

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>12/01/2012</u> and ending <u>11/30/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>GENCORP CONSOLIDATED PENSION PLAN</u>	1b Three-digit plan number (PN) ► <u>005</u> 1c Effective date of plan <u>10/17/2003</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>GENCORP INC.</u> <u>P.O. BOX 537012</u> <u>2001 AEROJET ROAD</u> <u>SACRAMENTO, CA 95853-7012</u> <u>BUILDING 20-001, ROOM #69</u> <u>RANCHO CORDOVA, CA 95742</u>	2b Employer Identification Number (EIN) <u>34-0244000</u> 2c Sponsor's telephone number <u>916-355-4000</u> 2d Business code (see instructions) <u>336410</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>09/12/2014</u>	<u>KATHLEEN E. REDD</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address GENCORP INC. P.O. BOX 537012 SACRAMENTO, CA 95853-7012		3b Administrator's EIN 34-0244000
		3c Administrator's telephone number 916-355-4000
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 22069
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	2617
b Retired or separated participants receiving benefits.....	6b	9689
c Other retired or separated participants entitled to future benefits.....	6c	6328
d Subtotal. Add lines 6a , 6b , and 6c	6d	18634
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	3123
f Total. Add lines 6d and 6e	6f	21757
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	397
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1G 1I 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 12/01/2012 and ending 11/30/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>GENCORP CONSOLIDATED PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GENCORP INC.</u>	D Employer Identification Number (EIN) <u>34-0244000</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>12</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>1243057531</u>
b	Actuarial value 2b <u>1243057531</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment 3a <u>12561</u> <u>976704996</u>
b	For terminated vested participants 3b <u>7079</u> <u>151057133</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>8500403</u>
(2)	Vested benefits 3c(2) <u>152965332</u>
(3)	Total active 3c(3) <u>2421</u> <u>161465735</u>
d	Total 3d <u>22061</u> <u>1289227864</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.86 %</u>
6	Target normal cost 6 <u>5351000</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>08/21/2014</u>
Signature of actuary	Date
<u>SHANE BARTLING</u>	<u>14-06113</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON</u>	<u>415-733-4100</u>
Firm name	Telephone number (including area code)
<u>345 CALIFORNIA STREET SUITE 2000</u> <u>SAN FRANCISCO, CA 94104-2612</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II		Beginning of Year Carryover Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	57211779	2319792
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	29034616	0
9	Amount remaining (line 7 minus line 8)	28177163	2319792
10	Interest on line 9 using prior year's actual return of <u>6.61</u> %	1862510	153338
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>5.29</u> % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	30039673	2473130

Part III		Funding Percentages	
14	Funding target attainment percentage	14	93.89 %
15	Adjusted funding target attainment percentage	15	93.89 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	86.18 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and Liquidity Shortfalls	
18 Contributions made to the plan for the plan year by employer(s) and employees:			
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
		Totals ▶	18(b) 0 18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	5351000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	78683136	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	5351000	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	5351000	0	5351000
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☒ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☒ 2010 ☒ 2011		
42 Amount of acceleration adjustment	42	530000	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 12/01/2012 and ending 11/30/2013

A Name of plan <u>GENCORP CONSOLIDATED PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENCORP INC.</u>	D Employer Identification Number (EIN) <u>34-0244000</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE NORTHERN TRUST COMPANY

36-1561860

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
ENTRUST PARTNERS OFFSHORE, LLC

13-4075262

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PROXIMA CAPITAL MANAGEMENT, LLC

20-1385704

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
MASON CAPITAL MANAGEMENT LLC 110 EAST 59TH STREET, 30TH FLOOR
NEW YORK, NY 10022

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BENCHMARK PLUS MANAGEMENT, LLC

41-2095465

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JET CAPITAL INVESTORS, LP

667 MADISON AVE. 9TH
NEW YORK, NY 10065

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

Y/CAP MANAGEMENT, LLC

27-0439759

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	4499810	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PROXIMA CAPITAL MANAGEMENT

20-1385704

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	4319239	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

WPN CORPORATION

13-3410792

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	4266293	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

DG CAPITAL MANAGEMENT LLC

20-8404862

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	2637591	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NEUBERGER & BERMAN

13-5521910

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	1279464	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

GENCORP INC.

34-0244000

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 12 14 15 28 36 38	PLAN SPONSOR	1205931	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GAMCO INVESTORS, INC.

