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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

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 12/01, 2012, and ending 11/30, 2013

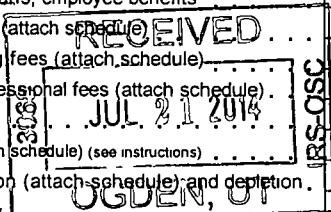
Name of foundation GENCORP FOUNDATION, INCORPORATED		A Employer identification number 68-0441559
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 15619 - TAX DEPT		B Telephone number (see instructions) (916) 355-3054
City or town, state, and ZIP code SACRAMENTO, CA 95852-0619		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		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		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,879,975.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ 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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	16,372.			
	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	557,773.	557,773.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	402,223.			
	b Gross sales price for all assets on line 6a 5,845,147.				
	7 Capital gain net income (from Part IV, line 2)		402,223.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1	2,388.	2,388.			
12 Total. Add lines 1 through 11	978,756.	962,384.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	74,251.			74,251.
	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	71,812.	71,812.		
	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	113,652.	69,664.		24,621.
	24 Total operating and administrative expenses. Add lines 13 through 23	259,715.	141,476.		98,872.
	25 Contributions, gifts, grants paid	607,888.			607,888.
26 Total expenses and disbursements. Add lines 24 and 25	867,603.	141,476.		706,760.	
27 Subtract line 26 from line 12	111,153.				
a Excess of revenue over expenses and disbursements		820,908.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

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d

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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		207,784.	331,869.	331,869.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 20,702.				
		Less allowance for doubtful accounts ▶			20,702.	20,702.
	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	11,873,875.	11,840,241.	13,627,404.	
	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) ATCH 4	1,475,874.	1,475,874.	900,000.	
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)	13,557,533.	13,668,686.	14,879,975.	
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)	0	0		
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 . .	13,557,533.	13,668,686.		
	30	Total net assets or fund balances (see instructions)	13,557,533.	13,668,686.		
	31	Total liabilities and net assets/fund balances (see instructions)	13,557,533.	13,668,686.		

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	13,557,533.
2	Enter amount from Part I, line 27a	2	111,153.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,668,686.
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	13,668,686.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
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	402,223.	
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))
2011	685,798.	15,232,341.	0.045022
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
2 Total of line 1, column (d)			2 0.245612
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 0.049122
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 14,350,078.
5 Multiply line 4 by line 3			5 704,905.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,209.
7 Add lines 5 and 6			7 713,114.
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.			8 706,760.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of 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	16,418.
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	16,418.
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	16,418.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,500.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	18,500.
8	Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	105.
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	1,977.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11	1,977.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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</i>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	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? <i>If "Yes," attach a detailed description of the activities</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	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 916-351-8514 Located at P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA ZIP+4 95852-0619			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2012, 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 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years	☐ Yes	☒ No
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)	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?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2012 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 2012)	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 2012?	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 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)? ☐ **5b** N/AOrganizations 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

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? ☐ Yes ☒ No **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**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
ATCH 5		74,251.	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	13,183,641.
b	Average of monthly cash balances	1b	484,683.
c	Fair market value of all other assets (see instructions)	1c	900,283.
d	Total (add lines 1a, b, and c)	1d	14,568,607.
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	14,568,607.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	218,529.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,350,078.
6	Minimum investment return. Enter 5% of line 5	6	717,504.

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	717,504.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,418.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,418.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	701,086.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	701,086.
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	701,086.

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	706,760.
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	706,760.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	706,760.

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

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				701,086.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010 276.				
e From 2011				
f Total of lines 3a through e	276.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 706,760.				
a Applied to 2011, 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 2012 distributable amount				701,086.
e Remaining amount distributed out of corpus	5,674.			
5 Excess distributions carryover applied to 2012 (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	5,950.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,950.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 276.				
d Excess from 2011				
e Excess from 2012 5,674.				

Form **990-PF** (2012)

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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					
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 or e-mail of the person to whom applications should be addressed

ATCH 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 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				706,668.
Total			3a	706,668.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	557,773.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	402,223.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue a MISCELLANEOUS			01	2,388.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				962,384.	
13 Total. Add line 12, columns (b), (d), and (e)				962,384.	

