) 773-1000.

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## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-217642) is being filed for the purpose of (i) adding guarantees of debt securities to be issued hereunder as an additional class of securities under the Registration Statement, (ii) adding ChemFirst Inc., First Chemical Corporation, First Chemical Holdings, LLC, First Chemical Texas, L.P., FT Chemical, Inc., The Chemours Company FC, LLC and The Chemours Company TT, LLC as guarantors of debt securities to be issued hereunder and (iii) adding certain information in Item 15 of Part II with respect to the guarantors. No changes or additions are being made hereby to the base prospectus that already forms a part of the Registration Statement. Accordingly, the base prospectus is omitted from this filing.

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## PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

### Item 14. Other Expenses of Issuance and Distribution.

The estimated expenses, other than underwriting or broker-dealer fees, discounts, and commissions, in connection with the offering are as follows:

Securities Act Registration Fee	\$	*
Printing and Engraving Expenses		+
Legal Fees and Expenses		+
Accounting Fees and Expenses		+
Trustee Fees		+
Rating Agency Fees and Expenses		+
Miscellaneous		+
	\$	+

\* The registration fee has been deferred in accordance with Rules 456(b) and 457(r) of the Securities Act of 1933, as amended (the "Securities Act").

+ Estimated expenses are not presently known.

### Item 15. Indemnification of Directors and Officers.

The following summarizes the limitations of liability and/or certain indemnification rights provided for in the applicable statutes and constituent documents of the registrants. These summaries are qualified in their entirety by reference to the complete text of the statutes and the documents referred to below.

#### Registrants Incorporated or Organized Under the Laws of Delaware

##### *Delaware corporations*

Section 145(a) of the Delaware General Corporation Law (the "DGCL") authorizes a Delaware corporation to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Section 145(b) further authorizes a Delaware corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 102(b)(7) of the DGCL enables a corporation in its certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director to the corporation or its stockholders of monetary damages for violations of the director's fiduciary duty of care, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a

knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which a director derived an improper personal benefit. These provisions will not limit the liability of directors or officers under the federal securities laws of the United States.

### ***The Chemours Company***

The Amended and Restated Certificate of Incorporation of The Chemours Company provides that a director of the corporation shall not be personally liable either to the corporation or to any stockholder for breach of fiduciary duty as a director, except for liability (i) for any breaches of such director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) under Section 174 of the DGCL, which relates to unlawful declarations of dividends or other distributions or assets to stockholders; or (iv) for any transaction from which the director derived any personal benefit.

If the DGCL is amended after approval by the stockholders of the Amended and Restated Certificate of Incorporation for the corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the full extent provided by the DGCL, as so amended.

The Chemours Company has entered into indemnification agreements with its current directors and officers. The indemnification agreements supplement the indemnification provisions applicable under The Chemours Company's (i) Amended and Restated Certificate of Incorporation and (ii) Amended and Restated Bylaws, and the General Corporation Law of the State of Delaware.

Among the terms and conditions of the indemnification agreements are provisions providing for director and officer indemnitees to be indemnified in the context of certain third-party proceedings and proceedings by or in the right of The Chemours Company. The agreements also provide for, under certain circumstances, indemnification against certain expenses to the extent an indemnitee is wholly or partly successful in a proceeding, and to the extent an indemnitee is a witness or otherwise asked to participate in a proceeding to which the indemnitee is not a party. Also, under certain conditions, the indemnification agreements provide for the advancement of certain expenses from The Chemours Company to an indemnitee.

### ***Delaware limited liability companies***

Section 18-303(a) of the Delaware Limited Liability Company Act (the "Delaware LLC Act") provides that, except as otherwise provided by the Delaware LLC Act, the debts, obligations and liabilities of a limited liability company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the limited liability company, and no member or manager of a limited liability company shall be obligated personally for any such debt, obligation or liability of the limited liability company solely by reason of being a member or acting as a manager of the limited liability company. Section 18-108 of the Delaware LLC Act states that subject to such standards and restrictions, if any, as set forth in its limited liability company agreement, a limited liability company may, and shall have the power to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

### ***The Chemours Company FC, LLC***

The Chemours Company FC, LLC ("Chemours Company FC") is subject to the provisions of the Delaware LLC Act. The Certificate of Formation of Chemours Company FC does not impose any additional indemnity requirements on Chemours Company FC.

### ***First Chemical Texas, L.P.***

First Chemical Texas, L.P. ("First Chemical Texas") is subject to the provisions of the Delaware LLC Act. The Certificate of Limited Partnership of First Chemical Texas does not impose any additional indemnity requirements on First Chemical FC.

## **Registrants Incorporated or Organized Under the Laws of Mississippi**

### ***Mississippi corporations***

Section 79-4-8.51 of the Mississippi Business Corporation Act ("MBCA") provides that a corporation may indemnify an individual who is a party to a proceeding because he is a director against liability incurred if he believed his conduct to be

lawful, he conducted himself in good faith and he reasonably believed that his conduct was in the best interest of the corporation (if his conduct was in his official capacity) or at least not opposed to the best interests of the corporation (in any other circumstance). This section of the MBCA also provides a corporation the ability to include additional indemnification provisions in its articles of incorporation.

However, under Section 79-4-2.02(b)(5), a corporation may not indemnify a director for (i) receipt of a financial benefit to which he is not entitled; (ii) an intentional infliction of harm on the corporation or its shareholders; (iii) participation in unlawful distributions as indicated in Section 79-4-8.33 of the MBCA; or (iv) an intentional violation of criminal law.

Under Section 79-4-8.52 of the MBCA, a corporation is required to indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he was a party because he was a director of the corporation against reasonable expenses incurred by him in connection with the proceeding.

#### ***ChemFirst Inc.***

ChemFirst Inc. (“ChemFirst”) is subject to the provisions of the MBCA. The Articles of Incorporation of ChemFirst do not impose any additional indemnity requirements on ChemFirst.

