



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning **DECEMBER 1, 2009, and ending NOVEMBER 30, 2010**G Check all that apply ☒ Initial return ☐ Initial return of a former public charity ☐ Final return
☒ Amended return ** ☐ Address change ☐ Name change

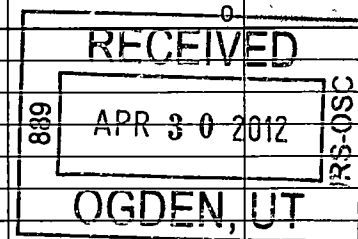
Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation GENCORP FOUNDATION, INCORPORATED		A Employer identification number 68-0441559
	Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 15619 - TAX DEPT.	Room/suite	B Telephone number (see page 10 of the instructions) (916) 355-3054
	City or town, state, and ZIP code SACRAMENTO, CA 95852-0619		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 15,823,049** (Part I, column (d) must be on cash basis)

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	540,545	540,545		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	513,425			
	b Gross sales price for all assets on line 6a 7,451,126				
	7 Capital gain net income (from Part IV, line 2)		513,425		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 1	10,757	10,757			
12 Total. Add lines 1 through 11	1,064,727	1,064,727	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	28,115	28,115		
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 1	221,634	104,718		116,916
	24 Total operating and administrative expenses. Add lines 13 through 23	249,749	132,833	0	116,916
	25 Contributions, gifts, grants paid	685,679			685,679
26 Total expenses and disbursements. Add lines 24 and 25	935,428	132,833	0	802,595	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	129,299				
b Net investment income (if negative, enter -0-)		931,894			
c Adjusted net income (if negative, enter -0-)			0		



16

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	309,917	230,542	230,542
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	18,168	17,014	17,014
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 2	13,249,170	13,458,998	15,575,493
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶ (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶ (attach schedule)				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,577,255	13,706,554	15,823,049	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	13,577,255	13,706,554	
	30 Total net assets or fund balances (see page 17 of the instructions)	13,577,255	13,706,554	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,577,255	13,706,554		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,577,255
2 Enter amount from Part I, line 27a	2	129,299
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	13,706,554
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,706,554

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT 3		P	VARIOUS	VARIOUS
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,451,126		6,937,701	513,425
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a		0	513,425
b		0	0
c		0	0
d		0	0
e		0	0

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	513,425
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	}	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	545,834	13,112,175	0.0416
2007	831,176	15,872,185	0.0524
2006	916,222	18,666,503	0.0491
2005	833,539	16,446,302	0.0507
2004	896,144	17,470,855	0.0513

2 Total of line 1, column (d)	2	0.2451
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0490
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,014,705
5 Multiply line 4 by line 3	5	735,721
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,319
7 Add lines 5 and 6	7	745,040
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	802,595

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	9,319
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	9,319
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	9,319
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,698	
b Exempt foreign organizations-tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	9,698	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	379	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address www.gencorp.com/pages/gcfound.html				
14	The books are in care of DIANE WALLACE Telephone no (916) 355-3054			
	Located at P.O. BOX 15619 - TAX DEPT., SACRAMENTO, CA ZIP + 4 95852-0619			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			☐
	and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No		
If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?**5b****X**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b****X**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5				

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
2	0
3	0
4	0

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	0
2	0
All other program-related investments. See page 24 of the instructions.	0
3	0
Total. Add lines 1 through 3	0

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,972,236
b	Average of monthly cash balances	1b	271,119
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,243,355
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,243,355
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	228,650
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,014,705
6	Minimum investment return. Enter 5% of line 5	6	750,735

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	750,735
2a	Tax on investment income for 2009 from Part VI, line 5	2a	9,319
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,319
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	741,416
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	741,416
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	741,416

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	802,595
b	Program-related investments - total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	802,595
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	802,595

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				741,416
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			74,842	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004	0			
b From 2005	0			
c From 2006	0			
d From 2007	0			
e From 2008	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 802,595				
a Applied to 2008, but not more than line 2a			74,842	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				727,753
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			0	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				13,663
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					0
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.

JUANITA GARCIA, P.O. BOX 15619, SACRAMENTO, CA 95852-0619 (916) 355-5421

b The form in which applications should be submitted and information and materials they should include:

LETTER

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 4				685,679
Total.			▶ 3a	685,679
b Approved for future payment				
Total.			▶ 3b	0

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | |
|--|-------------------|------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions.</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p> | <p>Yes</p> | <p>No</p> |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date:

TREASURER

Title

Preparer's
signature

Date _____

Check if self-employed ☐

Preparer's identifying
number (See **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

EIN ►

Phone no.

