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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

2010

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

For calendar year 2010, or tax year beginning **DECEMBER 1**, 2010, and ending **NOVEMBER 30**, 2011G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeName 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) Room/suite B Telephone number (see page 10 of the instructions)
P.O. BOX 15619 - TAX DEPT. **(916) 355-3054**City or town, state, and ZIP code C If exemption application is pending, check here ☐
SACRAMENTO, CA 95852-0619 D 1 Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐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) ☐ Accounting method ☒ Cash ☐ Accrual
16) \$ 15,202,650 (Part I, column (d) must be on cash basis) 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 ☐**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	554,430	554,430		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	214,834			
b Gross sales price for all assets on line 6a 6,157,492				
7 Capital gain net income (from Part IV, line 2)		214,834		
8 Net short-term capital gain				
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	12,542	12,542		
12 Total. Add lines 1 through 11	781,806	781,806		
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	76,043	76,043		
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	184,823	80,574		104,249
24 Total operating and administrative expenses. Add lines 13 through 23	260,866	156,617		104,249
25 Contributions, gifts, grants paid	748,290			748,290
26 Total expenses and disbursements. Add lines 24 and 25	1,009,156	156,617		852,539
27 Subtract line 26 from line 12	(227,350)			
a Excess of revenue over expenses and disbursements		625,189		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

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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		230,542	593,623	593,623
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶		17,014	163,406	163,406
	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 15 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	13,458,998	12,722,175	14,445,621	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	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)	13,706,554	13,479,204	15,202,650	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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)					
Foundations that follow SFAS 117, check here ▶ ☐	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	13,706,554	13,479,204	
		30	Total net assets or fund balances (see page 17 of the instructions)			
		31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,706,554	13,479,204	

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	13,706,554
2	Enter amount from Part I, line 27a	2	(227,350)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,479,204
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	13,479,204

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 6,157,492		5,942,658	214,834		
b					
c					
d					
e					
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			214,834		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	214,834	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
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.					

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))
2009	802,595	15,014,705	0.0535
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
2 Total of line 1, column (d)			0.2473
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			0.0495
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			15,686,305
5 Multiply line 4 by line 3			776,472
6 Enter 1% of net investment income (1% of Part I, line 27b)			6,252
7 Add lines 5 and 6			782,724
8 Enter qualifying distributions from Part XII, line 4			852,539

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.

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

1 a	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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	6,252
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	6,252
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	6,252
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	9,779
b	Exempt foreign organizations-tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	9,779
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,527
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 3,527 Refunded ☐ 11	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a	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
4 a	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	
8 a	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 2010 or the taxable year beginning in 2010 (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? Website address ► <u>www.gencorp.com/pages/gcfound.html</u>	13	X	
14	The books are in care of ► <u>DIANE WALLACE</u> Telephone no ► <u>(916) 355-3054</u> Located at ► <u>P.O. BOX 15619 - TAX DEPT., SACRAMENTO, CA</u> ZIP + 4 ► <u>95852-0619</u>			
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		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 22 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 2010 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 2010)	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 2010?	4b	X

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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
		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 24 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

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	15,619,279
b	Average of monthly cash balances	1b	305,904
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,925,183
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	15,925,183
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	238,878
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,686,305
6	Minimum investment return. Enter 5% of line 5	6	784,315

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	784,315
2a	Tax on investment income for 2010 from Part VI, line 5	2a	6,252
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,252
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	778,063
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	778,063
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	778,063

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	852,539
b	Program-related investments - total from Part IX-B	1b	
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	852,539
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	6,252
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	846,287

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				778,063
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			13,663	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	0			
b From 2006	0			
c From 2007	0			
d From 2008	0			
e From 2009	0			
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 852,539				
a Applied to 2009, but not more than line 2a . . .			13,663	
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 2010 distributable amount				838,876
e Remaining amount distributed out of corpus . . .				
5 Excess distributions carryover applied to 2010 . (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				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				(60,813)
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007		
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				748,290
Total			▶ 3a	748,290
b Approved for future payment				
Total			▶ 3b	

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	12,542	-	12,542
	<u>12,542</u>	<u>-</u>	<u>12,542</u>
Other Expenses			
Form 990-PF, Page 1, Line 23			
Fringed Labor & Operating Expenses	-	88,003	88,003
Bank Fees	-	6	6
Federal Taxes	-	13,400	13,400
State Fees	-	160	160
Legal Fees		2,500	2,500
Post Office		180	180
Investment Management Fees	80,574	-	80,574
	<u>80,574</u>	<u>104,249</u>	<u>184,823</u>

STATEMENT 2

GENCORP FOUNDATION, INCORPORATED
FEIN: 68-0441559

INVESTMENTS
FYE 11/30/11

	END OF YEAR	
	Book Value	Fair Market Value
Form 990-PF, Page 2, Part II, Line 10b		
Miller/Howard Multi-Core MLP	632,068	769,933
Federated Multi - Cap Value	504,159	548,799
Allianz All - Cap Value	565,697	681,296
Cincinnati Asset Management	1,959,974	2,173,411
Western Asset Management Company	625,628	650,856
ING High Yield	944,128	989,541
Lord, Abbett & Co LLC	2,249,809	1,981,856
Victory Capital Management, Inc.	518,093	561,677
Custom Portfolio	3,246,745	3,390,017
Celtic Pharmaceutical Holdings LP	1,475,874	2,698,235
 TOTAL CORPORATE STOCK	 <u>12,722,175</u>	 <u>14,445,621</u>