#### ***First Chemical Corporation***

First Chemical Corporation (“First Chemical”) is subject to the provisions of the MBCA. The Articles of Incorporation of First Chemical do not impose any additional indemnity requirements on First Chemical.

#### ***Mississippi limited liability companies***

Section 79-29-110 of the Mississippi Limited Liability Company Act (the “Mississippi LLC Act”) provides that the certificate of formation or operating agreement may indemnify and hold harmless any member, manager or other person made a party to a proceeding because he is or was a member, manager or agent of the limited liability company against liability incurred in the proceeding if: (a) he conducted himself in good faith; and (b) he reasonably believed: (i) in the case of conduct in his official capacity with the limited liability company, that his conduct was in its best interests; and (ii) in all other cases, that his conduct was at least not opposed to its best interests; and (c) in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful. A member’s, manager’s or other person’s conduct with respect to an employee benefit plan for a purpose he reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of paragraph (1)(b)(ii) of Section 79-29-110.

Unless otherwise provided for in the certificate of formation or the operating agreement, a liability company must indemnify a member, manager, officer or other person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a member, manager, officer or agent of the limited liability company against reasonable expenses incurred by the member, manager, officer or agent in connection with the proceeding.

#### ***First Chemical Holdings, LLC***

First Chemical Holdings, LLC (“First Chemical Holdings”) is subject to the provisions of the Mississippi LLC Act. The Certificate of Formation of First Chemical Holdings does not impose any additional indemnity requirements on First Chemical Holdings.

#### **Registrants Organized Under the Laws of Pennsylvania**

##### ***Pennsylvania limited liability companies***

Section 8945 of the Pennsylvania Limited Liability Company Law of 1994 (the “Pennsylvania LLC Law”) provides that a Pennsylvania limited liability company may and shall have the power to indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever; provided, however, that a limited liability company may not indemnify a manager, member or other person for an act that is determined by a court to constitute willful misconduct or recklessness. Further, subsection (d) provides that a limited liability company may pay expenses incurred by a member, manager or other person in advance of disposition of any claim if such person makes an undertaking to repay the company if it is determined that such person is not entitled to indemnification. Finally, under subsection (f), a limited liability company must indemnify its members and managers for payments made, and personal liabilities reasonably incurred, in the ordinary and proper conduct of its business or for the preservation of its business or property.

## ***The Chemours Company TT, LLC***

The Chemours Company TT, LLC (“Chemours Company TT”) is subject to the provisions of the Pennsylvania LLC Law. The Certificate of Organization for Chemours Company TT does not impose any additional indemnity requirements on Chemours Company TT.

### **Registrants Incorporated Under the Laws of Texas**

#### *Texas corporations*

Section 8.101 of the Texas Business Organizations Code (the “TBOC”) provides that, subject to certain limitations and in addition to other provisions, a Texas corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director only if it is determined in accordance with certain requirements that: the person: (A) acted in good faith; (B) reasonably believed: (i) in the case of conduct in the person’s official capacity, that the person’s conduct was in the enterprise’s best interests; and (ii) in any other case, that the person’s conduct was not opposed to the enterprise’s best interests; and (C) in the case of a criminal proceeding, did not have a reasonable cause to believe the person’s conduct was unlawful.

Section 8.051 of the TBOC also provides that a Texas corporation shall indemnify a director against reasonable expenses actually incurred by the director in connection with a proceeding in which the director is a named defendant or respondent because he or she is or was a director if the director is wholly successful, on the merits or otherwise, in the defense of the proceeding. In addition, Section 8.052 of the TBOC requires indemnification by a Texas corporation to the fullest extent that a court so orders.

#### ***FT Chemical, Inc.***

FT Chemical, Inc. (“FT Chemical”) is subject to the provisions of the TBOC. The Articles of Incorporation of FT Chemical do not impose any additional indemnity requirements on FT Chemical.

### **Item 16. List of Exhibits.**

- 1.1 Form of Underwriting Agreement for Debt Securities \* †
- 1.2 Form of Underwriting Agreement for Preferred Stock \* †
- 1.3 Form of Underwriting Agreement for Common Stock \* †
- 4.1 Indenture (for senior debt securities) to be entered into between The Chemours Company and U.S. Bank National Association \*\*
- 4.2 Form of Senior Registered Note \*\*
- 4.3 Form of Indenture (for subordinated debt securities) †
- 4.4 Form of Subordinated Registered Note †
- 4.5 Form of Certificate for Preferred Stock †
- 4.6 Form of Warrant Agreement for Universal Warrant \* †
- 4.7 Form of Warrant Agreement for Warrants Sold Alone \* †
- 4.8 Form of Warrant Agreement for Warrants Sold Attached to Debt Securities \* †
- 4.9 Form of Put Warrant (included in Exhibit 4.14) \* †
- 4.10 Form of Call Warrant (included in Exhibit 4.14) \* †
- 5.1 Opinion of Morrison & Foerster LLP, regarding legality of securities being registered
- 5.2 Opinion of Locke Lord LLP
- 5.3 Opinion of Ballard Spahr LLP
- 5.4 Opinion of Butler Snow LLP
- 8.1 Opinion of Morrison & Foerster LLP \*\*
- 12.1 Statement of Computation of Ratio of Earnings to Fixed Charges \*\*
- 23.1 Consent of Morrison & Foerster LLP (included in Exhibit 5.1)
- 23.2 Consent of Locke Lord LLP (included in Exhibit 5.2)
- 23.3 Consent of Ballard Spahr LLP (included in Exhibit 5.3)
- 23.4 Consent of Butler Snow LLP (included in Exhibit 5.4)
- 23.5 Consent of Morrison & Foerster LLP (included in Exhibit 8.1) \*\*
- 23.6 Consent of PricewaterhouseCoopers LLP, Independent Registered Accounting Firm \*\*
- 25.1 Statement of Eligibility of U.S. Bank National Association, as Trustee, on Form T-1, with respect to the Indenture described in Exhibit 4.1 \*\*



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\* To be filed as an exhibit to a Current Report on Form 8-K at the time of a particular offering and incorporated herein by reference.

