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 quarterly period ended September 30, 2021

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 1-640

NL INDUSTRIES, INC.
(Exact name of Registrant as specified in its charter)

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

5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2620
(Address of principal executive offices)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class		Trading Symbol(s)		Name of each exchange on which registered
Common stock		NL		NYSE

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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

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.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☐
Emerging growth company	☐		

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. ☐

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

Number of shares of the registrant's common stock, $.125 par value per share, outstanding on October 28, 2021: 48,802,734.

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

NL INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

	December 31, 2020	September 30, 2021 (unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 137,039	**$ 142,196**
Restricted cash and cash equivalents	2,695	**2,734**
Accounts and other receivables, net	11,142	**15,157**
Receivables from affiliates	313	**-**
Inventories, net	18,337	**23,536**
Prepaid expenses and other	1,638	**3,093**
Total current assets	171,164	**186,716**
Other assets:		
Restricted cash and cash equivalents	25,538	**25,503**
Note receivable from affiliate	29,500	**21,800**
Marketable securities	18,206	**27,943**
Investment in Kronos Worldwide, Inc.	242,374	**250,123**
Goodwill	27,156	**27,156**
Other assets, net	5,262	**5,259**
Total other assets	348,036	**357,784**
Property and equipment:		
Land	4,940	**5,070**
Buildings	23,146	**23,161**
Equipment	68,227	**69,974**
Construction in progress	1,010	**1,240**
	97,323	**99,445**
Less accumulated depreciation	68,373	**70,902**
Net property and equipment	28,950	**28,543**
Total assets	$ 548,150	**$ 573,043**

NL INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)

(In thousands)

	December 31, 2020	September 30, 2021 (unaudited)
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 2,647	**$ 4,501**
Accrued litigation settlement	11,830	**11,774**
Accrued and other current liabilities	10,253	**10,532**
Accrued environmental remediation and related costs	2,027	**2,583**
Payables to affiliates	725	**738**
Income taxes	25	-
Total current liabilities	27,507	**30,128**
Noncurrent liabilities:		
Long-term debt from affiliate	500	**500**
Accrued environmental remediation and related costs	91,389	**90,407**
Long-term litigation settlement	49,403	**38,337**
Deferred income taxes	33,830	**41,375**
Accrued pension costs	6,392	**4,788**
Other	3,780	**2,124**
Total noncurrent liabilities	185,294	**177,531**
Equity:		
NL stockholders' equity:		
Common stock	6,098	**6,100**
Additional paid-in capital	299,093	**300,309**
Retained earnings	257,875	**285,359**
Accumulated other comprehensive loss	(251,189)	**(248,873)**
Total NL stockholders' equity	311,877	**342,895**
Noncontrolling interest in subsidiary	23,472	**22,489**
Total equity	335,349	**365,384**
Total liabilities and equity	$ 548,150	**$ 573,043**

Commitments and contingencies (Notes 12 and 14)

See accompanying notes to Condensed Consolidated Financial Statements.

NL INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2020	2021	2020	2021
	(unaudited)			
Net sales	$ 28,426	**$ 34,556**	$ 84,537	**$ 106,733**
Cost of sales	21,098	**23,634**	59,412	**73,470**
Gross margin	7,328	**10,922**	25,125	**33,263**
Selling, general and administrative expense	5,246	**5,791**	15,654	**16,557**
Other operating income (expense):				
Insurance recoveries	-	**24**	108	**56**
Corporate expense	(2,390)	**(2,871)**	(7,339)	**(7,619)**
Income (loss) from operations	(308)	**2,284**	2,240	**9,143**
Equity in earnings of Kronos Worldwide, Inc.	2,475	**10,934**	16,333	**24,718**
Other income (expense):				
Interest and dividend income	470	**387**	2,102	**1,250**
Marketable equity securities	3,210	**(1,198)**	(11,115)	**9,737**
Other components of net periodic pension and OPEB cost	(208)	**(196)**	(624)	**(463)**
Interest expense	(352)	**(299)**	(1,054)	**(896)**
Income before income taxes	5,287	**11,912**	7,882	**43,489**
Income tax expense (benefit)	1,163	**1,054**	(3,616)	**5,460**
Net income	4,124	**10,858**	11,498	**38,029**
Noncontrolling interest in net income of subsidiary	252	**545**	1,127	**1,762**
Net income attributable to NL stockholders	$ 3,872	**$ 10,313**	$ 10,371	**$ 36,267**
Amounts attributable to NL stockholders:				
Basic and diluted net income per share	$ .08	**$ .21**	$ .21	**$ .74**
Weighted average shares used in the calculation of net income per share	48,789	**48,803**	48,772	**48,795**

See accompanying notes to Condensed Consolidated Financial Statements.

NL INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

	Three months ended September 30,		Nine months ended September 30,	
	2020	**2021**	**2020**	**2021**
		(unaudited)		
Net income	$ 4,124	**$ 10,858**	$ 11,498	**$ 38,029**
Other comprehensive income (loss), net of tax:				
Currency translation	2,426	**(1,859)**	(3,328)	**(912)**
Defined benefit pension plans	1,075	**1,133**	3,149	**3,428**
Other postretirement benefit plans	(70)	**(65)**	(221)	**(200)**
Total other comprehensive income (loss), net	3,431	**(791)**	(400)	**2,316**
Comprehensive income	7,555	**10,067**	11,098	**40,345**
Comprehensive income attributable to noncontrolling interest	252	**545**	1,127	**1,762**
Comprehensive income attributable to NL stockholders	$ 7,303	**$ 9,522**	$ 9,971	**$ 38,583**

See accompanying notes to Condensed Consolidated Financial Statements.

NL INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(In thousands)

Three months ended September 30, 2020 and 2021 (unaudited)

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Noncontrolling interest in subsidiary	Total equity
Balance at June 30, 2020	$ 6,098	$ 299,093	$ 253,597	$ (255,521)	$ 23,262	$ 326,529
Net income	-	-	3,872	-	252	4,124
Other comprehensive income, net of tax	-	-	-	3,431	-	3,431
Dividends paid - $.04 per share	-	-	(1,951)	-	-	(1,951)
Dividends paid to noncontrolling interest	-	-	-	-	(169)	(169)
Balance at September 30, 2020	$ 6,098	$ 299,093	$ 255,518	$ (252,090)	$ 23,345	$ 331,964
Balance at June 30, 2021	$ 6,100	$ 300,309	$ 277,974	$ (248,082)	$ 22,274	$ 358,575
Net income	-	-	**10,313**	-	**545**	**10,858**
Other comprehensive loss, net of tax	-	-	-	**(791)**	-	**(791)**
Dividends paid - $.06 per share	-	-	**(2,928)**	-	-	**(2,928)**
Dividends paid to noncontrolling interest	-	-	-	-	**(330)**	**(330)**
Balance at September 30, 2021	**$ 6,100**	**$ 300,309**	**$ 285,359**	**$ (248,873)**	**$ 22,489**	**$ 365,384**

Nine months ended September 30, 2020 and 2021 (unaudited)

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Noncontrolling interest in subsidiary	Total equity
Balance at December 31, 2019	$ 6,094	$ 299,102	$ 251,000	$ (251,690)	$ 22,707	$ 327,213
Net income	-	-	10,371	-	1,127	11,498
Other comprehensive loss, net of tax	-	-	-	(400)	-	(400)
Issuance of NL common stock	4	96	-	-	-	100
Dividends paid - $.12 per share	-	-	(5,853)	-	-	(5,853)
Dividends paid to noncontrolling interest	-	-	-	-	(507)	(507)
Other, net	-	(105)	-	-	18	(87)
Balance at September 30, 2020	$ 6,098	$ 299,093	$ 255,518	$ (252,090)	$ 23,345	$ 331,964
Balance at December 31, 2020	$ 6,098	$ 299,093	$ 257,875	$ (251,189)	$ 23,472	$ 335,349
Net income	-	-	**36,267**	-	**1,762**	**38,029**
Other comprehensive income, net of tax	-	-	-	**2,316**	-	**2,316**
Issuance of NL common stock	**2**	**99**	-	-	-	**101**
Dividends paid - $.18 per share	-	-	**(8,783)**	-	-	**(8,783)**
Dividends paid to noncontrolling interest	-	-	-	-	**(999)**	**(999)**
Other, net	-	**1,117**	-	-	**(1,746)**	**(629)**
Balance at September 30, 2021	**$ 6,100**	**$ 300,309**	**$ 285,359**	**$ (248,873)**	**$ 22,489**	**$ 365,384**

See accompanying notes to Condensed Consolidated Financial Statements.