STATEMENT 1

STATEMENT 1

GENCORP FOUNDATION, INCORPORATED
FEIN: 68-0441559

	<u>Net Investment Income</u>	<u>Disbursements for Charitable Purposes</u>	<u>Total</u>
Other Income Form 990-PF, Page 1, Line 11			
Miscellaneous Income	10,757	-	10,757
	<u>10,757</u>	<u>-</u>	<u>10,757</u>
Other Expenses Form 990-PF, Page 1, Line 23			
Fringed Labor & Operating Expenses	-	95,676	95,676
Bank Fees	-	625	625
Federal Taxes	-	20,200	20,200
State Fees	-	235	235
Post Office	-	180	180
Investment Management Fees	104,718	-	104,718
	<u>104,718</u>	<u>116,916</u>	<u>221,634</u>

STATEMENT 2

GENCORP FOUNDATION, INCORPORATED
FEIN: 68-0441559

INVESTMENTS
FYE 11/30/10

	END OF YEAR	
	Book Value	Fair Market Value
<u>Form 990-PF, Page 2, Part II, Line 10b</u>		
Miller/Howard Multi-Core MLP	583,588	656,178
Federated Multi - Cap Value	518,666	591,404
Allianz All - Cap Value	515,353	636,647
Cincinnati Asset Management	2,455,791	2,725,951
Western Asset Management Company	1,130,752	1,173,270
ING High Yield	1,096,112	1,167,006
Lord, Abbett & Co. LLC	949,809	954,365
Victory Capital Management, Inc	482,300	555,618
Custom Portfolio	4,250,753	4,656,206
Celtic Pharmaceutical Holdings LP	1,475,874	2,458,848
TOTAL CORPORATE STOCK	13,458,998	15,575,493

STATEMENT 3

STATEMENT 3

GENCORP FOUNDATION, INCORPORATED
 FEIN 68-0441559
 FYE NOVEMBER 30, 2010
 DETAIL SCHEDULE OF ASSETS SOLD - TAX COST

Date	Shares or Units	Cash Proceeds	Tax Cost Basis	Realized Gain (Loss)
Morgan Stanley Smith Barney				
Various Account 176147	(7,300 00)	317,856	(261,591)	56,265
Various Account 176148	(68,215 95)	907,675	(892,049)	15,626
Various Account 176149	(7,511 00)	189,420	(115,386)	74,034
Various Account 176150	(457,548 59)	521,584	(468,223)	53,361
Various Account 176151	(1,638,000 00)	1,782,614	(1,710,850)	71,764
Various Account 176152	(690,000 00)	705,479	(678,456)	27,023
Various Account 176153	(473,239 00)	650,958	(604,008)	46,950
Various Account 176154	(89,722 89)	200,226	(171,285)	28,941
Various Account 176155	(132,876 76)	2,175,314	(2,035,853)	139,461
TOTAL GAIN (LOSS)	(3,564,414 19)	7,451,126	(6,937,701)	513,425

STATEMENT 4

GenCorp Foundation 2010 Contribution Check Register

Chk # Chk Date ORGANIZATION \$ Amt Contribution Purpose Category

9300036	12/10/2009	Folsom Cordova Unified School District	\$	12,400 00	Project Lead the Way -2nd installment	ED
50093	12/16/2009	Fauquier High School	\$	500 00	Team America Rocketry Challenge	ED-D
50094	12/16/2009	Mountain Vista Governor's School	\$	500 00	Team America Rocketry Challenge	ED-D
9300037	12/17/2009	Kettle Run High School	\$	500 00	Team America Rocketry Challenge	ED-D
Deposit	12/07/2009	Aerojet Delivers	\$	(876 39)	Aerojet Delivers Campaign Pledges	ED-C