STATEMENT 3

STATEMENT 3

GENCORP FOUNDATION, INCORPORATED
 FEIN 68-0441559
 FYE NOVEMBER 30, 2011
 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	Various	176,514	(138,204)	38,310
Various Account 176148	Various	964,684	(951,838)	12,846
Various Account 176149	Various	305,414	(239,113)	66,301
Various Account 176150	Various	691,838	(644,627)	47,211
Various Account 176151	Various	877,410	(850,262)	27,148
Various Account 176152	Various	821,149	(812,887)	8,262
Various Account 176153	Various	39,633	(40,000)	(367)
Various Account 176154	Various	134,310	(118,945)	15,365
Various Account 176155	Various	2,146,540	(2,146,782)	(242)
TOTAL GAIN (LOSS)		6,157,492	(5,942,658)	214,834

STATEMENT 4

GenCorp Foundation

2011 Contribution Check Register

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
50560	1/12/2011	Bishop O'Connell High School	\$ 250 00	GenCorp Foundation Matching Gift	MG
50561	1/12/2011	California State University-Fresno	\$ 100 00	GenCorp Foundation Matching Gift	MG
50562	1/12/2011	George Mason University Foundation	\$ 100 00	GenCorp Foundation Matching Gift	MG
50563	1/12/2011	James Madison University	\$ 50.00	GenCorp Foundation Matching Gift	MG
50564	1/12/2011	Saint John Notre Dame School	\$ 500.00	GenCorp Foundation Matching Gift	MG
50565	1/12/2011	Northwest University	\$ 500 00	GenCorp Foundation Matching Gift	MG
50566	1/12/2011	Stevens Institute of Technology	\$ 3,000 00	GenCorp Foundation Matching Gift	MG
50567	1/12/2011	Georgetown University	\$ 750 00	GenCorp Foundation Matching Gift	MG
50569	1/12/2011	Virginia Tech Foundation	\$ 1,000 00	GenCorp Foundation Matching Gift	MG
50570	1/12/2011	Wakefield School	\$ 250 00	GenCorp Foundation Matching Gift	MG
50571	1/12/2011	Wesley College	\$ 25 00	GenCorp Foundation Matching Gift	MG
50572	1/12/2011	William Jessup University	\$ 3,000 00	GenCorp Foundation Matching Gift	MG
50573	1/12/2011	Woodinville Montessori School	\$ 100 00	GenCorp Foundation Matching Gift	MG
50574	1/12/2011	California Institute of Technology	\$ 50 00	GenCorp Foundation Matching Gift	MG
50575	1/12/2011	Jesuit High School	\$ 750 00	GenCorp Foundation Matching Gift	MG
50576	1/12/2011	Loyola Marymount University	\$ 250 00	GenCorp Foundation Matching Gift	MG
50577	1/12/2011	Santa Clara University	\$ 250 00	GenCorp Foundation Matching Gift	MG
50578	1/12/2011	University of California - Berkeley Foundation	\$ 100 00	GenCorp Foundation Matching Gift	MG
50579	1/12/2011	United States Military Academy	\$ 3,000 00	GenCorp Foundation Matching Gift	MG
50580	1/12/2011	University of Notre Dame	\$ 200 00	GenCorp Foundation Matching Gift	MG
50581	1/12/2011	University of Nevada - Reno foundation	\$ 700 00	GenCorp Foundation Matching Gift	MG
50582	1/12/2011	George Washington University	\$ 50 00	GenCorp Foundation Matching Gift	MG
50583	1/12/2011	Golden Hills School	\$ 350 00	GenCorp Foundation Matching Gift	MG
50584	1/12/2011	Greenhills School	\$ 50.00	GenCorp Foundation Matching Gift	MG
50585	1/12/2011	Oswego College Foundation	\$ 25.00	GenCorp Foundation Matching Gift	MG
50587	1/12/2011	Christo Rey High School	\$ 75 00	GenCorp Foundation Matching Gift	MG
50586	1/12/2011	Cottonwood Valley Charter School	\$ 63 75	Educational Dollars for Doers Program	D4D
50588	1/12/2011	Holy Trinity School	\$ 120 00	Educational Dollars for Doers Program	D4D
50595	1/26/2011	University of Virginia-Office of University Development	\$ 50 00	GenCorp Foundation Matching Gift	MG
50596	1/26/2011	University of Puget Sound	\$ 200 00	GenCorp Foundation Matching Gift	MG
50597	1/26/2011	Virginia Tech Foundation	\$ 100 00	GenCorp Foundation Matching Gift	MG