NL INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Nine months ended September 30, 2020	Nine months ended September 30, 2021
	(unaudited)	
Cash flows from operating activities:		
Net income	$ 11,498	**$ 38,029**
Depreciation and amortization	2,872	**2,861**
Deferred income taxes	(3,538)	**5,414**
Equity in earnings of Kronos Worldwide, Inc.	(16,333)	**(24,718)**
Dividends received from Kronos Worldwide, Inc.	19,017	**19,017**
Marketable equity securities	11,115	**(9,737)**
Noncash interest expense	1,031	**878**
Benefit plan expense less than cash funding	(472)	**(435)**
Other, net	32	**80**
Change in assets and liabilities:		
Accounts and other receivables, net	(422)	**(4,044)**
Inventories, net	(937)	**(5,417)**
Prepaid expenses and other	72	**(1,445)**
Accounts payable and accrued liabilities	(14,171)	**(10,060)**
Income taxes	(94)	**(5)**
Accounts with affiliates	487	**326**
Accrued environmental remediation and related costs	(938)	**(426)**
Other noncurrent assets and liabilities, net	(65)	**(54)**
Net cash provided by operating activities	9,154	**10,264**
Cash flows from investing activities:		
Capital expenditures	(1,291)	**(2,266)**
Note receivable from affiliate:		
Collections	22,828	**33,100**
Loans	(25,228)	**(25,400)**
Net cash provided by (used in) investing activities	(3,691)	**5,434**
Cash flows from financing activities:		
Dividends paid	(5,853)	**(8,783)**
Subsidiary treasury stock acquired	-	**(755)**
Distributions to noncontrolling interests in subsidiary	(507)	**(999)**
Net cash used in financing activities	(6,360)	**(10,537)**
Cash and cash equivalents and restricted cash and cash equivalents - net change from:		
Operating, investing and financing activities	(897)	**5,161**
Balance at beginning of period	157,870	**165,272**
Balance at end of period	$ 156,973	**$ 170,433**
Supplemental disclosures - cash paid for:		
Interest	$ 21	**$ 19**
Income taxes, net	48	**38**

See accompanying notes to Condensed Consolidated Financial Statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2021
(unaudited)

Note 1 – Organization and basis of presentation:

Organization – At September 30, 2021, Valhi, Inc. (NYSE: VHI) held approximately 83% of our outstanding common stock and a wholly-owned subsidiary of Contran Corporation held approximately 92% of Valhi's outstanding common stock. A majority of Contran's outstanding voting stock is held directly by Lisa K. Simmons and various family trusts established for the benefit of Ms. Simmons, Thomas C. Connelly (the husband of Ms. Simmons' late sister) and their children and for which Ms. Simmons or Mr. Connelly, as applicable, serve as trustee (collectively, the "Other Trusts"). With respect to the Other Trusts for which Mr. Connelly serves as trustee, he is required to vote the shares of Contran voting stock held by such trusts in the same manner as Ms. Simmons. Such voting rights of Ms. Simmons last through April 22, 2030 and are personal to Ms. Simmons. The remainder of Contran's outstanding voting stock is held by another trust (the "Family Trust"), which was established for the benefit of Ms. Simmons and her late sister and their children and for which a third-party financial institution serves as trustee. Consequently, at September 30, 2021 Ms. Simmons and the Family Trust may be deemed to control Contran, and therefore may be deemed to indirectly control the wholly-owned subsidiary of 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 approximately 30% of Kronos Worldwide, Inc. (Kronos). CompX (NYSE American: 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, 2020 that we filed with the SEC on March 10, 2021 (the "2020 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 at December 31, 2020 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, 2020) 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 September 30, 2021 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 2020 Consolidated Financial Statements contained in our 2020 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, 2020	September 30, 2021
	(In thousands)	
Trade receivables - CompX	$ 10,801	**$ 15,176**
Other receivables	393	**17**
Accrued insurance recoveries	18	**34**
Allowance for doubtful accounts	(70)	**(70)**
Total	$ 11,142	**$ 15,157**

Note 3 – Inventories, net:

	December 31, 2020	September 30, 2021
	(In thousands)	
Raw materials	$ 3,220	**$ 4,996**
Work in process	11,668	**15,048**
Finished products	3,449	**3,492**
Total	$ 18,337	**$ 23,536**

Note 4 – Marketable securities:

Our marketable securities consist of investments in the publicly-traded shares of our immediate parent company Valhi, Inc. Our shares of Valhi common stock are accounted for as available-for-sale securities, which are carried at fair value using quoted market prices in active markets and represent a Level 1 input within the fair value hierarchy. Any unrealized gains or losses on the securities are recognized in Marketable equity securities on our Condensed Consolidated Statements of Income.

	Fair value measurement level	Market value	Cost basis	Unrealized gain (loss)
		(In thousands)		
December 31, 2020				
Valhi common stock	1	$ 18,206	$ 24,347	$ (6,141)
September 30, 2021				
Valhi common stock	1	**$ 27,943**	**$ 24,347**	**$ 3,596**

At December 31, 2020 and September 30, 2021, we held approximately 1.2 million shares of common stock of our immediate parent company, Valhi, Inc. At December 31, 2020 and September 30, 2021, the quoted per share market price of Valhi common stock was $15.20 and $23.33, respectively.

The Valhi common stock we own is subject to 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 receive dividends from Valhi on these shares, when declared and paid.

Note 5 – Investment in Kronos Worldwide, Inc.:

At December 31, 2020 and September 30, 2021, we owned approximately 35.2 million shares of Kronos common stock. At September 30, 2021, the quoted market price of Kronos' common stock was $12.41 per share, or an aggregate market value of $437.1 million. At December 31, 2020, the quoted market price was $14.91 per share, or an aggregate market value of $525.1 million.

The change in the carrying value of our investment in Kronos during the first nine months of 2021 is summarized below.

	Amount
	(In millions)
Balance at the beginning of the period	**$ 242.4**
Equity in earnings of Kronos	**24.7**
Dividends received from Kronos	**(19.0)**
Equity in Kronos' other comprehensive income:	
Currency translation	**(1.1)**
Defined benefit pension plans	**3.1**
Balance at the end of the period	**$ 250.1**

Selected financial information of Kronos is summarized below:

	December 31, 2020	September 30, 2021
	(In millions)	
Current assets	$ 1,218.3	**$ 1,219.1**
Property and equipment, net	524.6	**503.0**
Investment in TiO_2 joint venture	103.3	**105.5**
Other noncurrent assets	190.5	**176.9**
Total assets	$ 2,036.7	**$ 2,004.5**
Current liabilities	$ 260.2	**$ 259.7**
Long-term debt	486.7	**461.1**
Accrued pension costs	372.6	**349.3**
Other noncurrent liabilities	120.7	**112.4**
Stockholders' equity	796.5	**822.0**
Total liabilities and stockholders' equity	$ 2,036.7	**$ 2,004.5**

	Three months ended September 30,		Nine months ended September 30,	
	2020	2021	2020	2021
	(In millions)			
Net sales	$ 416.9	**$ 499.8**	$ 1,223.9	**$ 1,443.4**
Cost of sales	336.3	**376.8**	959.4	**1,115.7**
Income from operations	19.3	**57.3**	95.8	**135.1**
Income tax expense	1.8	**12.1**	15.3	**27.3**
Net income	8.1	**36.0**	53.7	**81.3**

Note 6 – Other assets, net:

	December 31, 2020	September 30, 2021
	(In thousands)	
Pension asset	$ 3,881	**$ 3,868**
Other	1,381	**1,391**
Total	$ 5,262	**$ 5,259**

Note 7 – Accrued and other current liabilities:

	December 31, 2020	September 30, 2021
	(In thousands)	
Employee benefits	$ 9,000	**$ 8,713**
Other	1,253	**1,819**
Total	$ 10,253	**$ 10,532**

Note 8 ─ Long-term debt:

During the first nine months of 2021, our wholly-owned subsidiary, NLKW Holding, LLC had no borrowings or repayments under its $50 million secured revolving credit facility with Valhi. At September 30, 2021, $.5 million was outstanding and $49.5 million was available for future borrowing under this facility. Outstanding borrowings bear interest at the prime rate plus 1.875% per annum, and the average interest rate for the nine months ended September 30, 2021 was 5.13%. The interest rate under this facility as of September 30, 2021 was 5.13%. We are in compliance with all covenants at September 30, 2021.

