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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

12/01, 2011, and ending

11/30, 2012

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		B Telephone number (see instructions) (916) 355-3054
City or town, state, and ZIP code SACRAMENTO, CA 95852-0619		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 15,490,963.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		3,127.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		588,832.	588,832.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		282,271.			
b Gross sales price for all assets on line 6a 4,317,394.					
7 Capital gain net income (from Part IV, line 2)			282,271.		
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)		3,084.	3,084.		ATCH 1
12 Total. Add lines 1 through 11		877,314.	874,187.		
13 Compensation of officers, directors, trustees, etc.		0			
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		37,013.	37,013.		
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 2		163,732.	73,099.		87,558.
24 Total operating and administrative expenses. Add lines 13 through 23		200,745.	110,112.		87,558.
25 Contributions, gifts, grants paid		598,240.			598,240.
26 Total expenses and disbursements. Add lines 24 and 25		798,985.	110,112.		685,798.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		78,329.			
b Net investment income (if negative, enter -0-)			764,075.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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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		593,623.	207,784.	207,784.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶		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 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) ATCH 3 .	11,246,301.	11,873,875.	12,992,296.	
	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) ATCH 4 .	1,475,874.	1,475,874.	2,290,883.		
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)	13,479,204.	13,557,533.	15,490,963.		
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		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>					
	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 .	13,479,204.	13,557,533.		
	30	Total net assets or fund balances (see instructions)	13,479,204.	13,557,533.		
	31	Total liabilities and net assets/fund balances (see instructions)	13,479,204.	13,557,533.		

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	13,479,204.
2	Enter amount from Part I, line 27a	2	78,329.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,557,533.
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	13,557,533.

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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 PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
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	282,271.	
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 instructions) If (loss), enter -0- in Part I, line 8			3	0	

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 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))
2010	846,287.	15,925,183.	0.053141
2009	802,595.	15,014,705.	0.053454
2008	545,834.	13,112,175.	0.041628
2007	831,176.	15,872,185.	0.052367
2006	916,222.	18,666,503.	0.049084
2 Total of line 1, column (d)			2 0.249674
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 0.049935
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 15,232,341.
5 Multiply line 4 by line 3			5 760,627.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,641.
7 Add lines 5 and 6			7 768,268.
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			8 685,798.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	15,282.
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	15,282.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	15,282.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6,602.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	11,602.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	187.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,867.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?	N/A	
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 instructions) <input type="checkbox"/> 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 DAVID FOX 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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2011, 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)? <input type="checkbox"/>	1b	N/A
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 2011? <input type="checkbox"/>	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions) <input type="checkbox"/>	2b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011) <input type="checkbox"/>	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2011? <input type="checkbox"/>	4b	X

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

5 a 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 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 instructions)? ☐ Yes ☒ No **5b** N/A

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) N/A

6 a 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? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A

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 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
ATTACHMENT 5		0	0	0

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

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

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

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	12,661,278.
b	Average of monthly cash balances	1b	416,360.
c	Fair market value of all other assets (see instructions)	1c	2,386,668.
d	Total (add lines 1a, b, and c)	1d	15,464,306.
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	15,464,306.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	231,965.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,232,341.
6	Minimum investment return. Enter 5% of line 5	6	761,617.

Part XI Distributable Amount (see 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	761,617.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	15,282.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15,282.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	746,335.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	746,335.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	746,335.

Part XII Qualifying Distributions (see 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	685,798.
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	685,798.
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 instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	685,798.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				746,335.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 , 20 08 , 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010 60,813.				
f Total of lines 3a through e	60,813.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 685,798.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				685,798.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))	60,537.			60,537.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	276.			
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	276.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010 276.				
e Excess from 2011				

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

NOT APPLICABLE

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 2011, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
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)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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 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 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

ATTACHMENT 6

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

ATTACHMENT 7

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	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT				598,240.
Total			▶ 3a	598,240.
b Approved for future payment NONE				
Total			▶ 3b	

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		
(2) Other assets	1a(2)		
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
(3) Rental of facilities, equipment, or other assets	1b(3)		
(4) Reimbursement arrangements	1b(4)		
(5) Loans or loan guarantees	1b(5)		
(6) Performance of services or membership or fundraising solicitations	1b(6)		
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		
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.			

[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
N/A		

**Sign
Here**

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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date 1/11/13

► Treasurer

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

DONALD R. ADCOCK, JR.