STATEMENT 4

GenCorp Foundation

2011 Contribution Check Register

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
50598	1/26/2011	Wheaton College	\$ 150.00	GenCorp Foundation Matching Gift	MG
50599	1/26/2011	Jesuit High School	\$ 100.00	GenCorp Foundation Matching Gift	MG
50600	1/26/2011	Saint Francis High School	\$ 50.00	GenCorp Foundation Matching Gift	MG
50601	1/26/2011	West Virginia Wesleyan College	\$ 50.00	GenCorp Foundation Matching Gift	MG
50602	1/26/2011	Trustees of Tufts College	\$ 100.00	GenCorp Foundation Matching Gift	MG
50603	1/26/2011	Seattle University	\$ 100.00	GenCorp Foundation Matching Gift	MG
50600	1/26/2011	Saint Francis High School	\$ (50.00)	GenCorp Foundation Matching Gift	MG
Deposit	1/28/2011	Aerojet Delivers	\$ (3,000.45)	Aerojet Delivers Campaign Pledges	-
Deposit	2/7/2011	Aerojet Delivers	\$ (441.56)	Aerojet Delivers Campaign Pledges	-
50617	2/9/2011	American River Parkway Foundation	\$ 1,250.00	Parkway Sponsor for 2011	CV-D
50620	2/9/2011	Friends of Lakes Folsom and Natomas	\$ 1,250.00	Adopt a Trail Program in 2011	CV-D
50619	2/9/2011	Spotsylvania High School	\$ 500.00	Sponsor TARC Team	ED-D
50621	2/9/2011	West View School	\$ 2,000.00	Science Room Lab for Elementary School	ED-D
50622	2/9/2011	Sulphur Springs School	\$ 2,000.00	Construct 4-8 Science Lab Rooms	ED-D
50629	2/16/2011	UC Regents	\$ 1,000.00	2010/2011 SAE Aero Design Competition	ED-D
Deposit	2/16/2011	Aerojet Delivers	\$ (175.00)	Aerojet Delivers Campaign Pledges	-
50639	2/23/2011	Explore Mars	\$ 10,000.00	2011 Mars Education Challenge	ED-D
50640	2/23/2011	AIAA At UVA	\$ 1,000.00	AIAA Student Paper Conference at Univ of Virginia	ED-D
50641	2/23/2011	Playing at Learning	\$ 500.00	First World Championship Support in St Louis	ED-D
50642	2/23/2011	Girl Scout Heart of Central California	\$ 5,000.00	Air Aware 2011-at UC Davis	ED-D
50649	3/2/2011	Amerigives, Inc	\$ 12,755.19	4th Quarter 2010 WPG Matching Gifts	MG
50664	3/9/2011	St. Mark's Lutheran School	\$ 90.00	Educational Dollars For Dorers Program	D4D
50666	3/9/2011	New Mexico Performance Arts - Macey Center	\$ 1,000.00	2011-2012 Performing Arts Series - Discretionary	AC-D
50656	3/9/2011	Discovery Science & Space Center	\$ 5,000.00	Powerhouse Science Center - Discretionary	ED-D
50657	3/9/2011	Los Rios Foundation	\$ 2,500.00	MESA Scholarships - Discretionary	ED-D
50658	3/9/2011	Society of Women Engineers Sacramento	\$ 1,000.00	Scholarship Fund - Discretionary	ED-D
50665	3/9/2011	Education Foundation for Aerospace	\$ 1,000.00	Air Force Assn Chapter 16 Scholarship - Discretionary	ED-D
50673	3/16/2011	American Cancer Society	\$ 500.00	Relay For Life	HH-A
50674	3/16/2011	Lake Braddock High School	\$ 500.00	Funds to Assist TARC Qualification - Discretionary	ED-D
50675	3/16/2011	Mountain Vista Governor's School for Science	\$ 500.00	Funds to Assist TARC Qualification - Discretionary	ED-D
50676	3/16/2011	Lake Washington Schools Foundation	\$ 2,000.00	STEMS Program - Discretionary	ED-D
50683	3/23/2011	Amerigives, Inc	\$ 4,325.01	One-Time WPG 2011	MG