Note 9 ─ Other noncurrent liabilities:

	December 31, 2020	September 30, 2021
	(In thousands)	
Reserve for uncertain tax positions	$ 1,717	**$ 232**
OPEB	985	**855**
Insurance claims and expenses	653	**641**
Other	425	**396**
Total	$ 3,780	**$ 2,124**

Note 10 – Revenue recognition:

The following table disaggregates our net sales by reporting unit, which are the categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

	Three months ended September 30,		Nine months ended September 30,	
	2020	2021	2020	2021
	(In thousands)			
Net sales:				
Security Products	$ 21,209	**$ 25,829**	$ 65,251	**$ 79,301**
Marine Components	7,217	**8,727**	19,286	**27,432**
Total	$ 28,426	**$ 34,556**	$ 84,537	**$ 106,733**

Note 11 ─ Employee benefit plans:

The components of net periodic defined benefit pension cost are presented in the table below.

	Three months ended September 30,		Nine months ended September 30,	
	2020	2021	2020	2021
	(In thousands)			
Interest cost	$ 355	**$ 279**	$ 1,065	**$ 711**
Expected return on plan assets	(461)	**(398)**	(1,383)	**(1,194)**
Recognized actuarial losses	380	**376**	1,140	**1,128**
Total	$ 274	**$ 257**	$ 822	**$ 645**

We currently expect our 2021 contributions to our defined benefit pension plans to be approximately $1.2 million.

Note 12 – Income taxes:

	Three months ended September 30,		Nine months ended September 30,	
	2020	2021	2020	2021
	(In millions)			
Expected tax expense, at U.S. federal statutory income tax rate of 21%	$ 1.2	**$ 2.5**	$ 1.7	**$ 9.1**
Rate differences on equity in earnings of Kronos, net of dividends	.1	**(1.5)**	(5.3)	**(3.7)**
U.S. state income taxes and other, net	(.1)	**.1**	-	**.1**
Income tax expense (benefit)	$ 1.2	**$ 1.1**	$ (3.6)	**$ 5.5**
Comprehensive provision (benefit) for income taxes allocable to:				
Net income (loss)	$ 1.2	**$ 1.1**	$ (3.6)	**$ 5.5**
Additional paid-in capital	-	-	(.1)	-
Other comprehensive income (loss):				
Currency translation	.6	**(.5)**	(.9)	**(.2)**
Pension plans	.2	**.3**	.8	**.9**
Total	$ 2.0	**$ .9**	$ (3.8)	**$ 6.2**

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. We received aggregate dividends from Kronos of $19.0 million in each of the first nine months of 2020 and 2021. The amounts shown in the above table of our income tax rate reconciliation for rate differences on equity in earnings of Kronos represent the income tax benefit associated with the nontaxable dividends we received from Kronos compared to the amount of deferred income taxes we recognized on our undistributed equity in earnings (losses) of Kronos. Our equity in earnings of Kronos in 2021 is expected to be higher than our equity in earnings of Kronos in 2020.

Income tax matters related to Kronos

On March 27, 2020, the “Coronavirus Aid, Relief and Economic Security (CARES) Act” was signed into law in response to the COVID-19 pandemic. The CARES Act, among other things, includes modifications to the limitation of business interest for tax years beginning in 2019 and 2020 increasing the business interest limitation from 30% of adjusted taxable income to 50% of adjusted taxable income which increased Kronos’ allowable interest expense deduction for 2019 and 2020. Consequently, in the first quarter of 2020 Kronos recognized a cash tax benefit of $.5 million related to the reversal of the valuation allowance recognized in 2019 for the portion of the disallowed interest expense Kronos did not expect to fully utilize at December 31, 2019.

Note 13 – Stockholders' equity:

Accumulated other comprehensive loss - Changes in accumulated other comprehensive loss attributable to NL stockholders, including amounts resulting from our investment in Kronos Worldwide (see Note 5), are presented in the table below.

	Three months ended September 30,		Nine months ended September 30,	
	2020	2021	2020	2021
	(In thousands)			
Accumulated other comprehensive loss, net of tax:				
Currency translation:				
Balance at beginning of period	$ (178,597)	**$ (168,628)**	$ (172,843)	**$ (169,575)**
Other comprehensive income (loss)	2,426	**(1,859)**	(3,328)	**(912)**
Balance at end of period	$ (176,171)	**$ (170,487)**	$ (176,171)	**$ (170,487)**
Defined benefit pension plans:				
Balance at beginning of period	$ (76,183)	**$ (78,409)**	$ (78,257)	**$ (80,704)**
Other comprehensive income - amortization of net losses included in net periodic pension cost	1,075	**1,133**	3,149	**3,428**
Balance at end of period	$ (75,108)	**$ (77,276)**	$ (75,108)	**$ (77,276)**
OPEB plans:				
Balance at beginning of period	$ (741)	**$ (1,045)**	$ (590)	**$ (910)**
Other comprehensive loss - amortization of net gains included in net periodic OPEB cost	(70)	**(65)**	(221)	**(200)**
Balance at end of period	$ (811)	**$ (1,110)**	$ (811)	**$ (1,110)**
Total accumulated other comprehensive loss:				
Balance at beginning of period	$ (255,521)	**$ (248,082)**	$ (251,690)	**$ (251,189)**
Other comprehensive income (loss)	3,431	**(791)**	(400)	**2,316**
Balance at end of period	$ (252,090)	**$ (248,873)**	$ (252,090)	**$ (248,873)**

See Note 11 for amounts related to our defined benefit pension plans.

Other – During the first quarter of 2021, CompX purchased 50,000 shares of its Class A common stock in a market transaction for approximately $755,000. At September 30, 2021, 627,547 shares were available for purchase under CompX's prior repurchase authorizations.

Note 14 – 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 claims, 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.

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 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. Other than with respect to the Santa Clara, California public nuisance case discussed below, we do not believe it is probable we have incurred any liability with respect to all of the lead pigment litigation cases to which we are a party, and with respect to all other lead pigment litigation cases to which we are a party, we believe 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 (other than the Santa Clara case discussed below),
- no final, non-appealable adverse judgments 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 thirty-year period for which we were previously a party and for which we have been dismissed without any finding of liability.

Accordingly, other than with respect to the Santa Clara case discussed below, 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 at this time 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.

Under the terms of the *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) global settlement agreement we made a $12.0 million payment in September 2021. We have four annual installment payments remaining ($12.0 million for the next three installments and $16.7 million for the final installment). Our final installment will be made with funds already on deposit at the court, which are included in noncurrent restricted cash on our Condensed Consolidated Balance Sheets, that are committed to the settlement, including all accrued interest at the date of payment, with any remaining balance to be paid by us (and any amounts on deposit in excess of the final payment would be returned to us). See Note 17 to our 2020 Annual Report.

New cases may continue to be filed against us. It is possible we will incur liability in the future with respect to 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 become probable we have incurred liability with respect to these matters, and whether such liability, if any, could 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. 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 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. It is possible actual costs will exceed accrued amounts or the upper end of the range for sites for which estimates have been made, and it is possible costs will 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.

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 nine months of 2021 are as follows:

	Amount (In thousands)
Balance at the beginning of the period	$ 93,416
Additions charged to expense, net	569
Payments, net	(995)
Balance at the end of the period	$ 92,990
Amounts recognized in the Condensed Consolidated Balance Sheet at the end of the period:	
Current liability	$ 2,583
Noncurrent liability	90,407
Balance at the end of the period	$ 92,990

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 September 30, 2021, we had accrued approximately $93 million related to approximately 32 sites associated with remediation and related matters 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 $112 million, including the amount currently accrued. These accruals have not been discounted to present value.

We believe it is not reasonably possible to estimate the range of costs for certain sites. At September 30, 2021, there were approximately five 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, if any, 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.

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 2020 Annual Report.