Total Contributions - December 2009

13,023.61

50101	1/06/2010	American River Parkway Foundation	\$	1,250 00	Adopt the Parkway Sponsor 2010	CV-D
50103	1/06/2010	Folsom Cordova Unified School District	\$	4,700 00	Support Middle School Science Fair 2010	ED-D
50104	1/06/2010	Sacramento Regional Science & Engr Fair	\$	2,500 00	Support for 2010 Science & Eng Fair	ED-D
50112	1/13/2010	Folsom Hills Elementary	\$	150 00	Dollars for Doers - Jane Cook	D4D
50114	1/13/2010	Pacific Technology	\$	75 00	Dollars for Doers - Stacie Kennedy	D4D
50115	1/13/2010	White Rock Elementary School	\$	500 00	Students to Sly Park Outdoor Education Prg	ED-D
50116	1/13/2010	Cottonwood Valley Charter School	\$	71 25	Dollars for Doers - Kathy Spring	D4D
50130	1/27/2010	Amerigives Inc	\$	10,916 99	4th quarter 2009 WPG Matching Gifts	MG-WPG
50131	1/27/2010	Bishop O'Connell High School,	\$	250 00	4th qtr Matching Gift	MG
50132	1/27/2010	California State University Fresno Foundation	\$	50 00	4th qtr Matching Gift	MG
50133	1/27/2010	Folsom Cordova Unified School District	\$	12,400 00	3rd/final installment PLTW	ED
50134	1/27/2010	Marymount University	\$	50 00	4th qtr Matching Gift	MG
50135	1/27/2010	Northwest University	\$	500 00	4th qtr Matching Gift	MG
50136	1/27/2010	Stevens Institute of Technology	\$	3,000 00	4th qtr Matching Gift	MG
50137	1/27/2010	Gerogetown University	\$	75 00	4th qtr Matching Gift	MG
50138	1/27/2010	Town & Country Lutheran School	\$	225 00	4th qtr Matching Gift	MG
50139	1/27/2010	University of Michigan	\$	500 00	4th qtr Matching Gift	MG
50140	1/27/2010	Victory Christian	\$	2,000 00	4th qtr Matching Gift	MG
50141	1/27/2010	Virginia Tech Foundation	\$	1,050 00	4th qtr Matching Gift	MG
50142	1/27/2010	Wakefield School	\$	250 00	4th qtr Matching Gift	MG
50143	1/27/2010	Wesley College	\$	50 00	4th qtr Matching Gift	MG
50144	1/27/2010	Wheaton College	\$	150 00	4th qtr Matching Gift	MG
50145	1/27/2010	William Jessup university	\$	3,000 00	4th qtr Matching Gift	MG
50146	1/27/2010	Woodinville Montessori School	\$	600 00	4th qtr Matching Gift	MG

STATEMENT 4

GenCorp Foundation **2010 Contribution Check Register**

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
50147	1/27/2010	Bethel University	\$ 150 00	4th qtr Matching Gift	MG
50148	1/27/2010	Brigham Young University	\$ 75 00	4th qtr Matching Gift	MG
50149	1/27/2010	Jesuit High School	\$ 1,000 00	4th qtr Matching Gift	MG
50150	1/27/2010	Stoney Brook University	\$ 100 00	4th qtr Matching Gift	MG
50151	1/27/2010	University of California Berkeley Foundation	\$ 100 00	4th qtr Matching Gift	MG
50152	1/27/2010	University of Colorado Foundation	\$ 25 00	4th qtr Matching Gift	MG
50153	1/27/2010	University of Missouri-Rolla	\$ 50 00	4th qtr Matching Gift	MG
50154	1/27/2010	University of Nevada Reno Foundation	\$ 700 00	4th qtr Matching Gift	MG
50155	1/27/2010	George Washington University	\$ 125 00	4th qtr Matching Gift	MG
50156	1/27/2010	Trustees of Tufts College	\$ 100 00	4th qtr Matching Gift	MG
50157	1/27/2010	Seattle University	\$ 100 00	4th qtr Matching Gift	MG
50158	1/27/2010	Placer High School	\$ 500 00	4th qtr Matching Gift	MG
50159	1/27/2010	Granite Bay High School	\$ 650 00	4th qtr Matching Gift	MG
50160	1/27/2010	Golden Hills School	\$ 100 00	4th qtr Matching Gift	MG
50161	1/27/2010	Cristo Rey High School	\$ 50 00	4th qtr Matching Gift	MG
50162	1/27/2010	Christopher Newport University Foundation	\$ 100 00	4th qtr Matching Gift	MG

Total Contributions - January 2010

48,238.24

50169	2/03/2010	American Cancer Society	\$ 100 00	Contribution for Daffodil Days	HH
50170	2/03/2010	Amerigives Inc	\$ 924 00	1st & 2nd Quarter 2009 WPG Matching Gifts	MG-WPG
Deposit	2/02/2010	Aerojet Delivers	\$ (686 47)	Aerojet Delivers Campaign Pledges	ED-C