Preparer's signature

Wm. D. Hoar

Date _____

7/9/13

Check <input type="checkbox"/> if self-employed

PTIN

P00177874

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's address ► 2901 DOUGLAS BLVD., SUITE 300
ROSEVILLE, CA

Firm's EIN ▶ 34-6565596

Phone no 916-218-1900

GENCORP FOUNDATION, INCORPORATED
FEIN 68-0441559
FYE NOVEMBER 30, 2012
DETAIL SCHEDULE OF ASSETS SOLD - TAX COST

<u>Date</u>	<u>Shares or Units</u>	<u>Cash Proceeds</u>	<u>Tax Cost Basis</u>	<u>Realized Gain (Loss)</u>
Morgan Stanley Smith Barney				
Various Account 176147	Various	101,610	(101,503)	107
Various Account 176148	Various	622,109	(611,316)	10,793
Various Account 176149	Various	262,153	(212,936)	49,217
Various Account 176150	Various	726,891	(625,802)	101,089
Various Account 176151	Various	161,981	(157,278)	4,703
Various Account 176152	Various	621,779	(597,099)	24,680
Various Account 176153	Various	550,763	(534,445)	16,318
Various Account 176154	Various	179,038	(153,850)	25,188
Various Account 176155	Various	1,091,070	(1,040,894)	50,176
TOTAL GAIN (LOSS)		<u>4,317,394</u>	<u>(4,035,123)</u>	<u>282,271</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MISCELLANEOUS INCOME	3,084.	3,084.
TOTALS	<u>3,084.</u>	<u>3,084.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OPERATING EXPENSES	82,138.		82,138.
FEDERAL TAXES	3,075.		
STATE FEES	160.		160.
POST OFFICE	260.		260.
ADMINISTRATIVE EXPENSES	5,000.		5,000.
INVESTMENT MANAGEMENT FEES	73,099.	73,099.	
TOTALS	163,732.	73,099.	87,558.

ATTACHMENT 3

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY	11,873,875.	12,992,296.
TOTALS	<u>11,873,875.</u>	<u>12,992,296.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CELTIC PHARMA SHAREHOLDERS LP	1,475,874.	2,290,883.
TOTALS	<u>1,475,874.</u>	<u>2,290,883.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 5

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHRIS CONLEY P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	PRESIDENT/DIRECTOR 1.00	0	0	0
JUANITA GARICA P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	FOUNDATION DIRECTOR 1.00	0	0	0
JENNIFER GOOLIS P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	DIRECTOR/SECRETARY 1.00	0	0	0
DAVID HATCH P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	DIRECTOR 1.00	0	0	0
ROGER M. MYERS P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	DIRECTOR 1.00	0	0	0
RON SAMBORSKY P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	DIRECTOR 1.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 5 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT SHENTON P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	DIRECTOR 1.00	0	0	0
DAVID FOX P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	DIRECTOR/TREASURER 1.00	0	0	0
REBECCA CIEPLINSKI P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	FOUNDATION ADMINISTRATOR 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

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



Grant Application Process and Guidelines

The GenCorp Foundation seeks to improve the quality of life in the communities where Aerojet and GenCorp employees live, work and volunteer. The GenCorp Foundation's primary focus is education, with emphasis on Science, Technology, Engineering and Mathematics (STEM) education. It also supports health and social services, arts organizations and civic and environmental projects.

Eligibility

- ☐ Grant applicants must be a United States-based public charity with a 509 (a)(1) or 509(a)(2) designation under Section 501(c)(3) of the Internal Revenue Code or a United States-based accredited public or private school.
- ☐ The GenCorp Foundation targets its contributions to nonprofit organizations and schools located in the communities where Aerojet and GenCorp have a business presence. These communities currently include Huntsville, AL, Camden, AR, Sacramento, CA, Vernon, CA, Woodland Hills, CA, Washington DC, Socorro, NM, Jonesborough, TN, Clearfield, UT, Gainesville, VA, Orange, VA, and Redmond, WA.

Application Process

Step 1 Applicants are asked to submit a one-to-two page Letter of Inquiry (LOI) that contains the following information:

- Brief description of need and program specific objectives
- Amount requested
- Brief history of the organization submitting the request

Letters of Inquiry may be submitted on your organization's letterhead to:
GenCorp Foundation, Inc.
P O Box 15619
Sacramento, CA 95852-0619
Email gencorp.foundation@gencorp.com
Fax (916) 355-2515

Step 2 Letters of Inquiry will be reviewed within 30 days of receipt. If the program or project falls within the guidelines and current funding capability of the GenCorp Foundation, applicants will be asked to submit a complete proposal that should contain the following:

- 1 Grant narrative including
 - Mission statement of the organization
 - Description of the organization and its background and history
 - Full description of the proposed program, its goals and objectives and the population being served, including clear evidence of the need for the program
- 2 Identity and qualifications of the key personnel involved
- 3 Names and affiliations of all directors or trustees
- 4 Detailed program budget showing all sources of funding, including amount being requested from the GenCorp Foundation and identifying other sources of funding
- 5 Latest financial statement
- 6 Copy of your 501(c)(3) determination letter
- 7 Discussion on how results will be measured and reported to the GenCorp Foundation