STATEMENT 4

GenCorp Foundation

2011 Contribution Check Register

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
50684	3/23/2011	Ingram High School	\$ 700.00	TARC Funding - Discretionary	ED-D
50685	3/23/2011	Kentwood High School	\$ 700.00	TARC Funding - Discretionary	ED-D
50693	3/30/2011	Second Harvest Food Bank	\$ 500.00	Food for Kids Program - Discretionary	CV-D
50692	3/30/2011	Tusculum College	\$ 1,000.00	GenCorp Foundation Annual Scholarship - Discretionary	ED-D
50701	4/6/2011	Green Valley Elementary	\$ 150.00	Educational Dollars For Doers Program	D4D
50702	4/6/2011	Weber State University	\$ 200.00	Judging the Junior Ritchey Science Fair of Utah	ED-D
50710	4/13/2011	Brigham Young University, Hawaii	\$ 25.00	1st quarter MG	MG
50712	4/13/2011	CSUS	\$ 125.00	1st quarter MG	MG
50713	4/13/2011	Colorado School of Mines	\$ 100.00	1st quarter MG	MG
50715	4/13/2011	Georgetown University	\$ 100.00	1st quarter MG	MG
50717	4/13/2011	Texas A&M	\$ 250.00	1st quarter MG	MG
50718	4/13/2011	Town & Country Lutheran School	\$ 250.00	1st quarter MG	MG
50719	4/13/2011	University of Virginia	\$ 1,500.00	1st quarter MG	MG
50720	4/13/2011	Victory Christian, Camden	\$ 750.00	1st quarter MG	MG
50721	4/13/2011	Wakefield Schol	\$ 3,000.00	1st quarter MG	MG
50722	4/13/2011	Woodinville Montessori School	\$ 150.00	1st quarter MG	MG
50723	4/13/2011	Bethel University	\$ 150.00	1st quarter MG	MG
50724	4/13/2011	Cal Poly Pomona	\$ 100.00	1st quarter MG	MG
50725	4/13/2011	Cal State, Chico	\$ 100.00	1st quarter MG	MG
50726	4/13/2011	Hillsdale College	\$ 50.00	1st quarter MG	MG
50727	4/13/2011	Saint Francis High School	\$ 500.00	1st quarter MG	MG
50728	4/13/2011	Stony Brook University	\$ 75.00	1st quarter MG	MG
50729	4/13/2011	University of Tennessee	\$ 1,008.00	1st quarter MG	MG
50730	4/13/2011	University of Washington Foundation	\$ 680.00	1st quarter MG	MG
50731	4/13/2011	University of Missouri-Rolla	\$ 50.00	1st quarter MG	MG
50732	4/13/2011	University of Notre Dame	\$ 3,000.00	1st quarter MG	MG
50733	4/13/2011	Saint Theresa School	\$ 100.00	1st quarter MG	MG
50734	4/13/2011	Presentation School	\$ 200.00	1st quarter MG	MG
50735	4/13/2011	Johns Hopkins	\$ 100.00	1st quarter MG	MG
50736	4/13/2011	Horace Mann	\$ 3,000.00	1st quarter MG	MG
50737	4/13/2011	George Washington Carver	\$ 500.00	1st quarter MG	MG
50738	4/13/2011	Florida Institute of Technology	\$ 3,000.00	1st quarter MG	MG

STATEMENT 4

GenCorp Foundation

2011 Contribution Check Register

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
50739	4/13/2011	Christopher Newport	\$ 100.00	1st quarter MG	MG
50744	4/13/2011	Prince William County Schools Foundation	\$ 300.00	Volunteers at Homeless Animal Rescue Team Event	ED-A
50742	4/13/2011	HART	\$ 200.00	Volunteers at Homeless Animal Rescue Team Event	CV-D
50714	4/13/2011	Ouachita Area United fund	\$ 2,000.00	2011 Arkansas Scholars Award Program	ED-D
50740	4/13/2011	East Tennessee State	\$ 500.00	ROTC Scholarship	ED-D
50741	4/13/2011	Go-Nest Robotics Team	\$ 1,000.00	FIRST Robotics World Championship	ED-D
50743	4/13/2011	Lincoln High School Robotics	\$ 500.00	FIRST Robotics World Championship	ED-D
50745	4/13/2011	University of Washington Foundation	\$ 2,000.00	Friends of Washington NASA Space Grant	ED-D
50746	4/13/2011	University of Washington Foundation	\$ 4,000.00	2011 NASA Microgravity University Competition	ED-D
50753	4/20/2011	Saint Francis High School	\$ 200.00	Dollars for Doers - Kathy Redd	D4D
50754	4/20/2011	American Cancer Society, Virginia	\$ 1,000.00	Relay for Life 2011	HH-A
50755	4/20/2011	Socorro High School	\$ 1,000.00	2011 Science Fair Awards	ED-D
Deposit	4/25/2011	Aerojet Delivers	\$ (281.65)	Aerojet Delivers Campaign Pledges	-
50762	4/27/2011	AmeriGives	\$ 11,468.69	1st quarter MG through WPG	MG-WPG
50771	5/4/2011	University of North Carolina	\$ 2,500.00	1st quarter MG	MG
50772	5/4/2011	Skyline High School Rocketry Club	\$ 2,000.00	Support for TARC national finals	ED-D
50773	5/4/2011	Capital Airshow Group	\$ 5,000.00	2011 Capital Airshow Scholarship	ED-D
50782	5/11/2011	American Cancer Society, Albuquerque	\$ 750.00	2011 Relay for Life	HH-A
50783	5/11/2011	Multiple Sclerosis, Tennessee	\$ 1,000.00	2011 MS Walk	HH-A
50787	5/11/2011	American Cancer Society, Arkansas	\$ 1,000.00	2011 Relay for Life	HH-A
50780	5/11/2011	American River Parkway Foundation	\$ 10,800.00	"Kids Don't Float" life jackets	CV-D
50781	5/11/2011	NDIA Washington DC Chapter	\$ 1,000.00	2011 Scholarship	ED-D
50784	5/11/2011	LEED	\$ 5,000.00	PLTW Gateway Academy Summer Day Camp	ED-D
50785	5/11/2011	Sol Aureus College Prep	\$ 5,000.00	Technology Building for Student Achievement	ED-D
50786	5/11/2011	Washington Aerospace Scholars Foundation	\$ 5,000.00	Learning and recruitment materials	ED-D
9300038	5/12/2011	United Way Madison County	\$ 5,000.00	Disaster Relief for Northern Alabama	HH-D
50795	5/18/2011	Gifts to Share	\$ 1,000.00	2011 WAVE Camp	CV-A
50796	5/18/2011	Habitat for Humanity	\$ 1,500.00	Employee home construction, May 14th	CV-A
50797	5/18/2011	American Cancer Society	\$ 500.00	Employee bake sale & golf tournament	HH-A
50794	5/18/2011	American Red Cross, Sacramento	\$ 16,175.00	Disaster Relief for Japan Earthquake	HH-D
50804	6/1/2011	American Cancer Society, Arkansas	\$ 500.00	Relay for Life Team held annual Burger Bargain	HH-A
50805	6/1/2011	Good Samaritan Food Pantry	\$ 500.00	Employee volunteers for food drive 5/14/2011	HH-A