Total Contributions - February 2010

337.53

50184	3/3/2010	AmeriGives, Inc	\$ 4,137 50	1 time payroll deductions WPG	MG-WPG
50193	3/10/2010	Eastlake High School	\$ 1,000 00	Robotics Team Competition	ED-D
50201	3/17/2010	Resource Area for Teaching	\$ 10,000 00	Support of RAFT teacher workshops, materials	ED-D
50202	3/17/2010	US Space & Rocket Center	\$ 1,000 00	Camp scholarships for underserved children	ED-D
50203	3/17/2010	American Cancer Society, NM	\$ 1,000 00	2010 Relay for Life	HH-D
50204	3/17/2010	American Cancer Society, Arkansas	\$ 1,000 00	2010 Relay for Life	HH-D

GenCorp Foundation **2010 Contribution Check Register**

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
50205	3/17/2010	American Cancer Society, VA	\$ 1,000 00	2010 Relay for Life	HH-D
50206	3/17/2010	Multiple Sclerosis, Tennessee	\$ 1,000 00	2010 MS Walk	HH-D
50207	3/17/2010	Schools Foundation	\$ 1,000 00	Teacher Development program	ED-D
50208	3/17/2010	University of Alabama, Huntsville	\$ 2,500 00	Aerojet Propulsion Scholarships	ED-D
50215	3/24/2010	Discovery Science & Space Center	\$ 20,000 00	Upgrade Challenger Center equipment	ED-D
50216	3/24/2010	Los Rios Foundation	\$ 2,000 00	2010 MESA Scholarship	ED-D
50217	3/24/2010	Sacramento Zoological Society	\$ 5,000 00	Education Dept Creative Photography workshop	ED-D
50218	3/24/2010	American Red Cross	\$ 19,175 00	Disaster Relief Fund (matching employees)	HH-D

Total Contributions - March 2010

69,812.50

50232	4/7/2010	University Foundation Sacramento State	\$ 100 00	1st quarter Matching Gift	MG
50234	4/7/2010	James Madison University	\$ 50 00	1st quarter Matching Gift	MG
50235	4/7/2010	Lambuth University	\$ 250 00	1st quarter Matching Gift	MG
50236	4/7/2010	Town & Country Lutheran School	\$ 250 00	1st quarter Matching Gift	MG
50237	4/7/2010	University of Virginia	\$ 50 00	1st quarter Matching Gift	MG
50238	4/7/2010	Cal Poly, Pomona	\$ 100 00	1st quarter Matching Gift	MG
50239	4/7/2010	Jesuit High School	\$ 250 00	1st quarter Matching Gift	MG
50240	4/7/2010	University of Tennessee	\$ 1,400 00	1st quarter Matching Gift	MG
50241	4/7/2010	University of Washington	\$ 680 00	1st quarter Matching Gift	MG
50242	4/7/2010	Johns Hopkins	\$ 100 00	1st quarter Matching Gift	MG
50243	4/7/2010	O'Dea High School	\$ 250 00	1st quarter Matching Gift	MG
50244	4/7/2010	Saint Mark's Lutheran School	\$ 112 50	Dollars for Doers - Matt Otterstatter	D4D
50254	4/14/2010	North Carolina State University	\$ 50 00	1st quarter Matching Gift	MG
50255	4/14/2010	Middlebury College	\$ 500 00	1st quarter Matching Gift	MG
50256	4/14/2010	Texas A & M	\$ 240 00	1st quarter Matching Gift	MG
50257	4/14/2010	Westmont College	\$ 250 00	1st quarter Matching Gift	MG
50264	4/28/2010	AmeriGives	\$ 12,301 98	1st quarter Matching Gift through WPG	MG-WPG