Funding cycles are April, July and October

Restrictions

The GenCorp Foundation ***does not fund***

- Individuals, private foundations, and international, fraternal, social, or labor organizations
- Political parties, candidates, or lobbying activities
- Organizations and programs that are harmful, or which pose a potential conflict of interest for GenCorp or its business units
- Operating expenses or capital campaigns
- Courtesy advertising, benefits, raffle tickets, golf tournaments, and other fund raising events involving purchase of tables, tickets, sponsorships or advertisements
- Religious organizations unless the program is a secular community outreach program benefitting the community at large (e g homeless shelter, food bank)
- Organizations where there is a direct benefit to the directors of the foundation, to employees, or to directors of the corporation
- Research grants and conferences

For further information about the GenCorp Foundation or its grantmaking policies, please contact us at. (916) 355-3600 or via email at gencorp_foundation@gencorp.com

Gencorp Foundation

Year end 11/30/12

Grants Paid

Name	Amount	Amount
Washington County Board of Education	1,500 00	405 West College Street Jonesborough TN 37659
B Street Theatre	5,000 00	2711 B Street Sacramento CA 95816
University Foundation, Sacramento State	25,000 00	6000 J Street Sacramento, CA 95819-6030
Sacramento Ballet	10,000 00	1531 K street Sacramento CA 95814-4019
Sacramento Valley Conservancy	10,000 00	P O Box 163351 Sacramento, CA 95816
Society for the Blind	5,000 00	1238 S Street Sacramento CA 95811
Mountain Vista Governor's Schoc	500 00	6480 College Street Warrenton, VA 20187
Kettle Run High School	500 00	Kettle Run High School 7403 Academic Ave Nokesville, VA 20181
Cottonwood Valley Charter Schoc	480 00	Cottonwood Valley Charter School P O Box 1829 Socorro, NM 87801
Saint Mark's Lutheran School	270 00	Saint Mark's Lutheran School 7869 Kingwood Dr Citrus Heights, CA 95610
Crystal Springs Elementary School	1,000 00	Crystal Springs Elementary School 21615 9th Ave SE Bothell, WA 98021
Mercer Island Eastside Orphans & Waifs	500 00	Mercer Island Eastside Orphans & Waifs P O Box 58 Kirkland, WA 98033
Soil Born Farms	10,000 00	Soil Born Farms P O Box 661175 Sacramento, CA 95866
Bishop O'Connell High School	250 00	Bishop O'Connell High School 6600 Little Falls Rd Arlington, VA 22213
University Foundation, Sacramento State	150 00	6000 J Street Sacramento, CA 95819-6030
Folsom Lake College Foundatioi	250 00	10 College Parkway Folsom CA 95630
George Mason Universit	150 00	4400 University Dr MSN 1A3 Fairfax, VA 22030-9736
Saint John Notre Dame School	249 00	309 Montrose Dr Folsom CA 95630-2795
Northwest University	500 00	5520 108th Ave NE Kirkland WA 98083
University of Virginia	2,050 00	University of Virginia P O Box 400256 Charlottesville, VA 22904-4807
Victory Christian	2,000 00	Victory Christian 1244 Maui Road Camden, AR 71701
Virginia Tech	1,000 00	Virginia Tech 150 Student Services Building Blacksburg, VA 24061
Wakefield School	250 00	P O Box 107 The Plains, VA 20198
William Jessup University	3,000 00	William Jessup University 333 Sunset Blvd Rocklin, CA 95765
Bethel University	150 00	3900 Bethel Dr St Paul MN 55112
California State, Chic	100 00	400 W 1st Street Chico, CA 95929-0999