13-4044521

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	1090579	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

COHANZICK MANAGEMENT LLC

13-3900000

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	872824	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CAPITAL TACTICS

27-1074081

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	604700	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON PENNSYLVANIA, INC

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 34	NONE	488200	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NORTHERN TRUST COMPANY

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 34	TRUSTEE	439660	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

SAGE CAPITAL MANAGEMENT, LLC

20-0570637

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	385460	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SUPPORT FOCUS

20-0548927

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 70	NONE	277815	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

JEFFERIES & COMPANY

520 MADISON AVE., FLOOR 12
NEW YORK, NY 10022

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
71	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	247283	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

RESOURCE GLOBAL

33-0832424

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	NONE	145867	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PRICEWATERHOUSECOOPERS LLP

13-4008324

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT	126541	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TRUCKER HUSS-PROFESS

94-3216063

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	111700	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PRO-UNLIMITED, INC.

11-3119651

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
12 14 15	NONE	87138	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ABEL NOSER CORP

ONE BATTERY PARK PLAZA, 6TH FLOOR
NEW YORK, NY 10004

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
71	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	62403	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

UBS FINANCIAL SERVICES INC.

1285 AVE OF THE AMERICAS
15TH, 16TH, 17TH, AND 18TH FLOORS
NEW YORK, NY 10019

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
71	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	59200	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

TIM MISNA & ASSOC

340 W BUTTERFIELD RD
ELMHURST, IL 60126

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	48075	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ADVANCED ENVIRONMENTAL SERVICES INC

33-1123475

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	39695	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BALKE BROWN ASSOCIATES

43-1176330

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	18885	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

LAMOND COMPANY, INC.

68-0456772

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	18411	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

DG3 NORTH AMERICA

22-2478136

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
36 38 99	NONE	12491	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

COMMERCIAL LANDSCAPE SERVICES

33-0418561

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	9598	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

WESSEX COMMERCIAL MANAGEMENT

86-0505885

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	9090	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

AMEREN MISSOURI

43-0559760

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	8951	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

LACLEDE GAS

43-0368139

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	8351	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

COMMERCIAL ROOFING SOLUTIONS, LLC

30-0071084

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	8344	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GATEWAY MECHANICAL FIRE PROTECTION

43-1909934

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	6276	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CASCADE MECHANICAL INC.

86-0596941

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	6186	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 12/01/2012 and ending 11/30/2013

A Name of plan <u>GENCORP CONSOLIDATED PENSION PLAN</u>	B Three-digit plan number (PN)	<u>005</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GENCORP INC.</u>	D Employer Identification Number (EIN) <u>34-0244000</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MFB NT CLTV EAFE INDEX FD</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST CORPORATION</u>		
c EIN-PN <u>45-6138589-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>344777</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MFB NT CLTV AG BD INDEX FD</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST</u>		
c EIN-PN <u>45-6138589-088</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3886274</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MFB NT CLTV RSL 3000 INDEX FD</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST CORPORATION</u>		
c EIN-PN <u>45-6138589-097</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>845247</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MFB NT CLTV TIPS INDEX FD</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST CORPORATION</u>		
c EIN-PN <u>45-6138589-091</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1759728</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MFB NT CLTV SHT TM INVT FD</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST CORPORATION</u>		
c EIN-PN <u>45-6138589-092</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>124968438</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>12/01/2012</u> and ending <u>11/30/2013</u>		
A Name of plan <u>GENCORP CONSOLIDATED PENSION PLAN</u>		B Three-digit plan number (PN) <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENCORP INC.</u>		D Employer Identification Number (EIN) <u>34-0244000</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	33864158	27014579
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	28547915	12446750
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	166442184	120637541
(2) U.S. Government securities.....	1c(2)	408713	265024
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	79085717	91559311
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	13377000	9258000
(B) Common	1c(4)(B)	430442337	454142833
(5) Partnership/joint venture interests	1c(5)	74918635	97756132
(6) Real estate (other than employer real property)	1c(6)	16704699	15749395
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	125738921	131804464
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	438108330	408799228

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1407638609	1369433257

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	23808832	28491305
i Acquisition indebtedness	1i	151913	148612
j Other liabilities	1j	143464324	91163947
k Total liabilities (add all amounts in lines 1g through 1j)	1k	167425069	119803864