Total Contributions - April 2010

16,934.48

GenCorp Foundation **2010 Contribution Check Register**

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
Deposit	5/3/2010	Aerojet Delivers	\$ (397 48)	Aerojet Delivers Campaign Pledges	ED-C
50271	5/5/2010	Kentwood High School	\$ 750 00	Team America Rocketry Challenge	ED-D
50272	5/5/2010	Ingraham High School	\$ 2,000 00	Team America Rocketry Challenge	ED-D
50279	5/12/2010	NDIA Washington DC Chapter	\$ 1,000 00	Scholarship Fund	ED-D
50280	5/12/2010	Ouachita Area United Fund	\$ 2,000 00	Arkansas Scholars Banquet	ED-D
50281	5/12/2010	Society of Women Engineers	\$ 1,000 00	Scholarship Fund	ED-D
50282	5/12/2010	Lake Braddock High School	\$ 500 00	TARC (Team America Rocketry Challenge)	ED-D
50283	5/12/2010	Safetyville	\$ 800 00	3rd grade studnets' safety program	ED-D
50284	5/12/2010	Tusculum College	\$ 1,000 00	Scholarships for math & science studetns	ED-D
50285	5/12/2010	Northeast State Technical Community College	\$ 1,000 00	GenCorp/Aerojet Endowed Scholarship	ED-D
50286	5/12/2010	West View School	\$ 2,000 00	Equipment & supplies for math program	ED-D
50287	5/12/2010	Sulphur Springs School	\$ 2,000 00	Science & math materials/supplies	ED-D
50288	5/12/2010	Arden Middle School	\$ 1,000 00	Science Olympiad National Tournament	ED-D
50295	5/19/2010	Aerospace Museum of California	\$ 10,000 00	Star Trek Exhibit	ED-D
50296	5/19/2010	University Foundation Sacramento State	\$ 20,000 00	Academic assistance services College of Eng	ED-D
50297	5/19/2010	Socorro High School	\$ 1,000 00	Two science fair winners	ED-D
50304	5/26/2010	New Mexico Tech Performing Arts	\$ 1,000 00	2010-2011 Performing Arts Series	AC-D

Total Contributions - May 2010

46,652.52

50311	6/2/2010	Pacific Science Center	\$ 5,000 00	School Group Visit Assistance Program	ED-D
50312	6/2/2010	California Capital Airshow	\$ 5,000 00	Scholarships for aviation students	ED-D
50313	6/2/2010	Museum of Flight	\$ 5,000 00	Transportation to bring programs to schools	ED-D
50314	6/2/2010	AIAA Sacramento	\$ 4,000 00	Student grant project at CSUS	ED-D
50315	6/2/2010	University of Washington	\$ 5,000 00	Microgravity University Competition	ED-D
50322	6/9/2010	AmeriGives	\$ 1,925 00	MG checks for one-time credit card donations	MG-WPG
50324	6/9/2010	Gifts to Share	\$ 500 00	Mayor's Summer Reading Program	ED-D
50331	6/16/2010	Nashville Area Red Cross	\$ 430 00	Matching employee donations for TN floods	HH-D
50338	6/30/2010	American River Pkwy Foundation	\$ 1,250 00	Down River Day	CV-D
50340	6/30/2010	Cottonwood Valley Charter School	\$ 75 00	Dollars for Doers - Kathy Spring	D4D

Total Contributions - June 2010

28,180.00

GenCorp Foundation 2010 Contribution Check Register

Chk # Chk Date ORGANIZATION \$ Amt Contribution Purpose Category

50347	7/7/2010	Crocker Art Museum	\$	56,250.00	3rd installment for School & Teacher Programs	ED
50348	7/7/2010	Grinnell College	\$	40.00	2nd quarter MG	MG
50349	7/7/2010	Kuemper Catholic High School	\$	40.00	2nd quarter MG	MG
50350	7/7/2010	Mayfield Senior School	\$	100.00	2nd quarter MG	MG
50351	7/7/2010	University of Puget Sound	\$	40.00	2nd quarter MG	MG
50352	7/7/2010	University of North Carolina	\$	2,500.00	2nd quarter MG	MG
50353	7/7/2010	Wakefield School	\$	3,000.00	2nd quarter MG	MG
50354	7/7/2010	Azusa Pacific University	\$	600.00	2nd quarter MG	MG
50355	7/7/2010	Berea College	\$	250.00	2nd quarter MG	MG
50356	7/7/2010	Bucknell University	\$	100.00	2nd quarter MG	MG
50357	7/7/2010	Cornell University	\$	2,500.00	2nd quarter MG	MG
50358	7/7/2010	Jesuit High School	\$	40.00	2nd quarter MG	MG
50359	7/7/2010	Purdue Foundation	\$	750.00	2nd quarter MG	MG
50360	7/7/2010	Sacramento Country Day School	\$	1,000.00	2nd quarter MG	MG
50361	7/7/2010	Virginia Tech	\$	200.00	2nd quarter MG	MG
50362	7/7/2010	Washington University	\$	75.00	2nd quarter MG	MG
50364	7/7/2010	Sacred Heart Parish School	\$	3,000.00	2nd quarter MG	MG
50365	7/7/2010	Louisiana Tech University	\$	75.00	2nd quarter MG	MG
50366	7/7/2010	Horace Mann School	\$	3,000.00	2nd quarter MG	MG
50367	7/7/2010	Florida Institute of Technology	\$	3,000.00	2nd quarter MG	MG
50368	7/7/2010	Epiphany Catholic School	\$	600.00	2nd quarter MG	MG
50375	7/14/2010	University of Tennessee	\$	350.00	2nd quarter MG	MG
50382	7/28/2010	National Merit Scholarship Corp	\$	21,658.00	2010-2011 Scholarships	ED
50383	7/28/2010	Utah State University Research Found	\$	1,000.00	Frank J. Redd Student Scholarship	ED-D