Other litigation

In addition to the litigation described above, we and our affiliates 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 (including asbestos related claims), 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 15 – 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:

	December 31, 2020		**September 30, 2021**	
	Carrying amount	**Fair value**	**Carrying amount**	**Fair value**
	(In thousands)			
Cash, cash equivalents and restricted cash	$ 165,272	$ 165,272	**$ 170,433**	**$ 170,433**

Due to their near-term maturities, the carrying amounts of accounts receivable and accounts payable are considered equivalent to fair value.

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 American: 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, throttle controls, wake enhancement systems, trim tabs and related hardware and accessories for the recreational marine and other industries through its Marine Components operations.

We account for our approximate 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 paints, 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 terminology, or 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, aluminum, steel 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 that harm the worldwide economy, disrupt our supply chain, increase material costs or reduce demand or perceived demand for Kronos' TiO_2 and our products or impair our ability to operate our facilities (including changes in the level of gross domestic product in various regions of the world, natural disasters, terrorist acts, global conflicts and public health crises such as COVID-19)
- 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
- Our ability to protect or defend intellectual property rights
- Potential difficulties in integrating future acquisitions
- Potential difficulties in upgrading or implementing accounting and manufacturing software systems
- The introduction of trade barriers or trade disputes
- 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 and between the euro and the Norwegian krone), or possible disruptions to our business resulting from uncertainties associated with the euro or other currencies
- Operating interruptions (including, but not limited to, labor disputes, leaks, natural disasters, fires, explosions, unscheduled or unplanned downtime, transportation interruptions, cyber-attacks and public health crises such as COVID-19)
- Decisions to sell operating assets other than in the ordinary course of business
- Kronos' ability to renew or refinance credit facilities
- Our ability to maintain sufficient liquidity
- The timing and amounts of insurance recoveries
- The ability of our subsidiaries or affiliates to pay us dividends
- Uncertainties associated with CompX's development of new products and product features
- The ultimate outcome of income tax audits, tax settlement initiatives or other tax matters, including future tax reform
- Our ability to utilize income tax attributes or changes in income tax rates related to such attributes, the benefits of which may or may not 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), including new environmental health and safety regulations such as those seeking to limit or classify TiO_2 or its use
- 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 overview

Quarter ended September 30, 2021 compared to the quarter ended September 30, 2020

Our net income attributable to NL stockholders was $10.3 million, or $.21 per share, in the third quarter of 2021 compared to net income attributable to NL stockholders of $3.9 million, or $.08 per share, in the third quarter of 2020. As more fully described below, the increase in our earnings per share attributable to NL stockholders from 2020 to 2021 is primarily due to the net effects of:

- equity in earnings of Kronos in 2021 of $10.9 million compared to $2.4 million in 2020;
- unfavorable changes in the relative value of marketable equity securities of $4.4 million; and
- higher income from operations attributable to CompX of $3.0 million in 2021.

Nine months ended September 30, 2021 compared to nine months ended September 30, 2020

We had net income attributable to NL stockholders of $36.3 million, or $.74 per share, in the first nine months of 2021 compared to net income attributable to NL stockholders of $10.4 million, or $.21 per share, in the first nine months of 2020. As more fully described below, the increase in our earnings per share attributable to NL stockholders from 2020 to 2021 is primarily due to the net effects of:

- favorable changes in the relative value of marketable equity securities of $20.8 million;
- equity in earnings of Kronos in 2021 of $24.7 million compared to $16.3 million in 2020,
- income tax expense of $5.5 million in 2021 compared to a benefit of $3.6 million in 2020; and
- higher income from operations attributable to CompX of $7.2 million in 2021.

Income from operations

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

	Three months ended September 30,		%	Nine months ended September 30,		%
	2020	2021	Change	2020	2021	Change
	(In millions)			(In millions)		
CompX	$ 2.1	**$ 5.1**	146 %	$ 9.5	**$ 16.7**	76 %
Insurance recoveries	-	**-**	n.m.	.1	**.1**	n.m.
Corporate expense	(2.4)	**(2.9)**	20	(7.4)	**(7.7)**	4
Income from operations	$ (.3)	**$ 2.2**	842	$ 2.2	**$ 9.1**	308

n.m. not meaningful

Amounts attributable to CompX relate to its component products business, while corporate expense generally relates 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 September 30, 2020	Three months ended September 30, 2021	% Change	Nine months ended September 30, 2020	Nine months ended September 30, 2021	% Change
	(In millions)			(In millions)		
Equity in earnings of Kronos	$ 2.4	**$ 10.9**	342 %	$ 16.3	**$ 24.7**	51 %
Marketable equity securities unrealized (loss) gain	3.2	**(1.2)**	(137)	(11.1)	**9.7**	188
Other components of net periodic pension and OPEB cost	(.2)	**(.1)**	(6)	(.6)	**(.4)**	(26)
Interest and dividend income	.5	**.4**	(18)	2.1	**1.3**	(41)
Interest expense	(.3)	**(.3)**	(15)	(1.0)	**(.9)**	(15)

CompX International Inc.

In the third quarter of 2021 CompX's operating income increased to $5.1 million compared to $2.1 million in the third quarter of 2020. CompX's operating income for the first nine months of 2021 was $16.7 million compared to $9.5 million in the first nine months of 2020. The increase in operating income in the third quarter and first nine months of 2021 compared to the same periods in 2020 primarily resulted from higher sales volumes at both of CompX's reporting units. CompX's operating income was negatively impacted by the COVID-19 pandemic in the second and third quarters of 2020, which significantly impacts operating income comparisons for the third quarter and nine-month comparative periods. CompX sustained the greatest negative sales impact from COVID-19 in the second quarter of 2020. Beginning in the third quarter of 2020 and continuing through the third quarter of 2021, Marine Components sales exceeded pre-pandemic levels. Security Products sales generally improved since the third quarter of 2020, but did not recover to pre-pandemic levels until the second quarter of 2021 when sales improved in markets that had been slower to recover from the COVID-19 pandemic, particularly sales to distributors and the office furniture market.

	Three months ended September 30, 2020	Three months ended September 30, 2021	% Change	Nine months ended September 30, 2020	Nine months ended September 30, 2021	% Change
	(In millions)			(In millions)		
Net sales	$ 28.4	**$ 34.5**	22 %	$ 84.5	**$ 106.7**	26 %
Cost of sales	21.1	**23.6**	12	59.4	**73.4**	24
Gross margin	7.3	**10.9**	49	25.1	**33.3**	32
Operating costs and expenses	5.2	**5.8**	10	15.6	**16.6**	6
Income from operations	$ 2.1	**$ 5.1**	146	$ 9.5	**$ 16.7**	76
Percentage of net sales:						
Cost of sales	74 %	**68 %**		70 %	**69 %**	
Gross margin	26	**32**		30	**31**	
Operating costs and expenses	19	**17**		19	**16**	
Income from operations	7	**15**		11	**15**	

Net sales – Net sales increased $6.1 million in the third quarter of 2021 compared to the same period in 2020 primarily due to higher Security Products sales across a variety of markets and to a lesser extent higher Marine Components sales primarily to the towboat market. Net sales increased $22.2 million for the first nine months of 2021 compared to the same period in 2020 primarily due to higher sales volumes at both of CompX's reporting units, particularly in the second quarter of 2021, as many of its customers were temporarily closed or reduced production during the second quarter of 2020 due to government ordered closures or reduced demand resulting from the COVID-19 pandemic.

Cost of sales and gross margin – Cost of sales as a percentage of sales for the third quarter and for the first nine months of 2021 was lower than the same periods in 2020. As a result, gross margin as a percentage of sales increased over the same periods. The increase in gross margin percentage in the third quarter and for the first nine months of 2021 is primarily due to the increase in the Security Products gross margin percentage. See discussion of reporting units below.

Operating costs and expenses – Operating costs and expenses consist primarily of sales and administrative-related personnel costs, sales commissions and advertising expenses directly related to product sales and administrative costs relating to business unit and corporate management activities, as well as gains and losses on property and equipment. Operating costs and expenses for the third quarter and first nine months of 2021 were higher than the same periods last year. The increase was predominantly due to higher salary and benefit costs which increased by $.4 million and $.9 million for the third quarter and first nine months, respectively, compared to the same prior year periods. Operating costs and expenses as a percentage of net sales decreased in both periods as a result of higher sales.

Income from operations – As a percentage of net sales, income from operations for the third quarter and first nine months of 2021 increased compared to the same periods of 2020 and was primarily impacted by the factors impacting cost of sales, gross margin and operating costs. See discussion of reporting units below.