South Dakota School of Mines & Tech	150 00	306 E Saint Joseph T, Ste 200 Rapid City, SD 57701
U S Military Academy	3,000 00	West Point Fund 698 Mills Rd West Point, NY 10996
University of Missouri	100 00	University of missouri 127 Jesse Hall Columbia, MO 65211-1140
University of Nevada, Ren	650 00	UNR Foundation M/S 162 Reno, NV 89557
Tufts College	150 00	Trustees of Tufts College 80 George Street, Suite 200 Medford, MA 02155
Saint Joseph School	1,800 00	Saint Joseph School 700 18th Ave Seattle, WA 98112
Saint Catherine of Siena Parish Schoc	500 00	8524 8th Avenue NE Seattle WA 98115
Rosemont High School	200 00	Rosemont High School 9594 Kiefer Blvd Sacramento, CA 95827
Presentation School	400 00	Presentation School 3100 Norris Avenue Sacramento, CA 95864
Maret School	100 00	3000 Cathedral Avenue, NW Washington DC 20008
Hacienda Environmental Science School	100 00	1290 Kimberly Drive San Jose CA 95118
Lake Braddock Secondary Schoc	500 00	Lake Braddock Secondary School 9200 Burke Lake Road Burke, VA 22015
Governor's School at Innovation Pari	500 00	10910 University Blvd Discovery Hall 178 Manassas VA 20110
Holy Trinity School	410 00	3115 Tierra De Dios Drive El Dorado Hills CA 95762
Saint Catherine of Siena Parish Schoc	320 00	8524 8th Avenue NE Seattle WA 98115
San Juan Foundation	10,000 00	P O Box 1247 Carmichael, CA 95609-1247
American River Parkway Foundator	1,250 00	American River Parkway Foundation 5700 Arden Way Carmichael, CA 95608
Sacramento Regional Science & Eng Fair	2,500 00	455 Capital Mall, Ste 500 Sacramento, CA 95814
Friends of Lakes Folsom and Natom.	1,250 00	Frends of Lakes Folsom & Natoma 8941 Renoir Ct Fair Oaks CA 95628
Folsom Cordova Unified School Distric	5,000 00	1965 Birkmont Dr Rancho Cordova, CA 95742
AmeriGives	12,510 40	Amengives 2400 SE Federal Highway,Ste 310 Stuart, FL 34994
Spotsylvania High School	500 00	Spotsylvania High School 6975 Courthouse Road Spotsylvania VA 22551
Thomas Jefferson High School	750 00	Thomas Jefferson High School 6560 Braddock Road Alexandria, VA 22312
United Way, Johnson City	1,000 00	926 W Oakland Ave Johnson City TN 37602
Tusculum College	500 00	P O box 5040 Greeneville TN 37743
AmeriGives	8,194 98	Amengives 2400 SE Federal Highway,Ste 310 Stuart, FL 34994
Eastlake High School	750 00	Eastlake High School 400 228th NE Sammamish, WA 98074
Weber School Distinct	500 00	955 West 12th Street Ogden UT 84404-5409
Davis Education Foundation	500 00	45 East State Street Farmington UT 84025-0588
Aviation High School	750 00	615 South 200th Street Seattle WA 98198
Sulphur Springs School	2,000 00	1518 Gray/Sulphur Springs Rd Jonesborough TN 37659
13th Judicial District CASA North	1,000 00	203 N Clifton Fordyce, AR 71742
Northeast State Community College	1,000 00	2425 Highway 75 Blountville, TN 37617
Northern Virginia Family Service	400 00	10455 Granite Drive, Suite 100 Oakton, VA 22124
West View School	1,850 00	2847 Old State Route 34 Limestone, TN 37681
El Dorado UHSD	1,000 00	4675 Missouri Flat Road Placerville, CA 95667
Disabled American Veterans	250 00	200 N 5th Street Socorro NM 87801
University Foundation at Sacramento State	100 00	6000 J Street Sacramento, CA 95819-6030
Stevens Institute of Technology	3,000 00	Castle Point on Hudson Hoboken NJ 07030
Eureka Schools Foundation	100 00	Eureka Schools Foundation P O Box 2444 Granite Bay, CA 95746