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1240213540	1249629393
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	32893	
(B) U.S. Government securities	2b(1)(B)	8695451	
(C) Corporate debt instruments	2b(1)(C)	25010657	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	17537115	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		51276116
(2) Dividends: (A) Preferred stock	2b(2)(A)	566233	
(B) Common stock	2b(2)(B)	4354030	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4920263
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	282322281	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	306746049	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-24423768
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	-347617	
(B) Other	2b(5)(B)	137084945	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		136737328

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		236711
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2905
c Other income.....	2c		456557
d Total income. Add all income amounts in column (b) and enter total.....	2d		169206112

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	128677189	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		128677189
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		4635570
i Administrative expenses: (1) Professional fees	2i(1)	1360043	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	19955960	
(4) Other	2i(4)	5161497	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		26477500
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		159790259

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		9415853
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS LLP

(2) EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		10000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

	5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 12/01/2012 and ending 11/30/2013

A Name of plan <u>GENCORP CONSOLIDATED PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENCORP INC.</u>	D Employer Identification Number (EIN) <u>34-0244000</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-3046063</u> <u>34-0244000</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>20</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 26.4% Investment-Grade Debt: 0.4% High-Yield Debt: 10.6% Real Estate: 1.3% Other: 61.3%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

GenCorp Consolidated Pension Plan

**Financial Statements and Supplemental Schedules
November 30, 2013 and 2012**



GenCorp Consolidated Pension Plan
Financial Statements and Supplemental Schedules
November 30, 2013 and 2012

Table of Contents

	Page
Independent Auditor's Report	1-2
Financial Statements	
Statements of Net Assets Available for Benefits as of November 30, 2013 and 2012.....	3
Statements of Changes in Net Assets Available for Benefits for the Years Ended	
November 30, 2013 and 2012	4
Notes to Financial Statements	5
Supplemental Schedules*:	
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)	26
Schedule H, Line 4(j) – Schedule of Reportable Transactions	35

* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.



Independent Auditor's Report

To the Participants and Administrator of GenCorp Consolidated Pension Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of GenCorp Consolidated Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of November 30, 2013 and 2012 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of November 30, 2013 and 2012 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.



Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements.

Other Matter

The supplemental schedules of assets (held at end of year) as of November 30, 2013, and reportable transactions for the year ended November 30, 2013 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

September 11, 2014
Sacramento, California

GenCorp Consolidated Pension Plan
Statements of Net Assets Available for Benefits
As of November 30, 2013 and 2012

	2013	2012
Assets		
Investments at fair value (Notes 4 and 6):		
Interest-bearing cash	\$ 120,637,541	\$ 166,442,184
U.S. government securities	265,024	408,713
Corporate debt securities	91,559,311	79,085,717
Asset-backed securities	131,922,400	183,698,739
Corporate equity securities	463,400,833	443,819,337
Common/collective trusts	131,804,464	125,738,921
Purchased options	74,080	674,850
Forward exchange contracts, net	-	176,824
Private equity holdings	97,756,132	74,918,635
Alternative investments	276,444,042	253,121,130
Real estate investments	15,749,395	16,704,699
Total investments	<u>1,329,613,222</u>	<u>1,344,789,749</u>
Non-interest-bearing cash	<u>27,014,579</u>	<u>33,864,158</u>
Prepaid investment management fee	<u>358,706</u>	<u>436,787</u>
Receivables:		
Interest and dividend income	3,254,664	4,523,605
Pending trade sales	9,192,086	24,024,310
Total receivables	<u>12,446,750</u>	<u>28,547,915</u>
Total assets	<u>1,369,433,257</u>	<u>1,407,638,609</u>
Liabilities		
Written options	97,890	1,006,197
Short sales	90,869,778	142,239,946
Interest and dividend expense payable	44,752	218,181
Forward exchange contracts, net	151,527	-
Pending trade purchases	19,344,995	20,079,165
Loan payable	148,612	151,913
Accrued investment management fee and administrative expenses	9,146,310	3,729,667
Total liabilities	<u>119,803,864</u>	<u>167,425,069</u>
Net assets available for benefits	<u>\$ 1,249,629,393</u>	<u>\$ 1,240,213,540</u>

The accompanying notes are an integral part of these financial statements.