Results by reporting unit

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

	Three months ended September 30,		%	Nine months ended September 30,		%
	2020	**2021**	**Change**	**2020**	**2021**	**Change**
	(In millions)			(In millions)		
Security Products:						
Net sales	$ 21.2	**$ 25.8**	22 %	$ 65.2	**$ 79.3**	22 %
Cost of sales	15.7	**17.0**	9	45.3	**53.4**	18
Gross margin	5.5	**8.8**	60	19.9	**25.9**	30
Operating costs and expenses	2.7	**3.3**	20	8.0	**9.0**	11
Operating income	$ 2.8	**$ 5.5**	98	$ 11.9	**$ 16.9**	42
Gross margin	26 %	**34%**		31%	**33%**	
Operating income margin	13	**21**		18	**21**	

Security Products – Security Products net sales in the third quarter of 2021 increased 22% compared to the same period in 2020 when it experienced reduced demand across a variety of markets attributed to COVID-19. Relative to prior year, third quarter sales were $2.1 million higher to the government security market, $1.3 million higher to the transportation market, and $.6 million higher to distribution customers. Security Products net sales increased 22% in the first nine months of 2021 compared to the same period last year primarily due to the higher second and third quarter 2021 sales as compared to second and third quarter 2020 sales. Relative to prior year, sales for the first nine months of 2021 were $5.6 million higher to the government security market, $4.5 million higher to the transportation market, and $2.0 million higher to distribution customers.

Gross margin as a percentage of net sales for the third quarter and first nine months of 2021 increased as compared to the same periods last year due to increased coverage of fixed costs from higher production, partially offset by higher production costs including increased raw materials costs across a variety of commodities and component inputs, higher shipping costs, and increased labor costs primarily due to higher overtime costs and increased headcount. Operating income as a percentage of net sales for the third quarter and first nine months of 2021 increased compared to the same periods of 2020 due to increased coverage of operating costs and expenses on higher sales, partially offset by the factors impacting gross margin.

	Three months ended September 30,		%	Nine months ended September 30,		%
	2020	2021	Change	2020	2021	Change
	(In millions)			(In millions)		
Marine Components:						
Net sales	$ 7.2	**$ 8.7**	21 %	$ 19.3	**$ 27.4**	42 %
Cost of sales	5.4	**6.6**	22	14.1	**20.0**	42
Gross margin	1.8	**2.1**	17	5.2	**7.4**	43
Operating costs and expenses	.7	**.9**	27	2.2	**2.6**	20
Operating income	$ 1.1	**$ 1.2**	11	$ 3.0	**$ 4.8**	59
Gross margin	25%	**25%**		27%	**27%**	
Operating income margin	16	**14**		16	**18**	

Marine Components – Marine Components net sales in the third quarter and first nine months of 2021 increased 21% and 42%, respectively, compared to the same periods in 2020 primarily due to increased sales to the towboat market. Sales to the towboat market were $1.4 million higher for the third quarter and $6.5 million higher for the first nine months of 2021 compared to the same periods in 2020. As a percentage of net sales, gross margin and operating income for the third quarter of 2021 decreased compared to the same period in 2020 as increased coverage of fixed costs from higher production were more than offset by higher production costs including increased raw materials costs, primarily stainless steel, higher shipping costs, and increased labor costs resulting from higher overtime costs and increased headcount. For the first nine months of 2021, gross margin as a percentage of net sales was comparable to the same period in 2020 as the favorable impact from increased coverage of fixed costs due to higher production volumes was offset by increased production costs. Operating income as a percentage of net sales for the first nine months of 2021 increased compared to the same period in 2020 due to increased coverage of operating costs and expenses from higher sales and the factors impacting gross margin.

Outlook **–** Beginning in the second half of 2020, CompX's sales began to recover from the historically low levels it experienced during the second quarter of 2020, with sales steadily improving for the remainder of last year. Throughout the first nine months of 2021, CompX has experienced strong demand, particularly at its Marine Components reporting unit. During the second and third quarters of 2021, CompX's Security Products reporting unit has seen improved demand from distributors and the office furniture market that had been slower to recover. In the first nine months of 2021, CompX's manufacturing facilities operated at elevated production rates in line with improved demand, although labor markets are tight in each of the regions in which CompX operates and, as a result, CompX has experienced and continues to have challenges maintaining staffing levels aligned with current and forecasted demand, particularly at its Marine Components reporting unit.

Based on current market conditions, CompX expects demand levels to remain strong for the remainder of 2021 and expects to report increased sales and operating income in 2021 compared to 2020. CompX's supply chains remain intact, although the current global and domestic supply chain disruptions continue to present challenges in sourcing certain raw materials due to increased lead times, availability shortages and transportation and logistics delays. Thus far CompX has been able to manage through these disruptions with minimal impact on its operations. In addition, CompX is experiencing increased production costs including higher labor, shipping, and increasing costs of many of the raw materials it uses. In response, CompX implemented price increases and surcharges in the second and third quarters of 2021; however, the extent to which the price increases and surcharges will mitigate the rising costs is uncertain and CompX expects increasing production costs will negatively impact gross margins in the fourth quarter as higher cost inventories are sold. CompX's operations teams meet frequently to ensure they are taking appropriate actions to maintain a safe working environment for all its employees, minimize material or supply related operational disruptions, manage inventory levels and improve operating margins..

CompX's expectations for its operations and the markets it serves are based on a number of factors outside its control. As noted above, there are global and domestic supply chain challenges and any future impacts of COVID-19 on CompX's operations will depend on, among other things, any future disruption in its operations or its suppliers' operations, demand for its products and the timing and effectiveness of the global measures deployed to fight COVID-19, all of which remain uncertain and cannot be predicted.

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.

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 14 to our Condensed Consolidated Financial Statements.

Corporate expense – Corporate expenses were $2.9 million in the third quarter of 2021, $.5 million higher than in the third quarter of 2020 primarily due to higher environmental remediation and related costs and higher litigation fees and related costs in 2021. Included in corporate expense in the third quarter of 2020 and 2021 are:

- litigation fees and related costs of $.6 million in 2021 compared to $.3 million 2020, and
- environmental remediation and related costs of $.4 million in 2021 compared to $.1 million in 2020.

Corporate expenses were $7.7 million in the first nine months of 2021, $.3 million higher than in the first nine months of 2020 primarily due to higher environmental remediation and related costs partially offset by lower administrative expenses. Included in corporate expense in the first nine months of 2020 and 2021 are:

- litigation fees and related costs of $1.4 million in each of 2021 and 2020, and
- environmental remediation and related costs of $.6 million in 2021 compared to $.1 million in 2020.

The level of our litigation fees 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 14 to our Condensed Consolidated Financial Statements. If our current expectations regarding the number of cases in which we expect to be involved during 2021 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 2021, 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 14 to our Condensed Consolidated Financial Statements.

Overall, we currently expect that our net general corporate expenses in 2021 will be higher than 2020 primarily due to higher expected litigation fees and related costs and higher environmental remediation and related costs.

Interest and dividend income – Interest and dividend income in the third quarter of 2021 was comparable the prior year period. Interest and dividend income decreased $.8 million in the first nine months of 2021 compared to the prior year period primarily due to lower dividend income, lower interest income related to lower average interest rates on invested balances, and lower average outstanding balances, under CompX's revolving promissory note receivable from Valhi.

Marketable equity securities – We recognized a loss of $1.2 million on the change in value of our marketable equity securities in the third quarter of 2021 compared to a gain of $3.2 million in the third quarter of 2020. We recognized a gain of $9.7 million on the change in value of our marketable equity securities in the first nine months of 2021 compared to a loss of $11.1 million in the first nine months of 2020.

Income tax expense (benefit) – We recognized income tax expense of $1.1 million in the third quarter of 2021 compared to income tax expense of $1.2 million in the third quarter of 2020 and income tax expense of $5.5 million in the first nine months of 2021 compared to an income tax benefit of $3.6 million in the first nine months of

2020. 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 full-year effective income tax rate will generally be lower than the U.S. federal statutory income tax rate in years during which we receive dividends from Kronos and recognize equity in earnings of Kronos. Conversely, our effective income tax rate will generally be higher than the U.S. federal statutory income tax rate in years during which we receive dividends from Kronos and recognize equity in losses of Kronos. During interim periods, our effective income tax rate may not necessarily correspond to the foregoing due to the application of accounting for income taxes in interim periods which requires us to base our effective rate on full year projections. We received dividends from Kronos of $19.0 million in the first nine months of 2020 and 2021.