STATEMENT 4

GenCorp Foundation

2011 Contribution Check Register

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
50806	6/1/2011	Los Angeles Regional Food Bank	\$ 1,000.00	Employee volunteers at food bank 4/2/2011	HH-A
50820	6/22/2011	Folsom Hills Elementary	\$ 65.00	WPG MG 1 time 2010	MG-WPG
50823	6/22/2011	Stephens Community Outreach Center	\$ 500.00	Employees volunteered at Center	CV-A
50824	6/22/2011	13th Judicial District CASA	\$ 500.00	Employees volunteered for fundraising	CV-A
50825	6/22/2011	National Children's Advocacy Center	\$ 1,000.00	Response and prevention services for children	CV-D
50821	6/22/2011	STEDTRAIN	\$ 1,500.00	Seed Grant Program for K-12	ED-D
50822	6/22/2011	University of Alabama, Huntsville	\$ 2,500.00	Aerojet Propulsion Scholarship	ED-D
50833	6/29/2011	Utah State Research Space Dynamics Lab	\$ 1,000.00	Frank J. Redd Student Scholarship	ED-D
50834	6/29/2011	American Red Cross, Huntsville	\$ 3,613.00	Matching employee donations to Midwest/Southeast Disaster Relief	HH-D
50835	6/29/2011	American Red Cross, Arkansas	\$ 3,613.00	Matching employee donations to Midwest/Southeast Disaster Relief	HH-D
50842	7/6/2011	Jonesborough Middle School	\$ 340.00	D4D for Kelli Bray	D4D
50843	7/6/2011	Greenhills Elementary School	\$ 300.00	D4D for Donna Nathanson	D4D
50844	7/6/2011	Lake Washington SD Special Education	\$ 210.00	D4D for Betty Tiberio	D4D
50845	7/6/2011	Florin Elementary School	\$ 200.00	D4D for Bee Vue	D4D
50852	7/20/2011	Folsom Lake College Foundation	\$ 150.00	2nd Quarter MG	MG
50853	7/20/2011	Grinnell College	\$ 25.00	2nd Quarter MG	MG
50854	7/20/2011	Kuemper Catholic High School	\$ 20.00	2nd Quarter MG	MG
50855	7/20/2011	Los Rios Foundation	\$ 250.00	2nd Quarter MG	MG
50856	7/20/2011	Middlebury College	\$ 250.00	2nd Quarter MG	MG
50857	7/20/2011	University of Puget Sound	\$ 25.00	2nd Quarter MG	MG
50858	7/20/2011	Virginia Tech Foundation	\$ 250.00	2nd Quarter MG	MG
50859	7/20/2011	Azusa Pacific University	\$ 500.00	2nd Quarter MG	MG
50860	7/20/2011	Cal Poly, SLO	\$ 100.00	2nd Quarter MG	MG
50861	7/20/2011	UC Davis Foundation	\$ 50.00	2nd Quarter MG	MG
50862	7/20/2011	University of Tennessee	\$ 370.00	2nd Quarter MG	MG
50863	7/20/2011	University of Washington Foundation	\$ 500.00	2nd Quarter MG	MG
50864	7/20/2011	Washington University	\$ 50.00	2nd Quarter MG	MG
50865	7/20/2011	Washington & Lee University	\$ 3,000.00	2nd Quarter MG	MG
50866	7/20/2011	Rainy River Community College	\$ 50.00	2nd Quarter MG	MG
50867	7/20/2011	Presentation School	\$ 500.00	2nd Quarter MG	MG
50868	7/20/2011	Bellarmino College Preparatory	\$ 2,000.00	2nd Quarter MG	MG