GenCorp Consolidated Pension Plan
Statements of Changes in Net Assets Available for Benefits
For the Years Ended November 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Additions		
Net appreciation in fair value of investments	\$ 112,801,152	\$ 30,362,239
Interest and dividend income	56,404,960	68,851,806
Total additions	<u>169,206,112</u>	<u>99,214,045</u>
Deductions		
Benefits paid to participants	128,677,189	128,770,229
Interest and dividend expense	4,635,570	6,479,633
Investment management fee and administrative expenses	26,477,500	19,172,378
Total deductions	<u>159,790,259</u>	<u>154,422,240</u>
Net increase (decrease)	9,415,853	(55,208,195)
Net assets available for benefits		
Beginning of year	1,240,213,540	1,295,421,735
End of year	<u>\$ 1,249,629,393</u>	<u>\$ 1,240,213,540</u>

The accompanying notes are an integral part of these financial statements.

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

1. Description of the Plan

The following description of the GenCorp Consolidated Pension Plan (the "Plan") provides only general information. Participants should refer to the plan document for a complete description of the Plan's provisions. The Plan is sponsored by GenCorp Inc. (the "Company" or the "Plan Administrator").

General

The Plan, consisting of eight programs, is a noncontributory defined benefit plan that was established for the benefit of all employees of the Company and its subsidiaries. Programs A and B cover hourly and salaried employees, respectively, of GenCorp Inc. Programs C and D cover hourly and salaried former employees, respectively, of Aerojet Fine Chemicals LLC, and Programs E and F cover hourly and salaried employees, respectively, of Aerojet Rocketdyne, Inc. Program G covers substantially all former employees of Atlantic Research Corporation's ("ARC") propulsion business that Aerojet Rocketdyne, Inc. acquired on October 17, 2003, as well as employees hired after that date and prior to February 1, 2009, the Plan freeze date for salaried employees, to work in the propulsion business acquired from ARC. Program H covers substantially all former collective bargaining-unit employees of Pratt & Whitney Rocketdyne division ("Rocketdyne") that the Company acquired from United Technologies Corporation ("UTC") on June 14, 2013 (see below), as well as collective bargaining-unit employees hired after that date under the collectively bargained agreements at the former Rocketdyne facilities. The Plan provides for retirement benefits and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

On June 14, 2013, the Company acquired Rocketdyne from UTC (the "Acquisition"). In conjunction with the Acquisition, the Company assumed a \$5.3 million pension liability associated with Rocketdyne's collective bargaining-unit employees.

On November 25, 2008, the Company decided to amend the Plan to freeze future benefit accruals for Programs B, F and G under the Plan. Effective February 1, 2009, future benefit accruals for all salaried employees under Programs B, F and G of the Plan were discontinued. Effective July 31, 2009, future benefit accruals for collective bargaining-unit and hourly employees under Program E of the Plan were discontinued. Programs A, C and D do not have any active employees. No employees lost their previously earned pension benefits.

Effective December 1, 2011, the Plan was amended to freeze the dollar limit under Section 415(b)(1)(A) of the Internal Revenue Code (the "Code") at \$195,000 for Programs B, D, F, and G.

The Pension Protection Act (the "PPA") requires underfunded pension plans to improve their funding ratios based on the funded status of the plan as of specified measurement dates through contributions or application of prepayment credits. The Plan's adjusted funding target attainment percentage for the year beginning December 1, 2012 is 93.89%. As of November 30, 2013, the Company has accumulated \$30.6 million in prepayment credits as a result of advanced funding.

On July 6, 2012, the Moving Ahead for Progress in the 21st Century Act ("MAP-21") was signed into law by the U.S. government. MAP-21, in part, provides temporary relief for employers who sponsor defined benefit pension plans related to funding contributions under ERISA. Specifically, MAP-21 implemented a 25-year average interest rate corridor around the 24-month interest rate used for purposes of determining minimum funding obligations. This relief is expected to defer minimum required pension funding over the next several years. On August 8, 2014, the Highway and Transportation Funding Act was signed into law, which enacts the pension provision that delays the widening of the interest corridor under MAP-21. This law is expected to increase the interest rates for plan year beginning December 1, 2013 and decrease the minimum funding requirement for PPA.

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

The Company is the Plan Administrator. The Administrative Committee is the named fiduciary with authority to interpret the provisions of the Plan, amend the Plan, and make the final administrative decision regarding any benefit dispute under the Plan. The Benefits Management Committee ("BMC") is the named fiduciary with authority to determine the Plan's investment strategy, select investment managers, and monitor investment performance.