Our effective tax rate attributable to our equity in earnings of Kronos, including the effect of the nontaxable dividends we received from Kronos was a 6.1% income tax expense in the first nine months of 2021 and an 11.5% income tax benefit in the first nine months of 2020. The increase in our effective rate from 2020 to 2021 is primarily attributable to Kronos' anticipated higher full year earnings in 2021 as compared to 2020. See Note 12 to our Condensed Consolidated Financial Statements for more information about our 2021 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 increased during the third quarter and the first nine months of 2021 compared to the same prior year periods. The noncontrolling interest we recognize in each period is directly related to the level of earnings at CompX for the period.

Equity in earnings of Kronos Worldwide, Inc.

	Three months ended September 30,		%	Nine months ended September 30,		%
	2020	2021	Change	2020	2021	Change
	(In millions)			(In millions)		
Net sales	$ 416.9	**$ 499.8**	20 %	$ 1,223.9	**$ 1,443.4**	18 %
Cost of sales	336.3	**376.8**	12	959.4	**1,115.7**	16
Gross margin	$ 80.6	**$ 123.0**		$ 264.5	**$ 327.7**	
Income from operations	$ 19.3	**$ 57.3**	197	$ 95.8	**$ 135.1**	41
Interest and dividend income	.1	**-**		1.5	**.2**	
Insurance settlement gain	-	**-**		1.5	**-**	
Marketable equity securities unrealized gain (loss)	.4	**(.1)**		(1.3)	**1.2**	
Other components of net periodic pension and OPEB cost	(5.0)	**(4.3)**		(14.4)	**(12.9)**	
Interest expense	(4.9)	**(4.8)**		(14.1)	**(15.0)**	
Income before income taxes	9.9	**48.1**		69.0	**108.6**	
Income tax expense	1.8	**12.1**		15.3	**27.3**	
Net income	$ 8.1	**$ 36.0**		$ 53.7	**$ 81.3**	
Percentage of net sales:						
Cost of sales	81 %	**75 %**		78 %	**77 %**	
Income from operations	5	**11**		8	**9**	
Equity in earnings of Kronos Worldwide, Inc.	$ 2.4	**$ 10.9**		$ 16.3	**$ 24.7**	
TiO_2 operating statistics:						
Sales volumes*	136	**142**	6 %	396	**427**	8 %
Production volumes*	122	**137**	13	387	**404**	4
Change in TiO_2 net sales:						
TiO_2 sales volumes			6 %			8 %
TiO_2 product pricing			11			4
TiO_2 product mix/other			2			2
Changes in currency exchange rates			1			4
Total			20 %			18 %

* Thousands of metric tons

Kronos' key performance indicators are its TiO_2 average selling prices, its level of TiO_2 sales and production volumes and the cost of its third-party feedstock. TiO_2 selling prices generally follow industry trends and prices will increase or decrease generally as a result of competitive market pressures.

Current industry conditions

Kronos started 2021 with average TiO_2 selling prices 3% lower than at the beginning of 2020. Average TiO_2 selling prices were 11% higher in the third quarter of 2021 as compared to the third quarter of 2020 and 4% higher in the first nine months of 2021 as compared to the first nine months of 2020. Kronos' average TiO_2 selling prices at the end of the third quarter of 2021 were 10% higher than the end of 2020. Kronos experienced higher sales volumes in all major markets in the first nine months of 2021 as compared to the same period of 2020 primarily due to the COVID-19 related demand contraction in 2020 which impacted the second and third quarters and was most acute in the second quarter of 2020.

Kronos operated its production facilities at overall average capacity utilization rates of 99% in the first nine months of 2021 compared to 92% in the first nine months of 2020. TiO_2 production volumes were higher in the first nine months of 2021 as compared to the first nine months of 2020 due to higher customer demand in 2021. Kronos decreased production levels in 2020 (primarily in the third quarter) to correspond to the temporary decline in demand resulting from the COVID-19 pandemic. The table below lists Kronos' comparative quarterly production capacity utilization rates.

	Production Capacity Utilization Rates	
	2020	2021
First quarter	95%	97%
Second quarter	96%	100%
Third quarter	86%	100%

Net sales – Kronos' net sales in the third quarter of 2021 increased 20%, or $82.9 million, compared to the third quarter of 2020 primarily due to an 11% increase in average TiO_2 selling prices (which increased net sales by approximately $46 million) and a 6% increase in sales volumes (which increased net sales by approximately $25 million). In addition to the impact of higher sales volumes and higher average selling prices, Kronos estimates that changes in currency exchange rates (primarily the euro) increased its net sales by approximately $5 million in the third quarter of 2021 as compared to the third quarter of 2020. 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 third quarter of 2021 as compared to the third quarter of 2020 due to higher demand primarily in its European and North American markets from continuing improvements in global economic activity in the third quarter of 2021 compared to the same period in 2020, which was negatively impacted by the COVID-19 pandemic.

Kronos' net sales in the first nine months of 2021 increased 18%, or $219.5 million, compared to the first nine months of 2020 primarily due to an 8% increase in sales volumes (which increased net sales by approximately $98 million) and a 4% increase in average TiO_2 selling prices (which increased net sales by approximately $49 million). In addition to the impact of higher sales volumes and higher average selling prices, Kronos estimates that changes in currency exchange rates (primarily the euro) increased its net sales by approximately $47 million in the first nine months of 2021 as compared to the first nine months of 2020.

Kronos' sales volumes increased 8% in the first nine months of 2021 as compared to the first nine months of 2020 primarily due to higher sales volumes in all major markets, with a significant portion of the increase occurring in the second and third quarters as a result of the impact of COVID-19 on the comparable periods in 2020, as discussed above.

Cost of sales and gross margin – Kronos' cost of sales increased $40.5 million, or 12%, in the third quarter of 2021 compared to the third quarter of 2020 due to a 6% increase in sales volumes and higher production costs of approximately $16 million (including higher costs for raw materials and energy). Kronos' cost of sales as a percentage of net sales decreased to 75% in the third quarter of 2021 compared to 81% in the same period of 2020 primarily due to the favorable effects of higher average TiO_2 selling prices and increased coverage of fixed costs from higher production, partially offset by higher production costs including higher raw material and energy costs, as discussed above.

Gross margin as a percentage of net sales increased to 25% in the third quarter of 2021 compared to 19% in the third quarter of 2020. As discussed and quantified above, Kronos' gross margin as a percentage of net sales increased primarily due to the net effects of higher production and sales volumes and higher average TiO_2 selling prices, partially offset by higher production costs including higher raw material and energy costs.

Kronos' cost of sales increased $156.3 million, or 16%, in the first nine months of 2021 compared to the first nine months of 2020 due to an 8% increase in sales volumes and higher production costs of approximately $17 million (including higher costs for raw materials and energy) and the effects of currency fluctuations (primarily the Canadian dollar). Kronos' cost of sales as a percentage of net sales decreased slightly to 77% in the first nine months of 2021 compared to 78% in the same period of 2020 primarily due to the favorable effects of higher average TiO_2 selling prices and increased coverage of fixed costs from higher production, partially offset by higher production costs as well as the effects of fluctuations in currency exchange rates, as discussed below.

Gross margin as a percentage of net sales increased to 23% in the first nine months of 2021 compared to 22% in the first nine months of 2020. As discussed and quantified above, Kronos' gross margin as a percentage of net sales increased primarily due to the net effects of higher average TiO_2 selling prices, higher production and sales volumes, higher raw material and other production costs and fluctuations in currency exchange rates.

Selling, general and administrative expense – Kronos' selling, general and administrative expense was comparable in the third quarters of 2021 and 2020 at approximately 13% of net sales. Distribution costs were slightly higher as a percentage of net sales, but were offset by lower other general and administrative costs as a percentage of net sales during the comparative period. Kronos' selling, general and administrative expense was comparable in the first nine months of 2021 and 2020 at approximately 13% of net sales.

Income from operations – Kronos' income from operations increased by $38.0 million, or 197%, in the third quarter of 2021 compared to the third quarter of 2020. Income from operations as a percentage of net sales increased to 11% in the third quarter of 2021 from 5% in the same period of 2020 as a result of the factors impacting gross margin discussed above. Kronos estimates changes in currency exchange rates increased income from operations by approximately $2 million in the third quarter of 2021 as compared to the same period in 2020, as discussed in the Effects of Currency Exchange Rates section below.