† To be filed as an amendment to this registration statement.

\*\* Previously filed.

## Item 17. Undertakings.

Each of the undersigned Registrants hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (i), (ii) and (iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by a Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Securities Exchange Act"), that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) each prospectus filed by a Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of this registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of this registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such

document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities, in a primary offering of securities of an undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) any free writing prospectus relating to the offering prepared by or on behalf of the Registrant or used or referred to by the undersigned Registrant;
- (iii) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and
- (iv) any other communication that is an offer in the offering made by an undersigned Registrant to the purchaser.

Each of the undersigned Registrants hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Each of the undersigned Registrants hereby undertakes (1) to use its best efforts to distribute prior to the opening of bids, to prospective bidders, underwriters, and dealers, a reasonable number of copies of a prospectus which at that time meets the requirements of section 10(a) of the Securities Act, and relating to the securities offered at competitive bidding, as contained in the registration statement, together with any supplements thereto, and (2) to file an amendment to the registration statement reflecting the results of bidding, the terms of the reoffering, and related matters to the extent required by the applicable form, not later than the first use, authorized by the Registrant after the opening of bids, of a prospectus relating to the securities offered at competitive bidding, unless no further public offering of such securities by the Registrant and no reoffering of such securities by the purchasers is proposed to be made.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the each of the undersigned Registrants pursuant to the foregoing provisions, or otherwise, each of the undersigned Registrants has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by each of the undersigned Registrants for expenses the incurred or paid by a director, officer, or controlling person in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, each of the undersigned Registrants will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Each of the undersigned Registrants hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act") in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Trust Indenture Act.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Wilmington, Delaware, on May 9, 2017.

### THE CHEMOURS COMPANY

By: /s/ Mark E. Newman  
Name: Mark E. Newman  
Title: Senior Vice President and Chief  
Financial Officer

\* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>*</u> <b>Mark P. Vergnano</b>	President, Chief Executive Officer, and Director (Principal Executive Officer)	May 9, 2017
<u>/s/ Mark E. Newman</u> <b>Mark E. Newman</b>	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 9, 2017
<u>/s/ Amy P. Trojanowski</u> <b>Amy P. Trojanowski</b>	Vice President and Corporate Controller (Principal Accounting Officer)	May 9, 2017
<u>*</u> <b>Richard H. Brown</b>	Chairman of the Board	May 9, 2017
<u>*</u> <b>Curtis V. Anastasio</b>	Director	May 9, 2017
<u>*</u> <b>Bradley J. Bell</b>	Director	May 9, 2017
<u>*</u> <b>Mary B. Cranston</b>	Director	May 9, 2017
<u>*</u> <b>Curtis J. Crawford</b>	Director	May 9, 2017
<u>*</u> <b>Dawn L. Farrell</b>	Director	May 9, 2017
<u>*</u> <b>Stephen D. Newlin</b>	Director	May 9, 2017

\* By: /s/ Mark E. Newman  
Mark E. Newman  
Attorney-in-fact

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Wilmington, Delaware, on May 9, 2017.

THE CHEMOURS COMPANY TT, LLC

By: /s/ Mark E. Newman  
Name: Mark E. Newman  
Title: Senior Vice President, Chief  
Financial Officer and Manager

KNOW ALL PERSONS BY THESE PRESENTS, that each of the individuals whose signature appears below constitutes and appoints Mark E. Newman, and each of them (so long as each such individual is an employee of The Chemours Company TT, LLC or an affiliate thereof), his or her true and lawful attorney-in-fact and agent, with full and several power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark P. Vergnano</u> <b>Mark P. Vergnano</b>	President, Chief Executive Officer and Manager (Principal Executive Officer)	May 9, 2017
<u>/s/ Mark E. Newman</u> <b>Mark E. Newman</b>	Senior Vice President, Chief Financial Officer and Manager (Principal Financial Officer)	May 9, 2017
<u>/s/ E. Bryan Snell</u> <b>E. Bryan Snell</b>	Manager	May 9, 2017

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Wilmington, Delaware, on May 9, 2017.

THE CHEMOURS COMPANY FC, LLC

By: /s/ Mark E. Newman  
Name: Mark E. Newman  
Title: Senior Vice President and  
Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each of the individuals whose signature appears below constitutes and appoints Mark E. Newman, and each of them (so long as each such individual is an employee of The Chemours Company FC, LLC or an affiliate thereof), his or her true and lawful attorney-in-fact and agent, with full and several power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark P. Vergnano</u> <b>Mark P. Vergnano</b>	President, Chief Executive Officer and Manager (Principal Executive Officer)	May 9, 2017
<u>/s/ Mark E. Newman</u> <b>Mark E. Newman</b>	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 9, 2017
<u>/s/ Paul Kirsch</u> <b>Paul Kirsch</b>	Manager	May 9, 2017
<u>/s/ Christian W. Siemer</u> <b>Christian W. Siemer</b>	Manager	May 9, 2017

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Wilmington, Delaware, on May 9, 2017.

CHEMFIRST INC.  
FIRST CHEMICAL CORPORATION  
FIRST CHEMICAL HOLDINGS, LLC  
FIRST CHEMICAL TEXAS, L.P.  
FT CHEMICAL, INC.