Contributions

The Company has agreed to contribute such amounts as required under the provisions of ERISA, and, at its option, may contribute additional amounts, as deemed necessary. The Company used actuaries from Towers Watson Pennsylvania Inc. ("Towers Watson") to determine the Company's contributions based upon an actuarial calculation of the amount necessary to fund the Plan within the acceptable range required under ERISA. The Company's current plan is to make minimum required contributions to meet or exceed the minimum funding requirements of ERISA. Companies may prepay contributions and, under certain circumstances, use those prepayment credits to satisfy the required funding of the Plan's annual required contribution thereby allowing the Company to defer cash payments into the Plan. For the plan years ended November 30, 2013 and 2012, the Company was not required to make any cash contributions to the Plan to meet or exceed the minimum funding requirements of ERISA.

401(h) Account

The Plan includes a health and welfare component that was established on September 8, 2000, to provide for the payment of certain hospitalization and medical benefits for retired participants and their eligible spouses and dependents from a health benefits account, in accordance with Section 401(h) of the Code. The Plan's investment in the 401(h) account may not be used for, or diverted to, any purpose other than providing health and welfare benefits for retirees and their eligible spouses and dependents.

Plan participants do not contribute to the 401(h) account. The Company's Benefits Management Committee may direct one qualified transfer be made to the health benefits account in any taxable year of the Company, subject to certain conditions. The Plan will reimburse the Company for applicable health costs incurred during the taxable year of the qualified transfer, but such reimbursement shall not exceed the qualified current retiree health liabilities of the Company for such taxable year. Any assets transferred to the 401(h) account from the Plan in a qualified transfer (and any income allocable thereto) that are not used during the year must be transferred out of the account to the Plan. The related obligations for health benefits are not included in the Plan's obligations in Note 3, but are reflected as obligations of the health and welfare benefits plan. No cash was transferred to the 401(h) account during the years ended November 30, 2013 and 2012. The 401(h) account held no assets at November 30, 2013 and 2012.

Vesting

Plan participants are fully vested in their accrued benefits upon attainment of age 65 or after completion of five years of cumulative service or vesting service as defined by the Plan.

Payment of Benefits

Participants under Program A may elect payment of benefits based on a single life annuity with a guaranteed term of 5 years, a 50%, 75%, or 100% joint and survivor spousal annuity with a guaranteed term of 5 years, a 50% joint and survivor spousal annuity with no guaranteed term, or a reduced life annuity pension with a guaranteed term of 10, 15, or 20 years with any guaranteed payments remaining upon the participant's death paid to a designated beneficiary, in accordance with Program A's form of benefit eligibility requirements. Upon retirement, a participant under Programs B through F may elect payment of benefits based on a single life annuity, a 50%, 75%, or 100% joint and survivor annuity, or a reduced life annuity pension with a guaranteed term of 5, 10, 15, or 20 years with any guaranteed payments remaining upon the participant's death paid to a

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

designated beneficiary. Participants under Program G may elect payment of benefits based on a single life annuity, a 50%, 66- 2/3%, 75%, or 100% joint and survivor annuity, a reduced life annuity pension with a guaranteed term of 10 years and with any guaranteed payments remaining upon the participant's death paid to a designated beneficiary, or a social security option providing an increased annuity pension benefit to age 65 and a reduced life annuity pension thereafter. Participants under Program H who work at the former Rocketdyne Florida facility may elect payment of benefits based on a single life annuity, a 50%, 75%, or 100% joint and survivor annuity with or without a "pop-up" option, a reduced life annuity pension with a guaranteed term of 5, 10, or 15 years and with any guaranteed payments remaining upon the participant's death paid to a designated beneficiary, or a social security option providing an increased annuity pension benefit to age 65 and a reduced life annuity pension thereafter. Participants under Program H who work at the former Rocketdyne De Soto California facility may elect payment of benefits based on a single life annuity for unmarried participants or, for participants who are married or have a domestic partner, a 55% "pop-up" survivor annuity, or a 75% joint and survivor "pop-up" survivor annuity, with or without a social security option to age 62.

Programs A, C, and E (Hourly)

Normal retirement benefits are determined as of the first day of the month coinciding with or following the participant's 65th birthday. Monthly retirement benefits are equal to the applicable benefit factor in effect at the time employment is terminated, multiplied by the participant's years of credited service, with the exception of former RKO General Inc. ("RKO") participants who have salary-based retirement benefits under Program A. The years of credited service and benefit factor under Program E were frozen as of July 31, 2009, the Plan freeze date for collective bargaining unit and hourly employees.

Vested participants may elect to begin receiving benefits upon attainment of age 55 at reduced amounts.