Total Contributions - July 2010

100,168.00

50390	8/04/2010	Arkansas Single Parent Scholarship Fund	\$	10,000.00	Scholarship for Low Income Single Parents	ED-D
50397	8/11/2010	Amerigives, Inc	\$	12,855.56	2nd quarter Matching Gift through WPG	MG-WPG
50398	8/11/2010	Central Washington University	\$	1,000.00	Scholarship for Alexander Lauer	ED
50399	8/11/2010	Folsom Lake College Foundation	\$	1,000.00	STEM Scholarship - Folsom Lake College Trf Students	ED
50400	8/11/2010	United Way	\$	2,000.00	Operating Expenses to 15 Local Agencies	CV-D

GenCorp Foundation 2010 Contribution Check Register

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
50401	8/11/2010	SAU, Magnolia	\$ 1,000 00	Scholarship for Keli Williams	ED
50402	8/11/2010	University of Tennessee	\$ 1,000 00	Scholarship for Alexander Kilby	ED
50403	8/11/2010	University of Washington	\$ 1,000 00	Scholarship for Evan Nelson	ED
50404	8/11/2010	Virginia Tech	\$ 1,000 00	Scholarship for Corey Moran	ED
50405	8/11/2010	New Mexico State University	\$ 1,000 00	Scholarship for Charles Sevedra	ED
50406	8/11/2010	Ouachita Baptist University	\$ 1,000 00	Scholarship for Emory Clayborn	ED
50414	8/18/2010	B Street Theatre	\$ 5,000 00	School tour Program	AC-D
50415	8/18/2010	KVIE (Channel 6)	\$ 30,000 00	2010-2011 NOVA	ED
50416	8/18/2010	Sacramento Valley Conservancy	\$ 5,000 00	Environmental education	ED-D
50417	8/18/2010	East Tennessee University	\$ 1,000 00	Scholarship for Jacob Berry	ED
50418	8/18/2010	Virginia Commonwealth	\$ 1,000 00	Scholarship for Alison Dickson	ED
50419	8/18/2010	University of Washington	\$ 1,000 00	Scholarship for Jaime Katzher	ED
50420	8/18/2010	Arkansas Tech	\$ 1,000 00	Scholarship for Caitlyn Brinegar	ED
50421	8/18/2010	Virginia Tech	\$ 1,000 00	Scholarship for Carley Jones	ED
50422	8/18/2010	Community services Planning Council	\$ 1,000 00	Hands on Sacramento Day 9/11/2010	CV-D
50423	8/18/2010	Friends of Lakes Folsom and Natomas	\$ 416 66	Adopt a Trail Program Sept -Dec 2010	CV-D
50430	8/25/2010	New Mexico State University	\$ 1,000 00	Scholarship for Derrick Vinsohn	ED
Deposit	8/30/2010	Aerojet Delivers	\$ (461 56)	Aerojet Delivers Campaign Pledges	ED-C

Total Contributions - August 2010

79,810.66

50437	9/8/2010	Guide Dogs of America	\$ 1,000 00	IAM employees sponsored charity	CV-D
50445	9/15/2010	UC Davis College of Engineering	\$ 25,000 00	Depl Mechanical & Serospace Engineering	ED-D
50446	9/15/2010	University of Washington	\$ 25,000 00	Aeronautics & Astronautics Dept	ED-D
50454	9/22/2010	American Cancer Society, TN	\$ 500 00	Relay for Life (Haircut for the Cure)	HH-D
Deposit	9/20/2010	Aerojet Delivers	\$ (440 71)	Aerojet Delivers Campaign Pledges	-