By: /s/ Mark E. Newman  
Name: Mark E. Newman  
Title: Senior Vice President and Chief  
Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each of the individuals whose signature appears below constitutes and appoints Mark E. Newman, and each of them (so long as each such individual is an employee of ChemFirst Inc., First Chemical Corporation, First Chemical Holdings, LLC, First Chemical Texas, L.P. and FT Chemical, Inc. or an affiliate thereof, as applicable), his or her true and lawful attorney-in-fact and agent, with full and several power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark P. Vergnano</u> <b>Mark P. Vergnano</b> <sup>(1)</sup>	President and Chief Executive Officer (Principal Executive Officer)	May 9, 2017
<u>/s/ Mark E. Newman</u> <b>Mark E. Newman</b> <sup>(2)</sup>	Senior Vice President, Chief Financial Officer and Director/Manager (Principal Financial Officer and Principal Accounting Officer)	May 9, 2017
<u>/s/ Edson D. Silveira</u> <b>Edson D. Silveira</b> <sup>(3)</sup>	Director/Manager	May 9, 2017
<u>/s/ Alisha Bellezza</u> <b>Alisha Bellezza</b> <sup>(4)</sup>	Director/Manager	May 9, 2017

(1) Signing on behalf of First Chemical Texas, L.P. ("First Chemical") as President and Chief Executive Officer of FT Chemical Inc. ("FT Chemical"), the General Partner of First Chemical.

(2) Signing on behalf of First Chemical as Senior Vice President, Chief Financial Officer and Director/Manager of FT Chemical, the General Partner of First Chemical.

(3) Signing on behalf of First Chemical as Director of FT Chemical, the General Partner of First Chemical.

(4) Signing on behalf of First Chemical as Director of FT Chemical, the General Partner of First Chemical.

[Letterhead of Morrison &amp; Foerster LLP]

May 9, 2017

The Chemours Company  
1007 Market Street  
Wilmington, Delaware 19899

Re: The Chemours Company – Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to The Chemours Company, a Delaware corporation (the “Company”), and the guarantors listed on Schedule I hereto (the “Covered Guarantors”) and Schedule II hereto (the “Other Guarantors,” and together with the Covered Guarantors, the “Guarantors”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), of a registration statement on Form S-3 (the “Registration Statement”), as amended by Post-Effective Amendment No. 1, relating to the offer from time to time, together or separately and in one or more series (if applicable), of an indeterminate amount of (i) debt securities of the Company (the “Debt Securities”), which may be fully and unconditionally guaranteed on a joint and several senior unsubordinated basis by each of the Guarantors pursuant to the guarantees (the “Guarantees”) contained in the applicable Indenture (as defined herein), (ii) warrants of the Company (the “Warrants”), (iii) shares of the Company’s preferred stock, par value \$0.01 per share (the “Preferred Stock”), and (iv) shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock,” and together with the Debt Securities, the Guarantees, the Warrants and the Preferred Stock, the “Securities”). The Securities being registered under the Registration Statement will be offered by the Company on a continuous or delayed basis pursuant to the provisions of Rule 415 under the Securities Act. The Registration Statement was filed by the Company with the Commission on May 9, 2017 and became effective automatically under the Securities Act pursuant to Rule 462(e) thereunder.

The Debt Securities are to be issued from time to time pursuant to a senior indenture (the “Senior Indenture”) to be entered into between the Company and U.S. Bank National Association, as trustee (the “Trustee”), as amended or supplemented, or pursuant to a subordinated indenture (the “Subordinated Indenture,” and together with the Senior Indenture, the “Indentures”) to be entered into between the Company and the Trustee, as amended or supplemented.

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The Warrants are to be issued from time to time pursuant to (i) one or more indentures to be entered into between the Company and a trustee named therein or (ii) one or more warrant agreements (each, a "Warrant Agreement") to be entered into by the Company and one or more institutions, as warrant agents (each, a "Warrant Agent"), each to be identified in the applicable Warrant Agreement.

In connection with this opinion, we have examined such corporate records, documents, instruments, certificates of public officials and of the Company and the Guarantors and such questions of law as we have deemed necessary for the purpose of rendering the opinions set forth herein. We also have examined the Registration Statement, including the form of Senior Indenture filed therewith.

In such examination, we have assumed the genuineness of all signatures and the authenticity of all items submitted to us as originals and the conformity with originals of all items submitted to us as copies.

With respect to our opinion in paragraph 2 below relating to the Other Guarantors, we have relied upon the opinion of Locke Lord LLP of even date herewith with respect to certain matters of the laws of the State of Texas, we have relied upon the opinion of Ballard Spahr LLP of even date herewith with respect to certain matters of the laws of the State of Pennsylvania, and we have relied upon the opinion of Butler Snow LLP, of even date herewith with respect to certain matters of the laws of the State of Mississippi.

The opinions hereinafter expressed are subject to the following qualifications and exceptions:

- (i) the effect of bankruptcy, insolvency, reorganization, arrangement, moratorium or other similar laws relating to or affecting the rights of creditors generally, including, without limitation, laws relating to fraudulent transfers or conveyances, preferences and equitable subordination;
- (ii) limitations imposed by general principles of equity upon the availability of equitable remedies or the enforcement of provisions of any Securities, and the effect of judicial decisions which have held that certain provisions are unenforceable where their enforcement would violate the implied covenant of good faith and fair dealing, or would be commercially unreasonable, or where their breach is not material; and
- (iii) our opinion is based upon current statutes, rules, regulations, cases and official interpretive opinions, and it covers certain items that are not directly or definitively addressed by such authorities.

Based on the foregoing, and subject to the further assumptions and qualifications set forth below, it is our opinion that:

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1. When the terms of the Debt Securities of the Company to be issued under the applicable Indenture and of their issuance and sale have been duly established in conformity with the applicable Indenture so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company, and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, and when the Debt Securities have been duly executed and authenticated in accordance with the applicable Indenture and issued and sold as contemplated in the Registration Statement, and if all the foregoing actions are taken pursuant to the authority granted in the resolutions of the Board of Directors of the Company, the Debt Securities will be valid, binding and enforceable obligations of the Company, entitled to the benefits of the applicable Indenture.