Kronos' income from operations increased by $39.3 million, or 41%, in the first nine months of 2021 compared to the first nine months of 2020. Income from operations as a percentage of net sales increased to 9% in the first nine months of 2021 from 8% in the same period of 2020. This increase was driven by the higher gross margin discussed above. Kronos estimates that changes in currency exchange rates decreased income from operations by approximately $15 million in the first nine months of 2021 as compared to the same period in 2020, as further discussed below.

Other non-operating income (expense) - Kronos recognized a loss of $.1 million on the change in value of its marketable equity securities in the third quarter of 2021 compared to a gain of $.4 million in the third quarter of 2020. Other components of net periodic pension and OPEB cost in the third quarter of 2021 decreased $.7 million compared to the third quarter of 2020 primarily due to higher expected returns on plan assets offset by the net effects of lower discount rates impacting interest cost and previously unrecognized actuarial losses. Interest expense in the third quarter of 2021 was comparable to the third quarter of 2020.

Kronos recognized a gain of $1.2 million on the change in value of its marketable equity securities in the first nine months of 2021 and a loss of $1.3 million in the first nine months of 2020. Other components of net periodic pension and OPEB cost in the first nine months of 2021 decreased $1.5 million compared to the first nine months of 2020 primarily due to higher expected returns on plan assets offset by the net effects of lower discount rates impacting interest cost and previously unrecognized actuarial losses. Kronos recognized an insurance settlement gain of $1.5 million in the first nine months of 2020 related to a property damage claim. Interest expense in the first nine months of 2021 increased $.9 million compared to the first nine months of 2020 due to the refinancing of Kronos' revolving credit facility in the second quarter of 2021 and the effects of changes in currency exchange rates.

Income tax expense - Kronos recognized income tax expense of $12.1 million in the third quarter of 2021 compared to income tax expense of $1.8 million in the third quarter of 2020. Kronos recognized income tax expense of $27.3 million in the first nine months of 2021 compared to income tax expense of $15.3 million in the first nine months of 2020. The difference is primarily due to higher earnings in 2021 and the jurisdictional mix of earnings. Kronos earnings are subject to income tax in various U.S. and non-U.S. jurisdictions, and the income tax rates applicable to the pre-tax earnings (losses) of its non-U.S. operations are generally higher than the income tax rates applicable to its U.S. operations. Kronos would generally expect its overall effective tax rate to be higher than the U.S. federal statutory tax rate of 21% primarily because of its sizeable non-U.S. operations.

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 Kronos' 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 in all Kronos' production facilities, primarily titanium-containing feedstocks, are purchased primarily 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, and (ii) changes in currency exchange rates during time periods when its non-U.S. operations are holding non-local currency (primarily U.S. dollars).

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 September 30, 2021 vs September 30, 2020

	Transaction gains (losses) recognized			Translation gains (losses) - impact of rate changes	Total currency impact 2021 vs 2020
	2020	2021	Change		
			(In millions)		
Impact on:					
Net sales	$ -	$ -	$ -	$ 5	$ 5
Income from operations	(3)	1	4	(2)	2

The $5 million increase in net sales (translation gain) was caused primarily by a weakening of the U.S. dollar relative to the euro, as Kronos' euro-denominated sales were translated into more U.S. dollars in 2021 as compared to 2020. The weakening of the U.S. dollar relative to the Canadian dollar and the Norwegian krone in 2021 did not have a significant effect on Kronos' net sales, as a substantial portion of the sales generated by its Canadian and Norwegian operations is denominated in the U.S. dollar.

The $2 million increase in income from operations was comprised of the following:

- Higher net currency transaction gains of approximately $4 million primarily caused by relative changes in currency exchange rates at each applicable balance sheet date between the U.S. dollar and the euro, Canadian dollar and the Norwegian krone, and between the euro and the Norwegian krone, which causes increases or decreases, as applicable, in U.S. dollar-denominated receivables and payables and U.S. dollar currency held by Kronos' non-U.S. operations, and in Norwegian krone denominated receivables and payables held by Kronos' non-U.S. operations, and
- Approximately $2 million from net currency translation losses primarily caused by a weakening of the U.S. dollar relative to the Canadian dollar and the Norwegian krone, as local currency-denominated operating costs were translated into more U.S. dollars in 2021 as compared to 2020, partially offset by net currency translation gains primarily caused by a weakening of the U.S. dollar relative to the euro as the positive effects of the weaker U.S. dollar on euro-denominated sales more than offset the unfavorable effects of euro-denominated operating costs being translated into more U.S. dollars in 2021 as compared to 2020.

Impact of changes in currency exchange rates
Nine months ended September 30, 2021 vs September 30 2020

	Transaction gains recognized			Translation gains (losses)- impact of rate changes	Total currency impact 2021 vs 2020
	2020	2021	Change		
			(In millions)		
Impact on:					
Net sales	$ -	$ -	$ -	$ 47	$ 47
Income from operations	3	1	(2)	(13)	(15)

The $47 million increase in net sales (translation gain) was caused primarily by a weakening of the U.S. dollar relative to the euro, as Kronos' euro-denominated sales were translated into more U.S. dollars in 2021 as compared to 2020. The weakening of the U.S. dollar relative to the Canadian dollar and the Norwegian krone in 2021 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 is denominated in the U.S. dollar.

The $15 million decrease in income from operations was comprised of the following:

- Lower net currency transaction gains of approximately $2 million primarily caused by relative changes in currency exchange rates at each applicable balance sheet date between the U.S. dollar and the euro, Canadian dollar and the Norwegian krone, and between the euro and the Norwegian krone, which causes increases or decreases, as applicable, in U.S. dollar-denominated receivables and payables and U.S. dollar currency held by Kronos' non-U.S. operations, and in Norwegian krone denominated receivables and payables held by Kronos' non-U.S. operations, and

- Approximately $13 million from net currency translation losses primarily caused by a weakening of the U.S. dollar relative to the Canadian dollar and Norwegian krone, as local currency-denominated operating costs were translated into more U.S. dollars in 2021 as compared to 2020, partially offset by net currency translation gains primarily caused by a weakening of the U.S. dollar relative to the euro as the positive effects of the weaker U.S. dollar on euro-denominated sales more than offset the unfavorable effects of euro-denominated operating costs being translated into more U.S. dollars in 2021 as compared to 2020.

Outlook

Based on current market conditions, Kronos expects global demand for consumer products, including those of its customers, to remain strong throughout the remainder of 2021 and therefore, Kronos expects its sales and production volumes will be higher in 2021 as compared to 2020. As global economic activity continues to recover, Kronos is experiencing certain disruptions in global supply chains including availability of third-party feedstock and other raw materials along with transportation and logistics delays. Thus far, Kronos' operations team has been able to manage through these disruptions with minimal impact on its operations; however, Kronos expects these challenges to continue for the foreseeable future. In addition, Kronos continues to experience increasing production costs, including higher raw material and related shipping costs and higher energy costs, all of which are likely to continue through the end of the year. As a result of rising costs and continued strong customer demand, Kronos expects selling prices for TiO_2 will continue to rise through the remainder of 2021, mitigating increases in distribution, raw material, energy and other production costs. As such, Kronos expects its 2021 sales and income from operations will be higher than in 2020; however, Kronos expects increasing costs to continue to challenge margins. Kronos continues to monitor current and anticipated near-term customer demand levels and will align its production and inventories accordingly.

Kronos' expectations for the TiO_2 industry and its operations are based on a number of factors outside its control, including the ongoing economic effects of the COVID-19 pandemic. As noted above, Kronos has experienced global supply chain disruptions, including disruptions related to COVID-19, and future impacts of COVID-19 on its operations will depend on, among other things, any future disruption in its operations or its suppliers' operations, or related possible shipping delays, and the timing and effectiveness of the global measures deployed to fight COVID-19 and its variants, all of which remain uncertain and cannot be predicted.

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.

Net cash provided by operating activities was $10.3 million in the first nine months of 2021 compared to $9.2 million in the first nine months of 2020. The increase in cash provided by operating activities includes the net effects of:

- higher income from operations from CompX in 2021 of $7.2 million;
- higher net cash used for relative changes in receivables, inventories, payables and accrued liabilities in 2021 of $4.8 million; and
- a $1.3 million decrease in interest received in 2021 due to the relative timing of interest received, lower average interest rates and to a lesser extent a lower average affiliate receivable balance.