Total Contributions - September 2010

51,059.29

50461	10/4/2010	Accreditation Board	\$ 9,325 00	Science Screen Reports	ED-D
50476	10/13/2010	Grace Lutheran Church & School	\$ 225 00	3rd quarter MG	MG

GenCorp Foundation **2010 Contribution Check Register**

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
50477	10/13/2010	Rose Hulman Institute of Technology	\$ 50 00	3rd quarter MG	MG
50478	10/13/2010	University of Michigan	\$ 500 00	3rd quarter MG	MG
50479	10/13/2010	Victory Christian	\$ 2,500 00	3rd quarter MG	MG
50480	10/13/2010	William Jessup University	\$ 1,000 00	3rd quarter MG	MG
50481	10/13/2010	Cal Poly, San Luis Obispo	\$ 140 00	3rd quarter MG	MG
50482	10/13/2010	Santa Francis High School	\$ 375 00	3rd quarter MG	MG
50483	10/13/2010	University of Tennessee	\$ 668 00	3rd quarter MG	MG
50484	10/13/2010	University of Notre Dame	\$ 3,000 00	3rd quarter MG	MG
50485	10/13/2010	Stone Middle School	\$ 200 00	3rd quarter MG	MG
50486	10/13/2010	Argonaut High School	\$ 1,000 00	3rd quarter MG	MG
50487	10/13/2010	Mark Twin Elementary	\$ 120 00	Dollars for Doers - Cynthia Uthus	D4D
50494	10/20/2010	American Cancer Society	\$ 92 00	Aerojet Delivers Kick-Off Event 10/7 10	MG-WPG
50495	10/20/2010	American River Parkway Foundation	\$ 33 00	Aerojet Delivers Kick-Off Event 10/7 10	MG-WPG
50496	10/20/2010	Amerigives	\$ 11,028 48	Aerojet Delivers Kick-Off Event 10/7 10	MG-WPG
50497	10/20/2010	United Way California	\$ 21 00	Aerojet Delivers Kick-Off Event 10/7 10	MG-WPG
50498	10/20/2010	American Red Cross	\$ 86 00	Aerojet Delivers Kick-Off Event 10/7 10	MG-WPG
50499	10/20/2010	American Heart Association	\$ 34 00	Aerojet Delivers Kick-Off Event 10/7 10	MG-WPG
50500	10/20/2010	Friends of Lakes Folsom & Natomas	\$ 28 00	Aerojet Delivers Kick-Off Event 10/7 10	MG-WPG
50501	10/20/2010	International Guiding Eyes, Inc	\$ 127 00	Aerojet Delivers Kick-Off Event 10/7 10	MG-WPG
50502	10/20/2010	Ronald McDonald House	\$ 26 00	Aerojet Delivers Kick-Off Event 10/7 10	MG-WPG
50503	10/20/2010	CASA El Dorado	\$ 45 00	Aerojet Delivers Kick-Off Event 10/7 10	MG-WPG
50504	10/20/2010	American Diabetes Association	\$ 83 00	Aerojet Delivers Kick-Off Event 10/7 10	MG-WPG
Deposit	10/25/2010	Aerojet Delivers	\$ (1,018 48)	Aerojet Delivers Campaign Pledges	-

Total Contributions - October 2010

29,688.00

50511	11/10/2010	American River Natural History	\$ 10,000 00	Effie Yeaw Nature Center's Programs	ED-D
50512	11/10/2010	Eastlake High School	\$ 2,000 00	First Robotics Team	ED-D
50513	11/10/2010	Culpepper Food Closet	\$ 500 00	Holiday Funding	CV-D
50514	11/10/2010	Folsom Cordova Unified School District	\$ 4,800 00	Folsom Cordova Middle School Science Fair	ED-D
50515	11/10/2010	Folsom Cordova Unified School District	\$ 35,000 00	Project Lead the Way	ED-D
50516	11/10/2010	Good Samaritan Ministries	\$ 1,000 00	Holiday Funding	CV-D
50517	11/10/2010	Mustard Seed School % Loaves & Fishes	\$ 500 00	Holiday Funding	CV-D
50518	11/10/2010	Ouachita Area United Fund	\$ 1,000 00	Holiday Funding	CV-D