2. When the terms of the Debt Securities of the Company to be issued under the applicable Indenture described above and of their issuance and sale have been duly established in conformity with the applicable Indenture so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company, and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, and when the Debt Securities have been duly executed and authenticated in accordance with the applicable Indenture and issued and sold as contemplated in the Registration Statement, and if all the foregoing actions are taken pursuant to the authority granted in the resolutions of the Board of Directors of the Company, the Guarantees will be valid, binding and enforceable obligations of the Guarantors.

3. When the terms of the Warrants of the Company to be issued under the form of indenture described above (the "Indenture Warrants") and of their issuance and sale have been duly established in conformity with the related indenture so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company, and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, and when the Indenture Warrants have been duly executed and authenticated in accordance with the indenture and issued and sold as contemplated in the Registration Statement, and if all the foregoing actions are taken pursuant to the authority granted in the resolutions of the Board of Directors of the Company, the Indenture Warrants will constitute valid and legally binding obligations of the Company. The Warrants covered by the opinion in this paragraph include any warrants of the Company that may be issued under an indenture and as part of the Units or upon exercise or otherwise pursuant to the terms of any other Securities.

4. When the terms of the warrant agreements under which certain of the Warrants of the Company are to be issued have been duly established and the warrant agreements have been duly executed and delivered, when the terms of such Warrants and of their issuance and sale have been duly established in conformity with the applicable warrant agreement and when such Warrants have been duly executed and authenticated in accordance with the applicable warrant agreement and issued and sold as contemplated in the Registration Statement, and if all the foregoing actions are taken pursuant to the authority granted in the resolutions of the Board of

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Directors of the Company and so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, such warrants will constitute valid and legally binding obligations of the Company. The Warrants covered by the opinion in this paragraph include any warrants of the Company that may be issued as part of the Units or upon exercise or otherwise pursuant to the terms of any other Securities, but they do not include any Indenture Warrants.

5. When appropriate certificates of designations relating to the class or series of shares of Preferred Stock to be sold under the Registration Statement (the "Certificates of Designations") have been duly approved by the Board of Directors of the Company or a duly authorized committee thereof and the Certificates of Designations have been filed with and accepted for record by the Secretary of State of the State of Delaware, when the terms of the sale and issuance of the such class or series of Preferred Stock have been duly established in accordance with the Company's Amended and Restated Certificate of Incorporation (the "Amended and Restated Certificate of Incorporation") and the Company's Amended and Restated Bylaws (the "Amended and Restated Bylaws"), which terms do not violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and comply with any requirement or restriction imposed by any court or government body having jurisdiction over the Company, and when the shares of Preferred Stock of such class or series have been duly issued and sold as contemplated by the Registration Statement and consideration therefore has been received by the Company, such shares of Preferred Stock will be duly authorized, validly issued, fully paid and nonassessable.

6. When the terms of the sale and issuance of the shares of Common Stock have been established in conformity with the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws, which terms do not violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and comply with any requirement or restriction imposed by any court or government body having jurisdiction over the Company, and when the shares of Common Stock have been duly issued and sold as contemplated by the Registration Statement and consideration therefore has been received by the Company, such shares of Common Stock will be duly authorized, validly issued, fully paid and nonassessable.

In rendering the opinions expressed above, we have further assumed that (i) the Registration Statement and any amendments thereto (including post-effective amendments) will have become effective and comply with all applicable laws, (ii) the Registration Statement will be effective and will comply with all applicable laws at the time the Securities are offered or issued as contemplated by the Registration Statement, (iii) the terms of the Securities will conform, where applicable, to the respective forms thereof that have been filed as exhibits to the Registration Statement and the terms of all Securities will conform in all material respects to the respective descriptions thereof in the prospectus contained in the Registration Statement, (iv) the Securities will be sold and delivered to, and paid for by, the purchasers at the price specified in,

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May 9, 2017

Page 5

and in accordance with the terms of, an agreement or agreements duly authorized, executed and delivered by the parties thereto, (v) the Company will authorize the offering and issuance of the Securities and will authorize, execute and deliver the Senior Indenture, the Subordinated Indenture, the Warrant Indenture and the Warrant Agreement, with any amendments or supplemental indentures thereto and any other document contemplated thereby, or any other document contemplated by the Registration Statement, as applicable, and will take any other appropriate additional corporate action, (vi) the Guarantors will authorize the Guarantees and will authorize, execute and deliver the Senior Indenture and the Subordinated Indenture, and (vii) certificates, if required, representing the Securities will be duly executed and delivered and, to the extent required by any applicable agreement, duly authenticated and countersigned.

We express no opinion as to matters governed by laws of any jurisdiction other than the laws of the State of New York and the federal laws of the United States of America, as in effect on the date hereof.

We hereby consent to the use of our name under the heading "Legal matters" in the Registration Statement to be filed by the Company and the Guarantors with the Commission. We further consent to your filing a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving such permission, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission thereunder. We disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in applicable law.

Very truly yours,  
/s/ Morrison & Foerster LLP  
Morrison & Foerster LLP

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**SCHEDULE I**

**COVERED GUARANTORS**

<b>Guarantor</b>	<b>State of Incorporation, Formation or Organization (as applicable)</b>
First Chemical Texas, L.P.	Delaware
The Chemours Company FC, LLC	Delaware

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**SCHEDULE II**

**OTHER GUARANTORS**

<b>Guarantor</b>	<b>State of Incorporation, Formation or Organization (as applicable)</b>
ChemFirst Inc.	Mississippi
First Chemical Corporation	Mississippi
First Chemical Holdings, LLC	Mississippi
FT Chemical, Inc.	Texas
The Chemours Company TT, LLC	Pennsylvania

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600 Congress Avenue, Suite 2200  
Austin, TX 78701  
Telephone: 512-305-4700  
Fax: 512-305-4800  
www.lockelord.com

Direct Telephone:  
Direct Fax:

May 9, 2017

The Chemours Company  
1007 Market Street  
Wilmington, Delaware 19899

Re: Registration Statement on Form S-3 filed by The Chemours Company

Ladies and Gentlemen:

We have acted as local Texas counsel to FT Chemical, Inc., a Texas corporation (the "Texas Guarantor"), in connection with Post-Effective Amendment No. 1 ("Amendment No. 1") to the Registration Statement on Form S-3 (File No. 333-217642) (the "Registration Statement"), filed by The Chemours Company, a Delaware corporation (the "Company"), with the Securities and Exchange Commission ("SEC") under the Securities Act of 1933, as amended (the "Securities Act"). Amendment No. 1 adds certain of the Company's direct and indirect domestic subsidiaries, including the Texas Guarantor (collectively, the "Guarantors"), as registrants under the Registration Statement for the purpose of allowing the Guarantors to guarantee debt securities covered by the Registration Statement fully and unconditionally and on a joint and several senior unsubordinated basis (the "Guarantees"). The Guarantees will be contained in the applicable indenture, as amended or supplemented, for the relevant debt securities. Capitalized terms not otherwise defined herein shall have the meaning given in the Registration Statement.

We call your attention to the fact that we do not represent the Texas Guarantor on a regular basis. In connection with our preparation of this letter, we have not communicated directly with the Texas Guarantor, but only with their lead counsel, Morrison & Foerster LLP, and our communications regarding factual and informational matters relevant to the Texas Guarantor and to our opinions rendered herein have been conducted solely with Morrison & Foerster LLP on behalf of the Texas Guarantor. There may exist matters of a legal nature which could have a bearing on the Registration Statement, Amendment No. 1, the Guarantees and/or the transactions related thereto with respect to which we have not been consulted.

In connection with this opinion, we have reviewed the following documents:

- A. the Registration Statement;
- B. Amendment No. 1 (excluding the exhibits thereto);

Atlanta | Austin | Boston | Chicago | Cincinnati | Dallas | Hartford | Hong Kong | Houston | London | Los Angeles | Miami  
Morristown | New Orleans | New York | Providence | Sacramento | San Francisco | Stamford | Washington DC | West Palm Beach

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- C. a pdf copy of the certificate of existence issued by the Secretary of State of the State of Texas, with respect to the Texas Guarantor, dated May 5, 2017 (the "Certificate of Existence");
- D. a copy of (i) the Articles of Incorporation of the Texas Guarantor certified by the Secretary of State of the State of Texas dated as of May 4, 2017 (the "Articles of Incorporation"), (ii) the Bylaws of the Texas Guarantor as are in full force and effect as of May 9, 2017 (the "Bylaws"; and together with the Articles of Incorporation, the "Governing Documents") and (iii) the resolutions of the Board of Directors of the Texas Guarantor dated May 9, 2017, in each case as attached to an Omnibus Secretary's Certificate dated the date hereof executed by the secretary or assistant secretary of the Texas Guarantor (the "Secretary's Certificate"); and
- E. the Secretary's Certificate and the attachments thereto.

We have made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on the certificates of public officials listed above, and, as to matters of fact material to our opinions also without independent verification, the Secretary's Certificate. We have assumed the factual matters contained in certificates from public officials remain true and correct as of the date hereof. We have not examined any records of any court, administrative tribunal or other similar entity in connection with our opinion.

In delivering this opinion, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified, photostatic or conformed copies, the authenticity of originals of all such latter documents, and the accuracy and completeness of all records, information and statements submitted to us by officers and representatives of the Texas Guarantor. In making our examination of documents executed by parties other than the Texas Guarantor (including Amendment No. 1), we have assumed that such parties had the power and authority, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization of all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof with respect to such parties.

Based upon the foregoing and subject to the assumptions, exceptions, limitations and qualifications set forth herein, we are of the opinion that:

1. The Texas Guarantor is corporation validly existing and in good standing under the laws of the State of Texas. Our opinion in this Section 1 as to the valid existence and good standing of the Texas Guarantor are based solely upon our examination of the Certificate of Existence and is limited to the meaning ascribed to such certificate by the Secretary of State of the State of Texas.
  2. Assuming that the issuance and terms of any debt securities and the terms of the offering thereof have been duly authorized (including the provision of Guarantees in
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connection therewith), the Texas Guarantor has the corporate power to enter into and perform its obligations under the Guarantees and to incur the obligations provided therein.

The foregoing opinions are subject to the following exceptions, assumptions, limitations and qualifications:

(a) Our opinion is subject to the effect of applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance, fraudulent transfer, marshalling or similar laws affecting creditors' rights and remedies generally.

(b) We express no opinion as to the application or requirements of state securities, patent, trademark, copyright, antitrust and unfair competition, pension or employee benefit, labor, environmental, health and safety or tax laws in respect of the transactions contemplated by or referred to in Amendment No. 1 and/or the Guarantees.

Our opinions are rendered only with respect to Texas laws and rules, regulations and orders thereunder which are currently in effect and which, in our experience, are normally applicable to transactions of the type contemplated by Amendment No. 1 and the Guarantees (collectively, the "Covered Laws"). In addition, and without limiting the generality of the foregoing definition of Covered Laws, the term "Covered Laws" does not include any law, rule or regulation that is applicable to the Texas Guarantor, the Guarantees or the transactions contemplated by Amendment No. 1 and the Guarantees solely because such law, rule or regulation is part of a regulatory regime applicable to any party to any of the Guarantees or any of its affiliates due to the specific assets or business of such party or such affiliate. To the extent the matters covered hereby relate to the laws of any other jurisdiction, we express no opinion on the laws of such jurisdiction(s) or on the extent to which the application of the laws of such jurisdiction(s) might affect the opinions expressed in this letter. While certain members of this firm are admitted in other jurisdictions, we have not examined the laws of any jurisdictions other than those of the State of Texas.