ALL GRANTS LISTED ARE TO 501(c)(3) PUBLIC CHARITIES AND NONE ARE TO A RELATED ENTITY

Washington State University	100 00	P O Box 641927 Pullman WA 99164-1927
Wesley College	50 00	Wesley College 120 N State St Dover, DE 19901
Wheaton College	150 00	501 College Ave Wheaton IL 60187
Azusa Pacific University	100 00	901 East Alosta Avenue Azusa CA 91702
Cal Poly State University Foundation	50 00	Advancement Services, Heron Hall San Luis Obispo CA 93407
Cal Poly Pomona Foundation	100 00	3801 West Temple Ave Bldg 55 Pomona, CA 91768
Claremont University	100 00	165 E 10th St Jagels Bldg Claremont CA 91711
Cornell University	50 00	130 E Seneca, Suite 400 Ithaca NY 14850
Jesuit High School	100 00	Jesuit High School P O Box 254647 Sacramento, CA 95865
Massachusetts Institute of Technology	50 00	238 Main Street, Suite 200 Cambridge MA 02142
North Seattle Community College	125 00	9066 College Way N Seattle WA 98103
Presentation School	200 00	Presentation School 3100 Norris Avenue Sacramento, CA 95864
Our Lady of the Lake School	3,000 00	3520 NE 89th Street Seattle WA 98115
Johns Hopkins University	150 00	Homewood Student Accounts P O Box 64701 Baltimore, MD 21264-4701
Florida Institute of Technology	3,000 00	150 W University Blvd Melbourne FL 32901
Cottonwood Valley Charter School	240 00	Cottonwood Valley Charter School P O Box 1829 Socorro, NM 87801
Greenhills Elementary School	250 00	8200 Greenhills Way Granite Bay CA 95746
Weber State University	250 00	Weber State University 2508 University Circle Ogden, UT 84408
Society of Women Engineers-SACTO	1,000 00	P O Box 924 Rancho Cordova, CA 95741-0924
Mira Loma High School	1,000 00	4000 Edison Avenue Sacramento CA 95821-2825
American Cancer Society, TN	(500 00)	508 Princeton Road #102 Johnson City TN 37601
American Cancer Society, Arkansas	500 00	4935 Hwy 278W Chidester AR 71726
Socorro High School	1,000 00	P O Box 1367 Socorro NM 87801
Prince William County Schools Foundation	600 00	Prince William County Schools Foundation P O Box 389 Manassas, VA 20108
Ouachita Area United Fund	2,000 00	Ouachita Area United Fund P O Box 32 Camden AR 71711
American Cancer Society, Albuquerque	500 00	10501 Montgomery Blvd NE Ste 300 Albuquerque NM 87111-3875
Lake Braddock Secondary School	1,500 00	Lake Braddock Secondary School 9200 Burke Lake Road Burke, VA 22015
Amengives, Inc	12,524 28	Amengives 2400 SE Federal Highway, Ste 310 Stuart, FL 34994
Lake Washington Schools Foundation	1,000 00	P O Box 83 LeAnn Wood Redmond WA 98073
Ingraham High School	1,500 00	1819 N 135th Street Seattle WA 98133
New Mexico Tech Performing Arts, Macey Center	1,000 00	Macey Center 801 LeRoy Place Socorro NM 87801
American Cancer Society, Arkansas	1,500 00	4935 Hwy 278W Chidester AR 71726
Ouachita Area United Fund	1,000 00	Ouachita Area United Fund P O Box 32 Camden AR 71711
United States Space & Rocket Center	1,000 00	P O Box 070015 Huntsville AL 35807-7015
Multiple Sclerosis, Tennessee	1,000 00	214 Overlook Circle, Suite 153 Brentwood, TN 37027
National Children's Advocacy Center	1,875 00	210 Pratt Ave Huntsville AL 35801
University of Alabama in Huntsville	2,500 00	Shelbie King Hall, Suite 300 Huntsville AL 35899
Schools Foundation	1,000 00	P O Box 763 Huntsville AL 35804
Discovery Museum Science & Space Center	20,000 00	3615 Auburn Blvd Sacramento CA 95821
Camden Fairview High School	1,822 50	Camden Fairview High School 1750 Cash Road Camden, AR 71701
NextEd	5,500 00	NextEd One Capitol Mall, Suite 300 Sacramento, CA 95814
New Mexico Tech	1,000 00	801 Leroy Place Socorro, NM 87801
Freedom Riders, Inc	500 00	4611 W 4800 S Hooper UT 84315
NDIA - Washington, DC Chapter Scholarship Fund	1,000 00	1831 Wainwright Dr Reston VA 20190
Explore Mars, Inc	4,000 00	576 Cabot St Beverly MA 01915
Washington Aerospace Scholars Foundation	3,000 00	9404 East Marginal Way South Seattle WA 98108
University Foundation at Sacramento State	100 00	6000 J Street Sacramento, CA 95819-6030
St Catherine School	250 00	St Catherine of Siena Parish School 8524 8th Ave NE Seattle, WA 98115
Cal Poly State University Foundation	100 00	Advancement Services, Heron Hall San Luis Obispo CA 93407
Cornell University	2,500 00	130 E Seneca, Suite 400 Ithaca NY 14850
Jesuit High School	75 00	Jesuit High School P O Box 254647 Sacramento, CA 95865
Massachusetts Institute of Technology	1,000 00	238 Main Street, Suite 200 Cambridge MA 02142
Point Loma Nazarene University	150 00	3900 Lomaland Dr San Diego CA 92106
University of Tennessee Advancement Services	300 00	600 Henley Street B022 UT Conference Cent Knoxville TN 37996-4103
University of Notre Dame	3,000 00	University of Notre Dame 1100 Grace Hall Notre Dame, IN 46556-5612
Jonesborough Middle School	600 00	306 Forest Dr Jonesborough TN 37659
Fernwood Elementary School	290 00	Fernwood Elementary School 3933 Jewell Road Bothell, WA 98012
Bella Vista High School	1,000 00	Bella Vista High School 8301 Madison Avenue Fair Oaks, CA 95628
Cobblestone Elementary School	360 00	Cobblestone Elementary School 5740 Cobblestone Dr Rocklin, CA 95765
Cottonwood Valley Charter School	260 00	Cottonwood Valley Charter School P O Box 1829 Socorro, NM 87801
Suffield Academy	250 00	Suffield Academy 185 North Main Street Suffield, CT 06078
Presentation School	300 00	Presentation School 3100 Norris Avenue Sacramento, CA 95864
Oswego College Foundation	25 00	Oswego College 219 Sheldon Hall, SUNY Oswego, NY 13126
Horace Mann School	3,000 00	231 W 246th Street Bronx NY 10471
Golden Hills School	300 00	1060 Suncast Lane El Dorado Hills CA 95762
George Washington Carver	825 00	10101 Systems Parkway Sacramento CA 95827
University of Virginia Office of University Development	1,500 00	University of Virginia P O Box 400256 Charlottesville, VA 22904-4807
Longwood University	1,000 00	Longwood University 201 High St Farmville, VA 23909
Interlake High School	380 50	Interlake High School 16245 NE 24th St Bellevue, WA 98008
Amengives	14,381 91	Amengives 2400 SE Federal Highway, Ste 310 Stuart, FL 34994
National Merit Scholarship Corporation	20,700 00	1560 Sherman Ave Suite 200 Evanston, IL 60201
Stephen J Wampler Foundation	750 00	941 Orange Ave Ste 440 Coronado, CA 92118