GenCorp Foundation **2010 Contribution Check Register**

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
50519	11/10/2010	Puerto Seguro, Inc	\$ 500 00	Holiday Funding	CV-D
50520	11/10/2010	Salvation Army - Virginia	\$ 500 00	Holiday Funding	CV-D
50521	11/10/2010	Sacramento Area Emergency Housing Center	\$ 500 00	Holiday Funding	CV-D
50522	11/10/2010	Sacramento Regional Science Fair Foundation	\$ 2,500 00	Regional Science Fair	ED-D
50523	11/10/2010	SERVE, Inc	\$ 1,000 00	Holiday Funding	CV-D
50524	11/10/2010	Stanford Settlement	\$ 500 00	Holiday Funding	CV-D
50525	11/10/2010	Starbase Academy of California	\$ 25,000 00	Funding for Part-Time Instructor	ED-D
50526	11/10/2010	Virginia Tech Foundation	\$ 25,000 00	Thermo Vision ExaminiR Infrared Camera	ED-D
50528	11/10/2010	Northwest Harvest King County	\$ 1,000 00	Holiday Funding	CV-D
50529	11/10/2010	Socorro Storehouse, Inc	\$ 500 00	Holiday Funding	CV-D
50530	11/10/2010	Toys for tots, Huntsville	\$ 1,000 00	Holiday Funding	CV-D
50531	11/10/2010	Ogden-Weer Community Action Partnership Food	\$ 1,000 00	Holiday Funding	CV-D
50532	11/10/2010	Los Angeles Mission	\$ 1,000 00	Holiday Funding	CV-D
50533	11/10/2010	SOVA Community Food & Resource Program	\$ 500 00	Holiday Funding	CV-D
50534	11/10/2010	West Valley Food Pantry Prince of Peace	\$ 500 00	Holiday Funding	CV-D
50535	11/10/2010	SOME	\$ 1,000 00	Holiday Funding	CV-D
50536	11/10/2010	SAU Technology Foundation	\$ 15,000 00	Defense & Aerospace Pre-Employment Training	ED-D
50537	11/10/2010	SAU Foundation	\$ 17,000 00	Undergraduate Laboratory Preceptor Experience	ED-D
50538	11/10/2010	Aviation High School	\$ 2,000 00	First Robotics Team	ED-D
50539	11/10/2010	Lake Braddock High School	\$ 500 00	Team America Rocketry Challenge	ED-D
50540	11/10/2010	William H Wetsel Middle School	\$ 1,000 00	Middle School Model Rocketry Program	ED-D
50541	11/10/2010	Mountain Vista Governor's School for Science	\$ 500 00	Team America Rocketry Challenge	ED-D
50542	11/10/2010	Yolo Basin Foundation	\$ 6,000 00	Discover the Flyway School Program	ED-D
50543	11/10/2010	UC Regent's LAWR Environmentors	\$ 2,500 00	Support of High School Environ Mentors Program	ED-D
50544	11/10/2010	Sacramento Splash	\$ 2,500 00	School Scholarship "Life in Our Watershed"	ED-D
50545	11/10/2010	Northern Virginia Community College Foundation	\$ 15,000 00	SysTEMic Solutions 1st Year of 3 Years Commitment	ED-C
50546	11/10/2010	Cristy Rey High School	\$ 25,000 00	Upgrade Science Laboratory	ED-D
Deposit	11/8/2010	Aerojet Delivers	\$ (2,025 58)	Aerojet Delivers Campaign Pledges	-

Total Contributions - November 2010

201,774.42

YTD CONTRIBUTIONS - NOVEMBER 2010

685,679.25

STATEMENT 5

STATEMENT 5

Directors, Officers and Trustees Report

GenCorp Foundation, Incorporated

as of November 30, 2010

Name	Organization	Compensation Paid
Juanita Garcia	GenCorp Foundation Director	None
Jennifer Goolis	Trustee, GenCorp Foundation, Incorporated	None
Jennifer Goolis	Secretary, GenCorp Foundation, Incorporated	None
David Hatch	Trustee, GenCorp Foundation, Incorporated	None
Roger M. Myers	Trustee, GenCorp Foundation, Incorporated	None
Ron Samborsky	Trustee, GenCorp Foundation, Incorporated	None
Robert Shenton	Trustee, GenCorp Foundation, Incorporated	None
Diane L. Wallace	Trustee, GenCorp Foundation, Incorporated	None
Diane L. Wallace	Treasurer, GenCorp Foundation, Incorporated	None

STATEMENT 6

GENCORP FOUNDATION, INCORPORATED
FEIN 68-0441559
FYE NOVEMBER 30, 2010

Page 9, Part XIII, Line 2a

Part XIII is being amended as we inadvertently omitted the amount from line 2a on the originally filed return.

|

|