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
▼	

[illegible]

Schedule of Contributors

OMB No 1545-0047

2012

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

GENCORP FOUNDATION, INCORPORATED

Employer identification number

68-0441559

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization GENCORP FOUNDATION, INCORPORATED

Employer identification number
68-0441559**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WARREN M. BOLEY, JR. 2001 AEROJET ROAD RANCHO CORDOVA, CA 95742	\$ 7,800.	Person ☐ Payroll ☒ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization GENCORP FOUNDATION, INCORPORATED

Employer identification number

68-0441559

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization GENCORP FOUNDATION, INCORPORATED

Employer identification number

68-0441559

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME	<u>2,388.</u>	<u>2,388.</u>
TOTALS	<u><u>2,388.</u></u>	<u><u>2,388.</u></u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OPERATING EXPENSES	15,119.		15,119.
FEDERAL TAXES	19,367.		
STATE AND OTHER TAXES	92.		92.
ADMINISTRATIVE EXPENSES	9,410.		9,410.
INVESTMENT MANAGEMENT FEES	69,664.	69,664.	
TOTALS	<u>113,652.</u>	<u>69,664.</u>	<u>24,621.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 3

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY	11,840,241.	13,627,404.
TOTALS	<u>11,840,241.</u>	<u>13,627,404.</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.	900,000.
TOTALS	<u>1,475,874.</u>	<u>900,000.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
CHRIS CONLEY P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	VICE PRESIDENT/DIRECTOR .50	0 0 0
JUANITA GARICA P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	FOUNDATION MANAGER 32.00	0 0 74,251.
JENNIFER GOOLIS P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	DIRECTOR/SECRETARY .50	0 0 0
DAVID HATCH P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	DIRECTOR .50	0 0 0
ROGER M. MYERS P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	DIRECTOR .50	0 0 0
RON SAMBORSKY P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	DIRECTOR .50	0 0 0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 5 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
ROBERT SHENTON P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	DIRECTOR .50	0 0 0
DAVID FOX P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	TREASURER/DIRECTOR 2.00	0 0 0
JOHN SCHUMACHER P.O. BOX 15619 - TAX DEPT SACRAMENTO, CA 95852-0619	PRESIDENT/DIRECTOR .50	0 0 0
GRAND TOTALS		<u>74,251.</u>

ATTACHMENT 6

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

JUANITA GARCIA
P.O. BOX 15619
SACRAMENTO, CA 95852-0619
916-355-3600

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 Rocketdyne and GenCorp have a business presence. These communities currently include Huntsville, AL, Camden, AR, Los Angeles, CA, Sacramento, CA, Vernon, CA; Washington DC; West Palm Beach, FL, Stennis, MS, Carlstadt, NJ; Socorro, NM; Jonesborough, TN, Clearfield, UT, Gainesville, VA; Orange, VA; Redmond, WA,

Process

1. Applicants are asked to submit a one-to-two page Letter of Inquiry (LOI) that contains the following.
 - Brief description of need and program specific objectives
 - Amount requested
 - Brief history of the organization submitting the request
 - EIN Number

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

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.

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

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

Grantee	Address	Amount	Status
13th Judicial District CASA North	203 N Clifton Fordyce, AR 71742	-1,000 00	509(a)(1)
Aerospace Museum of California	3200 Freedom Park Drive McClellan, CA 95652	-11,000 00	509(a)(1)
AIAA, Sacramento	5258 Fredericksburg Way Sacramento, CA 95835	-5,000 00	509(a)(1)
American Cancer Society, Arkansas	4935 Hwy 278W Chidester, AR 71726	-2,000 00	509(a)(1)
American Cancer Society, Socorro	Clarke Field Socorro, NM 87801	-500 00	509(a)(1)
American Cancer Society, TN	508 Princeton Road #102 Johnson City, TN 37601	-1,000 00	509(a)(1)
American Cancer Society, VA	124 Park Street, SE Vienna, VA 22180	-400 00	509(a)(1)
American Red Cross National Headquarters	2025 E St NW Washington, DC 20006	-10,475 00	509(a)(1)
American Red Cross, Capital Region	Capital Region Chapter 1565 Exposition Blvd Sacramento, CA 95815	-35,000 00	509(a)(1)
American Red Cross, Central VA	1105 Rose Hill Drive Charlottesville, VA 22903	-500 00	509(a)(1)
American River Natural History Assn	P O Box 241 Carmichael, CA 95609-0241	-7,000 00	509(a)(1)
American River Parkway Foundation	5700 Arden Way Carmichael, CA 95608	-3,500 00	509(c)(3)
AmeriGives	2750 S Kanner Highway Stuart, Florida 34994	-24,497 91	
Ashbrook Independent School	4045 SW Research Way Corvallis, OR 97333	-1,000 00	
Assn of Bantayanons in America	22 Forest Rd Allendale, NJ 07401	-500 00	509(a)(2)
Auburn University	Office of University Scholarships 115 Quasd Center Auburn, AL 36849	-2,000 00	
Aviation High School	615 South 200th Street Des Moines, WA 98198	-750 00	
Bella Vista High School	8301 Madison Avenue Fair Oaks, CA 95628	-500 00	
Bellevue Community College	Cashiers Office 3000 Landerholm Circle SE Bellevue, WA 98007-6484	-1,000 00	
Bellevue High School	10416 Wolverine Way Bellevue, WA 98004	-250 00	
Bellevue Schools Foundation	12441 Main Street, Bldg 5 Bellevue, WA 98005	-250 00	509(a)(1)
Bishop O'Connell High School	6600 Little Falls Rd Arlington, VA 22213	-250 00	
Boys & Girls Clubs of America	1275 Peachtree Street NE Atlanta, GA 30309-3506	-25,000 00	509(a)(2)
Bridgewater College	College box 27 420 East College St Bridgewater, VA22812-1599	-1,000 00	
BYU Scholarship Office	A-41 ASB Provo, UT 84602	-1,000 00	