ALL GRANTS LISTED ARE TO 501(c)(3) PUBLIC CHARITIES AND NONE ARE TO A RELATED ENTITY

University of Michigan	1,000 00	2500 Student Activities B 515 E Jefferson St Ann Arbor, MI 48109
Marion Military Institute	1,000 00	Marion Military Institute 1101 Washington Street Marion, AL 36756
University of Alabama in Huntsville	1,000 00	Shelbie King Hall, Suite 300 Huntsville AL 35899
Johns Hopkins University	1,000 00	Homewood Student Accounts P O Box 64701 Baltimore, MD 21264-4701
University of Utah	1,000 00	540 Arapeen Drive #250 Salt Lake City UT 84108
East Tennessee State University	1,000 00	East Tennessee State University P O Box 70722 Johnson City, TN 37614
California State University, Northridge	1,000 00	18111 Nordhoff Street Northridge, CA 91330
Auburn University	1,000 00	Office of University Scholarships 115 Quad Center Auburn, AL 36849
University of Arkansas	1,000 00	University of Arkansas 213 Arkansas Union Fayetteville, AR 72701
University of Washington	1,000 00	University of Washington Financial Aid P O Box 24967 Seattle, WA 98124
Ouachita Baptist University	1,000 00	Student Financial Services 410 Ouachita, Box 3774 Arkadelphia, AR 71998
Arkansas State University	1,000 00	Arkansas State University Financial Aid P o Box 1620 State University, AR 72467
Duke University Cashiering	1,000 00	114 South Buchanan Blvd Room B-103, Box 90759 Durham, NC 27708-0759
Utah State University	1,000 00	Utah State University 1420 Old Main Hill Logan, UT 84322
Capital Airshow Group	2,500 00	3745 Whitehead Street Mather CA 95655
University of Virginia	1,000 00	University of Virginia P O Box 400256 Charlottesville, VA 22904-4807
Weber State University	1,000 00	Weber State University 2508 University Circle Ogden, UT 84408
Boys & Girls Club of El Dorado County	1,000 00	Boys & Girls Club El Dorado Cty 212 Armory Road Placerville, CA 95667
KVIE / Channel 6	25,000 00	2030 W El Camino Avenue Sacramento CA 95833
RAFT	750 00	3136 Howard Street McClellan CA 95652
Camden Fairview School District	1,000 00	Camden Fairview School District 625 Clifton NW Camden, AR 71701
Georgia Tech	1,000 00	225 North Avenue Atlanta, GA 30332-0460
Harmony Johnson Elementary School	500 00	577 Los palmas Ave Sacramento CA 95815
Northwestern University	1,000 00	2020 Ridge Avenue, Suite 230 Evanston IL 60208
Women's Crisis Center	1,000 00	Women's Crisis Center 1116 West Washington St Camden, AR 71701
Eastern New Mexico University	1,000 00	Financial Aid ENMU Station 20 a500 South Avenue K Portales, NM 88130-7405
East Tennessee State University	1,000 00	East Tennessee State University P O Box 70722 Johnson City, TN 37614
University of California Regents	15,000 00	One Shields Avenue Davis, CA 95616
University of California, Berkeley	1,000 00	Berkeley Office of Registrar 250 Sproul Hall #1960 Bekeley, CA 94720-1960
Virginia Tech	1,000 00	Virginia Tech 150 Student Services Building Blacksburg, VA 24061
American Cancer Society, Sacramento	750 00	1545 River Park Dr , Suite 100 Sacramento CA 95815
American Cancer Society, TN	750 00	508 Princeton Road #102 Johnson City TN 37601
Washington County Board of Education	1,000 00	405 West College Street Jonesborough TN 37659
Washington Aerospace Scholars/AHS Capital Fund	50,000 00	9404 East Marginal Way South Seattle WA 98108
Guide Dogs of America	500 00	13445 Glenoaks Blvd Sylmar CA 91342