STATEMENT 4

GenCorp Foundation

2011 Contribution Check Register

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
Deposit	7/26/2011	Aerojet Delivers	\$ (319.27)	Aerojet Delivers Campaign Pledges	-
50876	7/27/2011	Northern Virginia Family Services	\$ 500.00	Employees organized donations for baby care	CV-A
50877	7/27/2011	Spiritual Care Support Ministries	\$ 200.00	Employees hosted informational booth at Fair	CV-A
50881	7/27/2011	Christian Sports Association	\$ 1,000.00	Employees held a car wash	CV-A
50875	7/27/2011	Susan G. Komen Breast Cancer Fdn.	\$ 500.00	Employees held a golf tournament	HH-A
50878	7/27/2011	Arthritis Foundation, Pacific Chapter	\$ 500.00	Employees volunteered for juvenile arthritis camp	HH-A
50879	7/27/2011	American Cancer Society, TN	\$ 1,500.00	Employees participated in the 2011 Relay for Life	HH-A
50880	7/27/2011	Multiple Sclerosis, Tennessee	\$ 500.00	2011 MS Walk	HH-A
50882	7/27/2011	Freedom Riders	\$ 1,000.00	Employees helped disabled children ride horses	HH-A
50889	8/3/2011	AmeriGives	\$ 13,009.58	2nd quarter MG through WPG	MG-WPG
50895	8/3/2011	Sacramento Tree Foundation	\$ 1,000.00	Shade tree retrofit project	CV-D
50891	8/3/2011	Henderson State University	\$ 1,000.00	2011 Scholarship for Zachary Anders	ED-D
50892	8/3/2011	Embry-Riddle Aeronautical University	\$ 1,000.00	2011 Scholarship for Navid Shafa	ED-D
50893	8/3/2011	University of Arkansas	\$ 1,000.00	2011 Scholarship for Tevin Wooten	ED-D
50894	8/3/2011	Auburn University	\$ 1,000.00	2011 Scholarship for Elizabeth Bowen	ED-D
50896	8/3/2011	Virginia Tech	\$ 1,000.00	2011 Scholarship for Kristina Salazar	ED-D
50897	8/3/2011	University of Maryland	\$ 1,000.00	2011 Scholarship for Krizia Udquim	ED-D
50898	8/3/2011	University of Alabama, Huntsville	\$ 1,000.00	2011 Scholarship for Megan Walker	ED-D
50899	8/3/2011	New Mexico Tech	\$ 1,000.00	2011 Scholarship for Cody Sonnenfeld	ED-D
50900	8/3/2011	Brigham Young University	\$ 1,000.00	2011 Scholarship for Shawn Green	ED-D
50901	8/3/2011	University of Alabama, Birmingham	\$ 1,000.00	2011 Scholarship for Pranayraj Kondapally	ED-D
50902	8/3/2011	University of Tennessee	\$ 1,000.00	2011 Scholarship for David Matheson	ED-D
50903	8/3/2011	University of Tennessee	\$ 1,000.00	2011 Scholarship for Isaac Robinette	ED-D
50904	8/3/2011	Ouachita Baptist University	\$ 1,000.00	2011 Scholarship for Kyle Hargis	ED-D
50905	8/3/2011	Carnegie Mellon	\$ 1,000.00	2011 Scholarship for Ethan Chan	ED-D
50913	8/10/2011	National Merit Scholarship	\$ 24,150.00	2011-2012 Academic Year	ED
50912	8/10/2011	KVIE/CHANNEL 6	\$ 30,000.00	2011-2012 NOVA Sponsorship	ED-D
50914	8/10/2011	University of Montana	\$ 1,000.00	2011 Scholarship for Katelyn Kammers	ED-D
50923	8/17/2011	Sacramento Choral Society	\$ 1,000.00	Free performance for Title One students	AC-D
50922	8/17/2011	Guide Dogs of America	\$ 1,000.00	Sponsorship of 2011 Car Show	CV-D
50921	8/17/2011	Germann Community College	\$ 1,000.00	2011 Scholarship for Adriana Antezana	ED-D
50925	8/17/2011	US Space & Rocket Center	\$ 1,000.00	2012 Space Camp	ED-D