This opinion is limited to the matters expressly stated herein. No implied opinion may be inferred to extend this opinion beyond the matters expressly stated herein. This opinion is given as of the date hereof and is limited to the facts, circumstances and matters set forth herein and to the laws presently in effect. We do not undertake to advise you or anyone else of any changes in the opinions expressed herein resulting from changes in law, changes in facts or any other matters that hereafter might occur or be brought to our attention.

In connection with the opinion of Morrison & Foerster LLP of even date herewith, Morrison & Foerster, LLP is authorized to rely on this opinion to the same extent as, but no greater than, the addressee of this opinion.

We consent to the filing of this opinion as Exhibit 5.2 to the Registration Statement and to the references to this firm under the heading "Legal Matters" in the Prospectus contained in the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

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May 9, 2017  
Page 4

Very truly yours,

/s/ LOCKE LORD LLP

LOCKE LORD LLP

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1735 Market Street, 51st Floor  
Philadelphia, PA 19103-7599  
TEL 215.665.8500  
FAX 215.864.8999  
www.ballardspahr.com

May 9, 2017

The Chemours Company  
1007 Market Street  
Wilmington, DE 19899

Re: Registration Statement on Form S-3 filed by The Chemours Company.

Ladies and Gentlemen:

We have acted as local Pennsylvania counsel to The Chemours Company TT, LLC, a Pennsylvania limited liability company (the "Opinion Party"), in connection with Post-Effective Amendment No. 1 ( "Amendment No. 1") to the Registration Statement on Form S-3 (File No. 333-217642) (the "Registration Statement"), filed by The Chemours Company, a Delaware corporation (the "Company"), with the Securities and Exchange Commission ("SEC") under the Securities Act of 1933, as amended (the "Securities Act"). Amendment No. 1 adds certain of the Company's direct and indirect domestic subsidiaries, including the Opinion Party (collectively, the "Guarantors"), as registrants under the Registration Statement for the purpose of allowing the Guarantors to guarantee debt securities covered by the Registration Statement fully and unconditionally and on a joint and several senior unsubordinated basis (the "Guarantees"). The Guarantees will be contained in the applicable indenture, as amended or supplemented, for the relevant debt securities. Capitalized terms not otherwise defined herein shall have the meaning given in the Registration Statement.

In so acting, we have examined executed originals, copies or counterparts of the following:

- (a) the Registration Statement;
- (b) Amendment No. 1;
- (c) a pdf copy of a Subsistence Certificate issued by the Secretary of the Commonwealth of Pennsylvania, with respect to the Opinion Party, dated May 4, 2017 (the "Subsistence Certificate");
- (d) a copy of (i) the Certificate of Organization of the Opinion Party certified by the Secretary of the Commonwealth of Pennsylvania as of May 4, 2017 (the "Certificate of Organization"), (ii) the Amended and Restated Limited Liability Company Operating Agreement of

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the Opinion Party dated as of May 4, 2015 (the "LLC Agreement"; and together with the Certificate of Organization, the "Governing Documents") and (iii) the resolutions adopted by the Board of Managers of the Opinion Party, in each case as attached to an Omnibus Secretary's Certificate dated the date hereof (the "Secretary's Certificate"); and

- (e) the Secretary's Certificate and the attachments thereto.

We have made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on the certificates of public officials listed above, and, as to matters of fact material to our opinions also without independent verification, on the Secretary's Certificate. We have assumed the factual matters contained in certificates from public officials remain true and correct as of the date hereof. We have not examined any records of any court, administrative tribunal or other similar entity in connection with our opinion.

In delivering this opinion, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified, photostatic or conformed copies, the authenticity of originals of all such latter documents, and the accuracy and completeness of all records, information and statements submitted to us by officers and representatives of the Opinion Party. In making our examination of documents executed by parties other than the Opinion Party (including Amendment No. 1), we have assumed that such parties had the power and authority, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization of all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof with respect to such parties.

Based upon the foregoing and subject to the assumptions, exceptions, limitations and qualifications set forth herein, we are of the opinion that:

1. Based solely on the Subsistence Certificate, the Opinion Party is a limited liability company presently subsisting under the laws of the Commonwealth of Pennsylvania.
2. Assuming that the issuance and terms of any debt securities and the terms of the offering thereof have been duly authorized (including the provision of Guarantees in connection therewith), the Opinion Party has the limited liability power to enter into and perform its obligations under the Guarantees and to incur the obligations provided therein.
3. Assuming that the issuance and terms of any debt securities and the terms of the offering thereof have been duly authorized (including the provision of Guarantees in connection therewith), the execution and delivery by the Opinion Party of the Guarantees does not and the performance of the obligations thereunder will not (a) violate the Opinion Party's Governing Documents or (b) violate any Covered Law (as defined below).

The foregoing opinions are subject to the following exceptions, assumptions, limitations and qualifications:

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(a) Our opinion is subject to the effect of applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance, fraudulent transfer, marshalling or similar laws affecting creditors' rights and remedies generally.

(b) We express no opinion as to the application or requirements of state securities, patent, trademark, copyright, antitrust and unfair competition, pension or employee benefit, labor, environmental, health and safety or tax laws in respect of the transactions contemplated by or referred to in Amendment No. 1 and the Guarantees.

This opinion is limited to the laws of the Commonwealth of Pennsylvania that, in our experience, are normally applicable to credit transactions of the type contemplated by Amendment No. 1 and the Guarantees (collectively, the "Covered Laws"). In addition, and without limiting the generality of the foregoing definition of Covered Laws, the term "Covered Laws" does not include any law, rule or regulation that is applicable to the Opinion Party, the Guarantees or the transactions contemplated by Amendment No. 1 and the Guarantees solely because such law, rule or regulation is part of a regulatory regime applicable to any party to any of the Guarantees or any of its affiliates due to the specific assets or business of such party or such affiliate.