Cal Poly State University Foundation	Advancement Services, Heron Hall San Luis Obispo, CA 93407	-100 00	
Caleb Greenwood K-8 School	5457 Carlson Drive Sacramento, CA 95819	-1,000 00	
Calhoun Community College Foundation	P O Box 2216 Decatur, AL 35609	-1,750 00	
Camden Fairview High School	1750 Cash Road Camden, AR 71701	-3,250 00	
Camden Fairview School District	Camden Fairview School District 625 Clifton NW Camden, AR 71701	-500 00	
Capital Airshow Group	3745 Whitehead Street Mather, CA 95655	-2,500 00	509(a)(1)
Central Davis Junior High School	663 Church Street Layton, UT 84041	-310 00	
Charles Wright Academy	7723 Chambers Creek Rd W Tacoma, WA 98467	-150 00	
Christopher Newport University	Office of Student Accounts 1 Avenue of the Arts Newport News, VA 23606	-500 00	
Community Link Capital Region	2020 Hurley Way, Suite 420 Sacramento, CA 95825	-1,000 00	509(a)(1)
Cottonwood Valley Charter School	P O Box 1829 Socorro, NM 87801	-200 00	
County Superintendent of Schools	Sacramento County Office of Education P O Box 269003 Sacramento, CA 95826-9003	-20,703 75	
CSU Dominguez Hills	1000 E Victoria St WH-425 Carson, CA 90747	-100 00	
Culpeper Food Closet	St Stephen's Episcopal Church P O Box 343 Culpeper, VA 22701	-1,000 00	
DePaul University	1 E Jackson Blvd Chicago, IL 60604	-100 00	
Disabled American Veterans	P O Box 1584 Socorro, NM 87801	-350 00	501(c)(4)
Downtown Rescue Mission	1400 Evangel Drive NW Huntsville, AL 35816	-2,000 00	509(a)(1)
Duke University	Box 90581 Durham, NC 27708	-300 00	
East Tennessee State University	P O Box 70722 Johnson City, TN 37614	-2,000 00	
Eastlake High School	400 228th NE Sammamish, WA 98074	-750 00	
Education Foundation for Aerospace	P O Box 2326 Citrus Heights, CA 95610	-1,000 00	509(a)(1)
Eureka Schools Foundation	P O Box 2444 Granite Bay, CA 95746	-200 00	
Explore Mars, Inc	P O Box 274 Beverly, MA 01915	-4,000 00	509(a)(1)
Fauquier Free Clinic	210 W Shirley Avenue Warrenton, VA 20186	-400 00	509(a)(1)
Fauquier High School	705 Waterloo Road Warrenton, VA 20186	-100 00	
Fauquier Trails Coalition	P O Box 3635 Warrenton, VA 20186	-300 00	509(a)(1)