STATEMENT 4

GenCorp Foundation

2011 Contribution Check Register

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
50926	8/17/2011	Roseville Home Start	\$ 1,650.00	"Build a Robot" kits - after school program	ED-D
50927	8/17/2011	Weber State University	\$ 1,000.00	2011 Scholarship for Jacob Nolan	ED-D
50938	8/24/2011	Resource Area for Teaching	\$ 2,000.00	Employees volunteered at "Back to School" sale	CV-A
50937	8/24/2011	Huntsville Symphony Orchestra	\$ 1,000.00	Third Grade Violin Program	AC-D
50934	8/24/2011	Aerospace Museum of California	\$ 20,000.00	Fun with Physics Exhibit	ED-D
50935	8/24/2011	Boys & Girls Club El Dorado	\$ 10,000.00	Project Learn/Robo	ED-D
50936	8/24/2011	Discovery Science & Space Center	\$ 20,000.00	Challenger Learning Center	ED-D
50945	8/31/2011	Crocker Art Museum	\$ 56,250.00	Final payment of 4 year commitment art programs	ED
50953	8/31/2011	Northern Virginia Community College Fdn.	\$ 15,000.00	2nd installment to SySTEMic Solutions Program	ED
50946	8/31/2011	Los Rios Foundation	\$ 23,000.00	Reflective telescope for Cameron Park Observatory	ED-D
50947	8/31/2011	Pacific Science Center	\$ 10,000.00	Educational Programs	ED-D
50948	8/31/2011	UC Santa Barbara	\$ 1,000.00	2011 Scholarship for Jasmine Enriquez	ED-D
50949	8/31/2011	Virginia Tech	\$ 1,000.00	2011 Scholarship for William Harris	ED-D
50950	8/31/2011	Arkansas Single Parent Scholarship Fund	\$ 10,000.00	2011-2012 scholarships	ED-D
50951	8/31/2011	ASMSA	\$ 28,575.00	Science Dept equipment & science fair prizes	ED-D
50954	8/31/2011	SAU Tech	\$ 12,575.00	21st Century Math & Science Program	ED-D
50961	9/7/2011	UC Davis Foundation	\$ 25,000.00	Upgrades to Mechanical & Aerospace Eng Dept	ED-D
50962	9/7/2011	University of Washington Foundation	\$ 25,000.00	Space Systems Center	ED-D
50971	9/14/2011	American Cancer Society, Arkansas	\$ 500.00	Employees golf tournament	HH-A
50973	9/14/2011	Camden Fairview School, District	\$ 1,000.00	Employees volunteered at sports event	CV-A
50970	9/14/2011	Northeast State Technical comm College	\$ 2,000.00	Aerojet endowed Scholarship	ED-D
50972	9/14/2011	Virginia Tech	\$ 1,000.00	2011 Scholarship for Kristina Salazar	ED-D
50975	9/14/2011	Kiwanis Club of Huntsville	\$ 1,200.00	Reading is Fundamental Program	ED-D
50982	9/21/2011	Arkansas High School Rodeo Association	\$ 500.00	Employees baled and loaded hay for H S rodeo	CV-A
50983	9/21/2011	Sacramento stand Down Association	\$ 2,000.00	Employees volunteered at Stand Down Event	HH-A
50984	9/21/2011	SAU Foundation	\$ 17,000.00	2nd year funding Laboratory Preceptor Experience	ED
50985	9/21/2011	Washington Aerospace Scholars Foundation	\$ 50,000.00	1st installment of 3 yr commitment -Aviation H S.	ED
50986	9/21/2011	Schools Foundation, Huntsville	\$ 1,000.00	A+ College Ready Program	ED-D
50987	9/21/2011	Museum of Flight	\$ 5,000.00	Transportation Assistance Program	ED-D
50994	9/28/2011	National Space Grant Foundation	\$ 10,000.00	VA Aerospace Science & Technology Scholars	ED-D
51001	10/5/2011	Puerto Seguro, Inc	\$ 500.00	Employees held "Hygiene Drive" to Aid Shelter	HH-A
51009	10/12/2011	Town & Country Lutheran School	\$ 100.00	3rd Quarter MG	MG

STATEMENT 4

GenCorp Foundation

2011 Contribution Check Register

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
51010	10/12/2011	Columbia University	\$ 300.00	3rd Quarter MG	MG
51011	10/12/2011	Cornell University	\$ 2,500.00	3rd Quarter MG	MG
51012	10/12/2011	Jesuit High School	\$ 50.00	3rd Quarter MG	MG
51013	10/12/2011	Saint Francis High School	\$ 375.00	3rd Quarter MG	MG
51014	10/12/2011	University of Illinois Foundation	\$ 55.00	3rd Quarter MG	MG
51015	10/12/2011	University of Notre Dame	\$ 100.00	3rd Quarter MG	MG
51021	10/12/2011	Presentation School	\$ 100.00	3rd Quarter MG	MG
51022	10/12/2011	Hollins University Corporation	\$ 250.00	3rd Quarter MG	MG
51023	10/12/2011	Greenhills Elementary School	\$ 50.00	3rd Quarter MG	MG
51016	10/12/2011	Ben Franklin Elementary School	\$ 240.00	D4D for Cindy Uthus	D4D
51017	10/12/2011	Cottonwood Valley Charter School	\$ 345.00	D4D for Kathy Spring	D4D
51019	10/12/2011	Mountain View High School	\$ 1,000.00	D4D for Sandy Carlson	D4D
51020	10/12/2011	Yorktown High School	\$ 1,000.00	D4D for Steve Servrn	D4D
51018	10/12/2011	Diable American Vetrans	\$ 250.00	Aerojet in Action Committee Volunteer Event	CV-A
51024	10/12/2011	Soil Born Farms	\$ 2,000.00	Employees Volunteered by Harvesting, Cleaning & Planted	HH-A
51025	10/12/2011	Habitat for Humanity	\$ 500.00	Employees Refurbished Home for Habitat for Humanity	HH-A
51032	10/19/2011	The Conquest House	\$ 500.00	Employ Volunteered to Refurbish a Room in New Bldg	HH-A
51034	10/19/2011	Union Grove Concerned Citizens	\$ 500.00	Fundraiser Held for Union Grove Concerned Citizens	HH-A
51033	10/19/2011	Syracuse High School	\$ 1,000.00	Purchase Software to Expand the VEX Robotic Program	ED-D
51035	10/19/2011	Weber School District	\$ 1,000.00	Purchase Software to Expand the VEX Robotic Program	ED-D
Deposit	10/25/2011	Aerojet Delivers	\$ (1,273.65)	Aerojet Delivers Campaign Pledges	-
51043	10/26/2011	United Way	\$ 2,000.00	Support for United Way Operating Expenses	HH-A
51051	11/2/2011	AmeriGives	\$ 10,250.69	3rd qtr MG-WPG	MG-WPG
51052	11/2/2011	Guide Dogs of America	\$ 1,000.00	Employees volunteered for fundraiser car wash	HH-A
51053	11/2/2011	Mustard Seed School (Loaves & Fishes)	\$ 1,000.00	Holiday giving	HH-A
51054	11/2/2011	Sacramento Area Emergency Housing Center	\$ 1,000.00	Holiday giving	HH-A
51055	11/2/2011	SERVE	\$ 600.00	Holiday giving	HH-A
51056	11/2/2011	Stanford Settlement	\$ 1,000.00	Holiday giving	HH-A
51057	11/2/2011	Northwest Harvest, King County	\$ 2,000.00	Holiday giving	HH-A
51058	11/2/2011	Socorro Storehouse	\$ 1,000.00	Holiday giving	HH-A
51059	11/2/2011	Ogden Weber Community Action	\$ 1,000.00	Holiday giving	HH-A
51060	11/2/2011	Twin Lakes Food Bank	\$ 2,000.00	Holiday giving	HH-A