In connection with the opinion of Morrison & Foerster LLP of even date herewith, Morrison & Foerster, LLP is authorized to rely on this opinion to the same extent as, but no greater than, the addressee of this opinion.

This opinion is limited to the matters expressly stated herein. No implied opinion may be inferred to extend this opinion beyond the matters expressly stated herein. This opinion is given as of the date hereof and is limited to the facts, circumstances and matters set forth herein and to the laws presently in effect. We do not undertake to advise you or anyone else of any changes in the opinions expressed herein resulting from changes in law, changes in facts or any other matters that hereafter might occur or be brought to our attention.

We consent to the filing of this opinion as Exhibit 5.3 to the Registration Statement and to the references to this firm under the heading "Legal Matters" in the Prospectus. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,  
/s/ Ballard Spahr LLP

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[Letterhead of Butler Snow LLP]

May 9, 2017

The Chemours Company  
1007 Market Street  
Wilmington, Delaware 19899

Re: Registration Statement on Form S-3 filed by The Chemours Company

Ladies and Gentlemen:

We have acted as special Mississippi counsel to First Chemical Corporation, a Mississippi corporation ("First Chemical Corporation"); First Chemical Holdings, LLC, a Mississippi limited liability company ("First Chemical Holdings"); and ChemFirst Inc., a Mississippi corporation ("ChemFirst") and, together with First Chemical Corporation and First Chemical Holdings, the "Mississippi Guarantors", for the purpose of providing this opinion in connection with the Post-Effective Amendment No. 1 to the Form S-3 (as amended, the "Post-Effective Amendment No. 1") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") by: (i) The Chemours Company (the "Company"), and (ii) each of the subsidiaries of the Company listed in the Registration Statement under the heading "Table of Additional Registrants," including without limitation, the Mississippi Guarantors. This opinion letter is issued in connection with the Post-Effective Amendment No. 1.

The Post-Effective Amendment No. 1 relates to a Registration Statement on Form S-3 filed by the Company on May 3, 2017 (File No. 333-217642) (the "Registration Statement"). The securities being registered under the Registration Statement will be offered on a continuous or delayed basis pursuant to the provisions of Rule 415 under the Securities Act. Each initially capitalized term used, but not otherwise defined, in this letter shall have the meaning ascribed to such term in the Registration Statement as it is amended by the Post-Effective Amendment No. 1.

We call your attention to the fact that we do not represent the Mississippi Guarantors on a regular basis and that we have represented the Mississippi Guarantors only in a limited capacity in connection with certain specific matters as to which we were consulted by the Mississippi Guarantors, and we have not been engaged for any other purposes. There may exist matters of a legal nature which could have a bearing on the Registration Statement and the transactions related thereto with respect to which we have not been consulted.

In connection with this opinion, we have reviewed the following documents:

- A. the Registration Statement;
  - B. the Post-Effective Amendment No. 1 (excluding the exhibits thereto);
  - C. an Omnibus Secretary Certificate dated as of the date hereof executed by the secretary or assistant secretary, as applicable, of each Mississippi Guarantor and certain other
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entities named therein of behalf of each Mississippi Guarantor and such other entities, certifying the following among other things:

- i. Articles of Incorporation of First Chemical Corporation as in effect as of the date of such certificate;
- ii. Certificate of Formation of First Chemical Holdings as in effect as of the date of such certificate;
- iii. Articles of Incorporation of ChemFirst as in effect as of the date of such certificate;
- iv. Bylaws of First Chemical Corporation as in effect as of the date of such certificate;
- v. Second Amended and Restated Limited Liability Company Operating Agreement of First Chemical Holdings as in effect as of the date of such certificate; and
- vi. Bylaws of ChemFirst as in effect as of the date of such certificate; and

D. Separate Certificates of Good Standing each dated May 9, 2017 relating to First Chemical Corporation, First Chemical Holdings, and ChemFirst, respectively, issued by the Secretary of State of the State of Mississippi (each a "Certificate of Good Standing").

We have also examined such certificates of public officials and of corporate officers and limited liability company representatives of the Mississippi Guarantors, as applicable, and other documents and records and such questions of law as we have deemed necessary as a basis for the opinions set forth below. In making such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. As to various facts material to the opinions set forth herein, we have relied upon the statements made in the Registration Statement and the Post-Effective Amendment No. 1 and upon such certificates of public officials and of corporate officers and limited liability company representatives of the Mississippi Guarantors, as applicable, which facts we have not independently verified.

The opinions set forth herein are limited to the law of the State of Mississippi, and we express no opinion as to the law of any other jurisdiction.

Based upon and subject to the foregoing, we are of the opinion that:

1. Each Mississippi Guarantor is validly existing and in good standing under the laws of the State of Mississippi. Our opinions in this Section 1 as to the valid existence and good standing of the Mississippi Guarantors are based solely upon our examination of the respective
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Certificate of Good Standing and are limited to the meaning ascribed to such certificates by the Secretary of State of the State of Mississippi.

2. Each Mississippi Guarantor has the corporate or limited liability company, as applicable, power to guarantee the debt securities described in “Description of debt securities” section of the Registration Statement (the “Debt Securities”) fully and unconditionally and on a joint and several senior unsubordinated basis.

You have informed us that you intend to issue the Debt Securities from time to time on a delayed or continuous basis. This opinion is limited to the laws of the State of Mississippi as in effect on the date hereof, and we undertake no, and hereby disclaim any, obligation to advise you of any change in any matter set forth herein. Insofar as the opinions herein relate to any actions to be taken after the date of this letter, the opinions are limited to the facts as they exist and the date hereof.

We consent to Morrison & Foerster LLP’s reliance on this opinion letter in rendering a separate opinion letter in connection with the Post-Effective Amendment No. 1.

We hereby consent to the filing of this opinion as Exhibit 5.4 to the Post-Effective Amendment No. 1. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ BUTLER SNOW LLP

BUTLER SNOW LLP

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