Finn Hill Middle School	8040 N E 132nd St Kirkland, WA 98034	-200 00	
First United Methodist Church	121 Harrison Avenue SW Camden, AR 71701	-1,000 00	
Florida Institute of Technology	150 W University Blvd Melbourne, FL 32901	-3,000 00	
Folsom Cordova Education Foundation	P O Box 912 Folsom, CA 95763	-6,500 00	509(a)(1)
Folsom Cordova Unified School District	1965 Birkmont Dr Rancho Cordova, CA 95742	-5,000 00	509(a)(1)
Freedom Riders, Inc	4611 W 4800 S Hooper, UT 84315	-750 00	509(a)(1)
Friends of Lakes Folsom and Natoma	P O Box 257 Orangevale, CA 95662	-2,450 00	509(a)(1)
George Mason University Foundation, Inc	4400 University Dr MSN 1A3 Fairfax, VA 22030-9736	-50 00	
George Washington University	2100 M Street NW #315 Washington, DC 20052	-50 00	
Georgetown University	Department 0733 Washington, DC 20073-0733	-2,500 00	
Georgia Institute of Technology	Bursar's Office 225 North Avenue Atlanta, GA 30332-0460	-1,000 00	
Germanna Community College	Financial Aid Office 2130 Germanna Highway Locust Grove, VA 22508	-1,000 00	
Germanna Community College Edu Fdn	2130 Germanna Highway Locust Grove, VA 22508-2102	-8,300 00	
Golden Hills School	1060 Suncast Lane El Dorado Hills, CA 95762	-350 00	
Go-Nest	676 Glen-Mady Way Folsom, CA 95630	-500 00	509(a)(1)
Good Samaritan Ministries	P O Box 2441 Johnson City, TN 37605	-1,000 00	509(a)(1)
Green Valley School	2380 Bass Lake Road Rescue, CA 95672	-1,000 00	
Greenhills Elementary School	8200 Greenhills Way Granite Bay, CA 95746	-700 00	
Guide Dogs of America	13445 Glenoaks Blvd Sylmar, CA 91342	-1,500 00	509(a)(1)
Habitat for Humanity, Sacramento	819 N 10th Street Sacramento, CA 95811	-1,000 00	509(a)(1)
Hacienda Environmental Science School	San Jose CA	-50 00	
Hancock County Food Pantry	P O Box 4313 Bay St Louis, MS 39521	-1,000 00	509(a)(1)
Harmony Grove Public Schools	401 Ouachita 88 Camden, AR 71701	-855 86	
HATS STEADTRAIN	c/o Huntsville Assn of Technical Society P O Box 1964 Huntsville, AL 35807	-1,000 00	509(a)(1)
Ingraham High School	1819 N 135th Street Seattle, WA 98133	-600 00	
James McKee School	8701 Halvorson Drive Elk Grove, CA 95624	-524 00	

Jesuit High School	1200 Jacob Lane Carmichael, CA 95608	-100 00	
JF Drake State Comm. & Tech. College Fdn	3421 Meridian Street North Huntsville, AL 35811	-750 00	
Johns Hopkins University	3910 Keswick Road Suite N2100 Baltimore, MD 21211	-200 00	
Kettle Run High School	7403 Academic Ave Nokesville, VA 20181	-500 00	
Kids Catch a Smile	3687 Murwood Lane Roseville, CA 95747	-900 00	509(a)(1)
Kiwanis Club of Huntsville Foundation	P O Box 19022 Huntsville, AL 35804	-500 00	509(a)(1)
KVIE Public Television	2030 W El Camino Avenue Sacramento, CA 95833	-25,000 00	509(a)(1)
Lake Braddock Secondary School	9200 Burke Lake Road Burke, VA 22015	-750 00	
Lake Washington High School	12033 N E 80th St Kirkland, WA 98033	-460 00	
Lake Washington Institute of Technology	11605 132nd Ave NE Kirkland, WA 98034	-690 00	
Lake Washington School District	P O Box 97039 Redmond, WA 98073	-200 00	
Lake Washington Schools Foundation	P O Box 83 Redmond, WA 98073	-2,000 00	
Legacy Elementary	165 Pine Grove Rd Madison, AL 35757	-6,000 00	
Linton Hall School	9535 Linton Hall Road Bristow, VA 20136	-1,890 00	
Loaves & Fishes	P O Box 2161 Sacramento, CA 95812	-1,000 00	509(a)(1)
Los Angeles Regional Food Bank	1734 East 41st Street Los Angeles, CA 90058	-2,000 00	509(a)(1)
Marymount University	2807 N Glebe Rd Arlington, VA 22207	-50 00	
Milligan College	Office of Student Financial Services P O Box 250 Milligan College, TN 37682	-1,000 00	
Missouri University of Science & Tech	112 Campus Support Rolla, MO 65409-1320	-100 00	
Mountain View High School	3535 Truman Avenue Mountain View, CA 94040	-1,000 00	
Mountain Vista Governor's School	6480 College Street Warrenton, VA 20187	-500 00	
Museum of Flight Foundation	9404 East Marginal Way South Seattle, WA 98108-4097	-33,333 00	509(a)(1)
National Children's Advocacy Center	210 Pratt Ave Huntsville, AL 35801	-1,000 00	509(a)(2)
National Merit Scholarship Corporation	1560 Sherman Ave Suite 200 Evanston, IL 60201	-23,000 00	509(a)(1)
National MS Society, Mid South Chapter	214 Overlook Circle, Suite 153 Brentwood, TN 37027	-1,000 00	509(a)(1)
NDIA	Scholarship Fund 1831 Wainwright Dr Reston, VA 20190	-1,000 00	509(a)(2)