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.

	Nine months ended September 30,	
	2020	2021
	(In millions)	
Net cash provided by operating activities:		
CompX	$ 9.2	**$ 8.1**
NL Parent and wholly-owned subsidiaries	3.2	**8.7**
Eliminations	(3.2)	**(6.5)**
Total	$ 9.2	**$ 10.3**

Relative changes in working capital can have a significant effect on cash flows from operating activities. As shown below, average days sales outstanding increased from December 31, 2020 to September 30, 2021 primarily as a result of relative changes in the timing of collections but is consistent with prior year. Total average number of days in inventory increased from December 31, 2020 to September 30, 2021 due to increased raw material and production costs as well as increased purchases of certain components and raw materials that have longer lead times or for which CompX has experienced availability issues. For comparative purposes, we have provided December 31, 2019 and September 30, 2020 numbers below.

	December 31, 2019	September 30, 2020	December 31, 2020	September 30, 2021
Days sales outstanding	36 days	39 days	33 days	40 days
Days in inventory	81 days	83 days	75 days	91 days

Investing activities

Our capital expenditures, all of which relate to CompX, were $2.3 million in the first nine months of 2021 compared to $1.3 million in the first nine months of 2020. During the first nine months of 2021, Valhi repaid a net $7.7 million under the promissory note ($25.4 million of gross borrowings and $33.1 million of gross repayments). During the first nine months of 2020, Valhi borrowed a net $2.4 million under the promissory note ($25.2 million of gross borrowings and $22.8 million of gross repayments).

Financing activities

During the first nine months of 2020, we paid quarterly dividends of $.04 per share to stockholders aggregating $5.9 million. In February 2021, our board of directors increased our regular quarterly dividend to $.06 per share, and in the first nine months of 2021 we paid dividends aggregating $8.8 million. The declaration and payment of future dividends, and the amount thereof, is discretionary and is dependent upon our financial condition, cash requirements, contractual obligations and restrictions and other factors deemed relevant by our board of directors. The amount and timing of past dividends is not necessarily indicative of the amount or timing of any future dividends which might be paid. There are currently no contractual restrictions on the amount of dividends which we may pay.

Cash flows from financing activities in the first nine months of each of 2020 and 2021 also include CompX dividends paid to its stockholders other than us. In addition, during the first quarter of 2021, CompX acquired 50,000 shares of its Class A common stock in a market transaction for $.8 million.

Outstanding debt obligations

At September 30, 2021, NLKW had outstanding debt obligations of $.5 million under its secured revolving credit facility with Valhi, and CompX did not have any outstanding debt obligations. We are in compliance with all of the covenants contained in our secured revolving credit facility with Valhi at September 30, 2021. See Note 8 to our Condensed Consolidated Financial Statements.

On April 20, 2021, Kronos entered into a new $225 million global revolving credit facility (Global Revolver) which matures in April 2026. Kronos has no outstanding borrowings on the new Global Revolver at September 30, 2021 and the full $225 million was available for borrowings thereunder. Kronos' Senior Secured Notes and its new Global Revolver contain a number of covenants and restrictions which, among other things, restrict Kronos' ability to incur or guarantee additional debt, incur liens, pay dividends or make other restricted payments, or merge or consolidate with, or sell or transfer substantially all of its assets to, another entity, and contain other provisions and restrictive covenants customary in lending transactions of these types. 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, the 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, the 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 was in compliance with all of its debt covenants at September 30, 2021. Kronos believes it will be able to maintain compliance with the financial covenants contained in its credit facilitiy through its 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 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 September 30, 2021, we had aggregate cash, cash equivalents and restricted cash of $170.4 million, all of which was held in the U.S. A detail by entity is presented in the table below.

	Amount (In millions)
CompX	$ **76.0**
NL Parent and wholly-owned subsidiaries	**94.4**
Total	$ **170.4**

In addition, at September 30, 2021 we owned approximately 1.2 million shares of Valhi common stock with an aggregate market value of $27.9 million. See Note 4 to our Condensed Consolidated Financial Statements. We also owned approximately 35.2 million shares of Kronos common stock at September 30, 2021 with an aggregate market value of $437.1 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 September 30, 2022) including any amounts CompX might loan from time to time under the terms of its revolving loan to Valhi (which loans would be solely at CompX's discretion). 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 $50 million on a revolving basis. At September 30, 2021, we had $.5 million in outstanding borrowings under this facility, and we had $49.5 million available for future borrowing. See Note 8 to our Condensed Consolidated Financial Statements.

Capital expenditures

Firm purchase commitments for capital projects in process at September 30, 2021 totaled $2.1 million. CompX's 2021 capital investments are primarily expenditures to meet its expected customer demand, improve capacity and efficiency and properly maintain its facilities and technology infrastructure.

Repurchases of common stock

During the first quarter of 2021, CompX purchased 50,000 shares of its Class A common stock in a market transaction. At September 30, 2021, CompX has 627,547 shares available for repurchase under a stock repurchase program authorized by its board of directors.

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 subsidiaries and affiliates in 2021, based on the number of shares of common stock of these affiliates we own as of September 30, 2021 and their current regular quarterly dividend rate, is presented in the table below. In this regard, in March 2021 CompX increased its regular quarterly dividend from $.10 per share to $.20 per share, beginning with its dividend paid in March 2021.

	Shares held	Quarterly dividend rate	Annual expected dividend
	(In millions)		(In millions)
Kronos	35.2	$ .18	$ 25.4
CompX	10.8	.20	8.6
Valhi	1.2	.08	.4
Total expected annual dividends			$ 34.4

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

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 2020 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 in our 2020 Annual Report, or in Note 14 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

Not applicable

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 2020 Annual Report. There have been no changes in our critical accounting policies during the first nine months of 2021.

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 2020 Annual Report, and we refer you to Part I, Item 7A. –"Quantitative and Qualitative Disclosure about Market Risk" in our 2020 Annual Report. See also Note 15 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 Courtney J. Riley, our President and Chief Executive Officer and Amy Allbach Samford, our Senior Vice President and Chief Financial Officer, have evaluated the design and effectiveness of our disclosure controls and procedures as of September 30, 2021. 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.

Other – 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 September 30, 2021 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 matter discussed below, refer to Note 14 to our Condensed Consolidated Financial Statements, our 2020 Annual Report and Quarterly Report on Form 10-Q for March 31, 2021.

Lewis, et al. v. Lead Industries Association, et al. In October 2021, the court entered an order decertifying the class and entering judgment for NL and the other defendants.

Item 1A. Risk Factors

Reference is made to the 2020 Annual Report for a discussion of risk factors related to our businesses.

Item 6. Exhibits

31.1	Certification
31.2	Certification
32.1	Certification
101.INS	Inline XBRL Instance – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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: November 4, 2021

/s/ Amy Allbach Samford
Amy Allbach Samford
(Senior Vice President and Chief Financial Officer, Principal Financial Officer)

Date: November 4, 2021

/s/ Amy E. Ruf
Amy E. Ruf
(Vice President and Controller,
Principal Accounting Officer)

EXHIBIT 31.1

CERTIFICATION

I, Courtney J. Riley, certify that:

1) I have reviewed this quarterly report on Form 10-Q of NL Industries, Inc.;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2021

/s/Courtney J. Riley
Courtney J. Riley
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Amy Allbach Samford, certify that:

1) I have reviewed this quarterly report on Form 10-Q of NL Industries, Inc.;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5) The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 4, 2021

/s/ Amy Allbach Samford
Amy Allbach Samford
Senior Vice President and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of NL Industries, Inc. (the Company) on Form 10-Q for the quarter ended September 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Courtney J. Riley, President and Chief Executive Officer of the Company, and I, Amy Allbach Samford, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Courtney J. Riley
Courtney J. Riley
President and Chief Executive Officer

/s/ Amy Allbach Samford
Amy Allbach Samford
Senior Vice President and Chief Financial Officer

November 4, 2021

Note: The certification the registrant furnished in this exhibit is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Registration Statements or other documents filed with the Securities and Exchange Commission shall not incorporate this exhibit by reference, except as otherwise expressly stated in such filing.