College of William & Mary Financial Aide	1,000 00	P O Box 8795 Williamsburg, VA 23187-8795
Northern Virginia Community College Educa	15,000 00	7630 Little River Turnpike Suite 817 Annandale VA 22003-2796
SAU Foundation	17,000 00	P O Box 9174 Magnolia AR 71753
University of California, Berkeley Financial Aide	1,000 00	Berkeley Office of Registrar 250 Sproul Hall #1960 Bekeley, CA 94720-1960
Museum of Flight Foundation	5,000 00	9404 East Marginal Way South Seattle WA 98108-4097
Arkansas High School	500 00	P O Box 109 Jasper AR 72641
Virginia Tech	1,000 00	Virginia Tech 150 Student Services Building Blacksburg, VA 24061
Rio Grande Valley Court	250 00	Rio Grande Valley CASA Lon Cummings P O Box 153 Socorro, NM 87801
SAU Technology Foundation	7,500 00	P O Box 3499 Camden AR 71701
Bellevue College	1,000 00	Cashiers Office 3000 Landerholm Circle SE Bellevue, WA 98007-6484
Sacramento Regional Science & Engr Fair Foundation	2,500 00	455 Capitol Mall, Suite 500 Sacramento CA 95814
William Jessup University	1,000 00	William Jessup University 333 Sunset Blvd Rocklin, CA 95765
Virginia Tech Foundation, Inc	15,000 00	Virginia Tech Foundation 902 Pnce's Fork Road Blacksburg, VA 24061
Weber School District	1,500 00	955 West 12th Street Ogden UT 84404-5409
University of Washington Foundation	4,000 00	351 A Loew Hall Seattle WA 98195
SCI-QUEST	500 00	SCI-QUEST 102-D Wynn Drive Huntsville, AL 35805
Greenhills Elementary School	235 00	8200 Greenhills Way Granite Bay CA 95746
Lake Washington Schools Foundation	1,000 00	P O Box 83 LeAnn Wood Redmond WA 98073
Washington Aerospace Scholars Foundation	2,000 00	9404 East Marginal Way South Seattle WA 98108
Pacific Science Center	5,000 00	Pacific Lodge Youth Services 4900 Serrania Avenue Woodland Hills, CA 91364
United Way of Washington County Tennessee	1,000 00	926 W Oakland Ave Johnson City TN 37602
Camden Fairview High School	500 00	Camden Fairview High School 1750 Cash Road Camden, AR 71701
Sara's Sanctuary	300 00	23515 NE Novelty Hill Rd B221 #310 Redmond WA 98053
Little Bit Therapeutic Riding Center	300 00	19802 NE 148th Street Woodinville WA 98077
Aerospace Museum of California	10,000 00	3200 Freedom Park Drive McClellan CA 95652
RAFT	5,000 00	3136 Howard Street McClellan CA 95652
American Cancer Society, Arkansas	1,000 00	4935 Hwy 278W Chidester AR 71726
Governor's School at Innovation Park	625 00	10910 University Blvd Discovery Hall 178 Manassas VA 20110
Mountain Vista Governor's School for Science & Math	625 00	6480 College Street Warrenton VA 20187
American River Parkway Foundation	5,000 00	American River Parkway Foundation 5700 Arden Way Carmichael, CA 95608
Amerigives	12,236 28	Amerigives 2400 SE Federal Highway, Ste 310 Stuart, FL 34994
Northwest University	500 00	5520 108th Ave NE Kirkland WA 98083
Pacific Science Center Foundation	5,000 00	200 Second Avenue North Seattle WA 98109
Utah State University	250 00	Utah State University 1420 Old Main Hill Logan, UT 84322
California Institute of Technology	50 00	1200 E California Blvd M/S 5-32 Pasadena CA 91125
California State University, Chico	125 00	400 W 1st Street Chico CA 95929-0999
Oregon Tech Foundation	1,000 00	Oregon Tech Foundation 3201 Campus Drive Kalmath Fall, OR 97601
Stony Brook Foundation	75 00	Administrative Building-Room 330 Stony Brook NY 11794