New Mexico Tech Performing Arts	Macey Center 801 LeRoy Place Socorro, NM 87801	-1,000 00	
Next Move	2925 35th Street Sacramento, CA 95817	-1,000 00	509(a)(1)
NextEd	One Capitol Mall, Suite 300 Sacramento, CA 95814	-10,500 00	509(a)(1)
North Alabama Science Center	102 D Wynn Drive Huntsville, AL 35805	-4,840 00	509(a)(1)
Northeast State Community College Fdn	2425 Highway 75 Blountville, TN 37617	-1,000 00	509(a)(1)
Northern Virginia Community College	7630 Little River Turnpike, Suite 817 Annandale, VA 22003-2796	-11,000 00	509(a)(1)
Northern Virginia Family Service	10455 Granite Drive, Suite 100 Oakton, VA 22124	-1,000 00	509(a)(1)
Northwest Harvest - King County	P O Box 12272 Seattle, WA 98104	-800 00	509(a)(1)
Oak Ridge High School	1120 Harvard Way El Dorado Hills, CA 95762	-150 00	
Ogden Weber Community Action Partnership	3159 Grant Avenue Ogden, UT 84401	-1,000 00	509(a)(1)
Ormond Stone Middle School	5500 Sully Park Drive Centerville, VA 20120	-100 00	
Oswego College Foundation	215 Sheldon Hall, SUNY Oswego, NY 13126	-25 00	
Ouachita Area United Fund	P O Box 32 Camden AR 71711	-5,000 00	509(a)(1)
Ouachita Baptist University	Student Financial Services 410 Ouachita, Box 3757 Arkadelphia, AR 71998	-1,000 00	
Pacific Science Center Foundation	200 Second Avenue North Seattle, WA 98109	-5,000 00	509(a)(1)
PNW AIAA	P O Box 333552 Seattle, WA 98133	-500 00	509(a)(3)
Pope John Paul II Catholic High School	7301 Old Madison Pike Huntsville, AL 35806	-50 00	
Powerhouse Science Center	3615 Auburn Blvd Sacramento, CA 95821	-20,000 00	509(a)(1)
Presentation School		-1,100 00	
Prince William County Schools Foundation	P O Box 389 Manassas, VA 20108	-10,000 00	
Puerto Seguro, Inc	P O Box 1433 Socorro, NM 87001	-1,000 00	509(a)(1)
reCREATE	8417 Washington Blvd #135 Roseville, CA 95678	-500 00	509(a)(1)
Rio Grande Valley CASA	P O Box 153 Socorro, NM 87801	-500 00	509(a)(1)
Roberts Family Development Center	770 Danna Avenue Sacramento, CA 95815	-15,000 00	509(a)(2)
Rolling Hills Middle School	7141 Silva Valley Parkway El Dorado Hills, CA 95762	-100 00	
Rose Hulman Institute of Technology	5500 Wabash Ave Terra Haute, IN 47803	-750 00	