STATEMENT 4

GenCorp Foundation

2011 Contribution Check Register

Chk #	Chk Date	ORGANIZATION	\$ Amt	Contribution Purpose	Category
51061	11/2/2011	West Gate Elementary	\$ 500.00	Employees collected school supplies	ED-A
51062	11/2/2011	Fauquier Free Clinic	\$ 600.00	Employees rode in bike marathon	HH-A
51063	11/2/2011	Transitional Housing	\$ 600.00	Employees collected used items	HH-A
51076	11/9/2011	Saint Francis High School	\$ 50.00	Replacement for lost check from 4th qtr 2010	MG
51071	11/9/2011	Culpeper Food Closet	\$ 1,000.00	Holiday giving	HH-A
51072	11/9/2011	Good Samaritan Ministries	\$ 1,500.00	Employees volunteered at the food bank	HH-A
51073	11/9/2011	Ouachita Area United fund	\$ 1,000.00	Holiday giving	HH-A
51074	11/9/2011	Salvation Army, Virginia	\$ 1,000.00	Holiday giving	HH-A
51078	11/9/2011	CASA, 13th Judicial District	\$ 1,000.00	Employees collected items for children	HH-A
51079	11/9/2011	Alzheimer's Association	\$ 500.00	Employees held a fundraiser	HH-A
51080	11/9/2011	United Way of King County	\$ 2,000.00	Employees worked at Day of Caring	HH-A
51081	11/9/2011	Toys for Tots, Everett	\$ 300.00	Holiday giving	HH-A
51082	11/9/2011	Little Bit Therapeutic Riding Center	\$ 1,500.00	Employees worked at the stables	HH-A
51083	11/9/2011	Sara's Sanctuary	\$ 1,700.00	Employees volunteered time at animal shelter	HH-A
51084	11/9/2011	Global Partnerships	\$ 1,000.00	Employees volunteered for Health Event	HH-A
51085	11/9/2011	Hopelink	\$ 1,000.00	Employees volunteered at food bank	HH-A
51086	11/9/2011	SOVA Community Food & Resource Program	\$ 500.00	Holiday giving	HH-A
51087	11/9/2011	West Valley Food Pantry	\$ 500.00	Holiday giving	HH-A
51088	11/9/2011	First United Methodist Church	\$ 1,000.00	Employees assisted Boy Scouts with festival	HH-A
51089	11/9/2011	SOME (So Others Might Eat)	\$ 1,000.00	Holiday giving	HH-A
51075	11/9/2011	Starbase Academy of California	\$ 25,000.00	2nd payment of two year commitment	ED
51077	11/9/2011	Socorro Consolidated Schools	\$ 17,140.00	Astronomy & space education program	ED-D
51096	11/16/2011	Alabama Center Military History	\$ 1,500.00	Employee Volunteers Donate Time & Support to Museum	HH-A
51097	11/16/2011	Los Angeles Mission	\$ 1,000.00	2011 Holiday Funding	HH-A
51098	11/16/2011	Toys for Tots, Huntsville	\$ 1,000.00	2011 Holiday Funding	HH-A

YTD CONTRIBUTIONS - NOVEMBER 2011

748,290.33

STATEMENT 5

STATEMENT 5

Directors, Officers and Trustees Report

GenCorp Foundation, Incorporated
as of November 30, 2011

Name	Organization	Compensation Paid
Chris Conley	Trustee, GenCorp Foundation, Incorporated	None
Chris Conley	President, GenCorp Foundation, Incorporated	None
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

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**

If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization	Employer identification number
	GENCORP FOUNDATION, INCORPORATED	68-0441559
	Number, street, and room or suite no. If a P.O. box, see instructions	
	P.O. BOX 15619 - TAX DEPT.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SACRAMENTO, CA 95852	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **GENCORP INC. - TAX DEPT.**

Telephone No ► **(916) 355-3054**

FAX No ► **(916) 355-2036**

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JULY 16**, 20 **12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year 20 or
► ☒ tax year beginning **DECEMBER 1**, 20 **10**, and ending **NOVEMBER 30**, 20 **11**.

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	6,082
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	9,779
Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	(3,697)

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)