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George Washington University	75 00	2100 M Street NW #315 Washington, DC 20052
Greenhills Elementary School	50 00	8200 Greenhills Way Granite Bay CA 95746
Fauquier High School	300 00	Fauquier High School 705 Waterloo Road Warrenton, VA 20186
Hobart & William Smith College	100 00	Hobart & William Smith College 337 Pulteney Street Geneva, NY 14456
Presentation School	100 00	Presentation School 3100 Norris Avenue Sacramento, CA 95864
Seattle University	650 00	901 12th Avenue Seattle WA 98122
Dharma Realm Instilling Goodness School	300 00	DePaul University 1 E Jackson Blvd Chicago, IL 60604
ASMSA	10,275 00	ASMSA 200 Whittington Avenue Hot Springs AR 71901-3408
Arkansas Single Parent Scholarship Fund	5,000 00	614 East Emma, Suite 119 Springdale AR 72764
Crocker Art Museum	5,000 00	216 O Street Sacramento CA 95814
Folsom Cordova Unified School District	5,000 00	1965 Birkmont Dr Rancho Cordova, CA 95742
STEDTRAIN	1,000 00	c/o Huntsville Assn of Technical Societi P O Box 1964 Huntsville AL 35807
Sacred Heart Parish School	3,000 00	836 39th Street Sacramento CA 95816
Free 2 Teach	2,500 00	Free 2 Teach P O Box 763 Huntsville, AL 35804
University of Washington Foundation	15,000 00	351 A Loew Hall Seattle WA 98195
National MS Society, Mid South Chapter	1,000 00	214 Overlook Circle, Suite 153 Brentwood, TN 37027
First United Methodist Church	1,000 00	121 Harrison Camden AR 71701
Culpepper Food Closet-St Stephen's Episcopal Church	1,000 00	14300 Achievement Drive Culpeper VA 22701-1645
Good Samaritan Ministries	1,000 00	P O Box 2441 Johnson City TN 37605
Guide Dogs of America	1,000 00	13445 Glenoaks Blvd Sylmar CA 91342
Loaves & Fishes	1,000 00	P O Box 2161 Sacramento CA 95812
Puerto Seguro, Inc	500 00	P O Box 1433 Socorro NM 87001
Salvation Army - Virginia	1,000 00	357 Cloud Street P O Box 1428 Front Royal VA 22630
Sacramento Area Emergency Housing Ctr	1,000 00	2411 Alhambra Blvd #110 Sacramento CA 95817-1100
Stanford Settlement	1,000 00	450 West El Camino Avenue Sacramento CA 95833
Ogden Weber Community Action Partnership Food	1,000 00	3159 Grant Avenue Ogden UT 84401
Salvation Army, Huntsville	500 00	Salvation Army, Huntsville 2114 Oakwood Avenue Huntsville, AL 35801
Toys for Tots, Huntsville	500 00	Toys for Tots, Huntsville 3506 S Memorial Parkway Huntsville, AL 35801
Transitional Housing	1,200 00	Transitional Housing 9541 Linton Hall Road Brnstow, VA 20136
Northern Virginia Family Service	800 00	10455 Granite Drive, Suite 100 Oakton, VA 22124
Los Angeles Regional Food Bank	1,000 00	1734 East 41st Street Los Angeles, CA 90058
Toys for Tots, Everett	400 00	Toys for Tots, Everett 2711 Oakes Avenue Everett, WA 98201
Northwest Harvest - King County	1,000 00	Northwest Harvest - King County P O Box 12272 Seattle, WA 98104
ALIVE	400 00	ALIVE 2723 King Street Alexandria, VA 22302
American Cancer Society, VA	1,000 00	American Cancer Society, VA 124 Park Street, SE Vienna, VA 22180
Socorro Storehouse, Inc	1,000 00	Socorro Storehouse, Inc P O Box 688 Socorro, NM 87801
Soil Born Farms	1,500 00	Soil Born Farms P O Box 661175 Sacramento, CA 95866
Twin Lakes Food Bank	750 00	Twin Lakes Food Bank 327 Montrose Drive Folsom, CA 95630
Global Partnerships	500 00	Global Partnerships P O Box 45753 Seattle, WA 98145
Orange County Educational Foundation	1,000 00	Orange County Educational Foundation 200 Daily Drive Orange, VA 22960
Stephens High School	1,000 00	Stephens High School 427 Chert Street Stephens, AR 71764
Fauquier Free Clinic	600 00	Fauquier Free Clinic 210 W Shirley Avenue Warrenton, VA 20186
So Appalachian Ronald McDonald House	750 00	418 N State of Franklin Johnson City, TN 37604
Rancho San Antonio Boys Home	500 00	Rancho San Antonio Boys Home 21000 Plummer Street Chatworth, CA 91311
Pacific Lodge Youth Services	500 00	Pacific Lodge Youth Services 4900 Serrania Avenue Woodland Hills, CA 91364

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