Rosemont High School	9594 Kiefer Blvd Sacramento, CA 95827	-300 00	
Sacramento Regional Science & Eng Fair	455 Capitol Mall, Suite 500 Sacramento, CA 95814	-2,500 00	509(a)(1)
Sacramento Valley Conservancy	P O Box 163351 Sacramento, CA 95816	-10,000 00	509(a)(1)
Saint Joseph School	700 18th Ave Seattle, WA 98112	-1,800 00	
Saint Mark's Lutheran School	7869 Kingwood Dr Citrus Heights, CA 95610	-250 00	
SAU Foundation	P O Box 9174 Magnolia, AR 71753	-2,000 00	
SAU Technology Foundation	SAU Technology P O Box 3499 Camden, AR 71701	-4,000 00	
Schools Foundation	P O Box 763 Huntsville, AL 35804	-1,000 00	509(a)(1)
Skyline High School	1122 228th Avenue Sammamish, WA 98075	-900 00	
Smackover High School	#1 Buckaroo Lane Smackover, AR 71762	-593 60	
Small Business Incubator	1423 East 29th Street Tacoma, WA 98404	-250 00	509(a)(1)
Society of Women Engineers, Sacramento	P O Box 924 Rancho Cordova, CA 95741-0924	-1,000 00	509(a)(1)
Socorro Consolidated Schools	Socorro Consolidated Schools 700 Franklin Street Socorro, NM 87801	-2,000 00	
Socorro High School	P O Box 1367 Socorro, NM 87801	-1,000 00	
Socorro Storehouse, Inc	P O Box 688 Socorro, NM 87801	-1,500 00	509(a)(1)
Soil Born Farms	P O Box 661175 Sacramento, CA 95866	-15,600 00	509(a)(1)
South Lakes High School	11400 South Lakes Drive Reston, VA 20191	-500 00	
Southern Appalachian Ronald McDonald	418 N State of Franklin Rd Johnson City, TN 37604	-800 00	509(a)(1)
Spotsylvania High School	6975 Courthouse Road Spotsylvania, VA 22551	-1,000 00	
St Catherine of Siena Parish School	8524 8th Ave NE Seattle, WA 98115	-1,350 00	
Stanford Settlement	450 West El Camino Avenue Sacramento, CA 95833	-1,000 00	509(a)(1)
Suffield Academy	185 North Main Street Suffield, CT 06078	-250 00	
Sulphur Springs School	1518 Gray/Sulphur Springs Rd Jonesborough, TN 37659	-2,000 00	
The CALL	222 Van Buren Street Camden, AR 71701	-1,000 00	509(a)(1)
The Guadalupe Center	21600 Hart Street Canoga Park, CA 91303	-1,000 00	509(a)(1)
The Salvation Army	2100 Palm Beach Lakes Blvd West Palm Beach, FL 33409	-1,000 00	509(a)(3)

The Salvation Army National Headquarters	615 Slaters Lane P O Box 269 Alexandria, VA 22313	-605 00	509(a)(3)
Thomas Jefferson High School	6560 Braddock Road Alexandria, VA 22312	-750 00	
Toys for Tots, Everett	2711 Oakes Avenue Everett, WA 98201	-300.00	509(a)(1)
Transitional Housing	9541 Linton Hall Road Bristow, VA 20136	-1,000 00	509(a)(1)
Trustees of Tufts College	80 George Street, Suite 200 Medford, MA 02155	-200 00	
Tusculum College	P O Box 5040 Greeneville, TN 37743	-500 00	
Twin Lakes Food Bank	327 Montrose Drive Folsom, CA 95630	-1,000 00	509(a)(1)
UC Davis Foundation	One Shields Avenue Davis, CA 95616	-100 00	
United States Military Academy	West Point Fund 698 Mills Road West Point, NY 10996	-3,000 00	
United States Space & Rocket Center	One Tranquility Base Huntsville, AL 35805	-1,000 00	509(a)(1)
United Way of Washington County TN	926 W Oakland Ave Johnson City, TN 37602	-1,000 00	509(a)(1)
University Foundation at Sacramento State	6000 J Street Sacramento, CA 95819-6030	-500 00	
University of Alabama in Huntsville	Shelbie King Hall, Room 321 Huntsville, AL 35899	-2,500 00	
University of Arkansas	Financial Aid Office 114 Silas Hunt Hall Fayetteville, AR 72701	-1,000 00	
University of California, Santa Cruz	Financial Aid Office 205 Hahn Student Services Santa Cruz, CA 95064	-1,000 00	
University of Central Arkansas, Aid	Office of Student Financial Aid 001 McCain Hall 201 Donaghey Ave	-2,000 00	
University of Illinois Foundation	1305 West Green Street Urbana, IL 61801-2962	-55 00	
University of Nevada Reno Foundation	M/S 162 Reno, NV 89557	-800 00	
University of New Mexico	Financial Aid MSC11 615 Albuquerque, NM 87131	-1,000 00	
University of North Carolina, Asheville	One University Heights CPO #1800 Asheville, NC 28804	-1,000 00	
University of Notre Dame	1100 Grace Hall Notre Dame, IN 46556-5612	-4,600 00	
University of Tennessee	1331 Circle Park Drive #114 Knoxville, TN 37920	-1,680 00	
University of Virginia	P O Box 400256 Charlottesville, VA 22904-4807	-250 00	
University of Virginia, Aid	Student Financial Services P O Box 400204 Charlottesville, VA 22904	-1,000 00	
University of Washington	Financial Aid P O Box 24967 Seattle, WA 98124-1967	-2,000 00	
University of Washington Foundation	P O Box 359505 Seattle, WA 98195-9505	-17,000 00	

University of Wisconsin Foundation	1848 University Avenue Madison, WI 53726-4090	-250 00	
USTEP	881 Brown Drive El Dorado Hills, CA 95762	-500 00	509(a)(1)
Utah State University	1600 Old Main Hill Logan, UT 84322-1600	-1,450 00	
Utah State University Research Foundation	1695 North Research Park Way North Logan, UT 84341	-1,000 00	
Victory Christian	1244 Maui Road Camden, AR 71701	-3,000 00	
Virginia Tech	Student Services Bldg 800 Washington St SW Blacksburg, VA 24061	-4,000 00	
Virginia Tech Foundation, Inc	902 Price's Fork Road Blacksburg, VA 24061	-1,400 00	
Virginia Wesleyan College	Business Office 1584 Wesleyan Drive Norfolk, VA 23502	-1,000 00	
Wakefield School, Inc	P O Box 107 The Plains, VA 20198	-250 00	
Washington Aerospace Scholars Foundation	9404 East Marginal Way South Seattle, WA 98108	-52,000 00	509(a)(1)
Washington County Board of Education	405 West College Street Jonesborough, TN 37659	-1,000 00	
Washington State University	P O Box 641927 Pullman, WA 99164-1927	-50 00	
Washington State University Foundation	P O Box 642714 Pullman, WA 99164-2714	-5,000 00	
Weber County School District Foundation	5320 S. Adams Avenue Ogden, UT 84405	-500 00	
Weber School District Foundation	5320 S Adams Avenue Ogden, UT 84405	-1,250 00	
Weber State University	2508 University Circle Ogden, UT 84408	-250 00	
Wesley College	120 N State St Dover, DE 19901	-50 00	
West View School	2847 Old State Route 34 Limestone, TN 37681	-2,000 00	
West Virginia University	Financial Aid Office P O Box 6004 Morgantown, WV 26506	-1,000 00	
Western Reserve Academy	115 College Street Hudson, OH 44236	-250 00	
William Jessup University	333 Sunset Blvd Rocklin, CA 95765	-4,500 00	
Women of AT&T Sacramento Chapter	3900 Channel Drive West Sacramento, CA 95691	-1,000 00	509(a)(1)
Woodcreek H. S. Timberwolf Boosters, Inc	2551 Woodcreek Oaks Blvd Roseville, CA 95747	-500 00	
Woodinville Montessori School	13965 NE 166th Street Woodinville, WA 98072	-1,000 00	
Yolo Basin Foundation	P O Box 943 Davis, CA 95617	-4,000 00	509(a)(1)

GENCORP FOUNDATION, INCORPORATED
FEIN 68-0441559
FYE NOVEMBER 30, 2013
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	223,535	167,884	55,651
Various	Account 176148	Various	667,013	593,914	73,099
Various	Account 176149	Various	180,909	138,119	42,790
Various	Account 176150	Various	1,446,141	1,289,275	156,866
Various	Account 176151	Various	283,587	279,695	3,891
Various	Account 176152	Various	354,757	339,821	14,936
Various	Account 176153	Various	1,564,614	1,568,955	(4,340)
Various	Account 176154	Various	241,215	191,655	49,560
Various	Account 176155	Various	883,376	873,605	9,770
	TOTAL GAIN (LOSS)		<u>5,845,147</u>	<u>5,442,925</u>	<u>402,223</u>