Upon the death of an active employee who has at least five years of vesting service or who has attained age 65, a monthly survivor benefit will be payable to the qualifying spouse.

An active employee who has at least 10 years of vesting service but has not attained age 65 and who becomes totally and permanently disabled for a period of six consecutive months under Programs C and E and five consecutive months under Program A, is eligible for a disability retirement benefit.

Programs B, D, and F (Salaried)

Normal retirement benefits are determined as of the first day of the month coinciding with or following the participant's 65th birthday. Monthly retirement benefits are determined based on the benefit formula that yields the greatest benefit in accordance with benefit eligibility requirements: a percentage of final average earnings times years of service, a career average formula which is the sum of pension benefits earned during each year of service, a flat dollar amount multiplied by years of service, and a standard benefit formula which is the sum of pension benefits earned during each year of service plus variable units earned multiplied by the respective variable unit rate. The dollar value of each variable unit rate is determined on October 31 of each year (to be effective on the following December 1). The dollar value is based on the market value of the variable benefit fund held in the Northern Trust Company (the "Trustee") as of each October 31. Because the variable unit rate is based on the performance of the variable benefit fund, it fluctuates up or down from year to year. The years of service and earnings under Programs B and F were frozen as of February 1, 2009, the Plan freeze date for salaried employees. Vested participants may elect to begin receiving benefits upon attainment of age 55 at reduced amounts.

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

Upon the death of an active employee who has at least five years of vesting service or who has attained age 65, a monthly survivor benefit will be payable to the qualifying spouse.

An active employee who became totally and permanently disabled continued to accrue benefits through February 1, 2009, the Plan freeze date for salaried employees. Such employee who has at least five years of vesting service and who has attained age 55 may elect to begin receiving reduced pension benefit payments prior to attaining age 65.

Program G (Employees of Propulsion Business Acquired from ARC) (Salaried)

Normal retirement benefits are determined as of the first day of the month coinciding with or following the participant's 65th birthday and are determined based on a benefit formula that multiplies a percentage of a participant's final average compensation by the participant's years of credited service.

Vested participants may elect to begin receiving benefits upon attainment of age 55 at reduced amounts.

Upon the death of an active employee who has at least five years of cumulative service or who has attained age 65, a survivor benefit will be payable to the qualifying spouse.

An active employee who becomes totally and permanently disabled, has at least five years of service, and remains totally and permanently disabled upon attaining age 65, will be eligible for a disability retirement benefit based upon credited service that includes the period of disability prior to February 1, 2009.

Program H (Collective Bargaining-unit Employees of Rocketdyne Acquired from UTC)

Normal retirement benefits are determined as of the first day of the month coinciding with or following the participant's 65th birthday, or the fifth anniversary date from hire if the participant is over age 60 at the date of hire (at the De Soto California facility only). Monthly retirement benefits are equal to the applicable benefit factor in effect at the time employment is terminated, multiplied by the participant's years of credited service.

Vested participants may elect to begin receiving benefits upon attainment of age 55 at reduced amounts provided certain service requirements are met.

Upon the death of an active employee who has at least five years of vesting service or who has attained age 65, a monthly survivor benefit will be payable to the qualifying spouse or domestic partner.

An active employee who has not attained age 65 and has at least 10 years of vesting service (5 years for an employee at the former Rocketdyne facility in Florida) and becomes totally and permanently disabled for a period of six consecutive months, and qualifies for a social security disability benefit, is eligible for an unreduced disability retirement benefit payable to age 65.

Administrative Expenses

Expenses incurred for legal, accounting, and other administrative costs of the Plan are substantially paid by the Plan. Certain expenses are paid by the Company, but reimbursed by the Plan.

Plan Termination

The Company has the right to terminate the Plan subject to the provisions set forth in ERISA. The Plan document provides that should the Plan terminate at some future time, its net assets generally will be available to provide participant benefits. If the Plan's assets are sufficient to pay all accrued benefits under the Plan, then the Plan will pay the benefits through the Plan's qualified trust or through the purchase of annuities.

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

If the Plan's assets are not sufficient to pay all accrued benefits, then each participant's accumulated plan benefits will be paid depending both on the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation ("PBGC") at that time.

Some benefits may be fully or partially provided for by the then-existing Plan assets and the PBGC guarantee, while other benefits may not be provided for at all.

New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued amended guidance on fair value measurement and related disclosures. The new guidance clarifies the concepts applicable for fair value measurement and requires new disclosures, with a particular focus on Level 3 measurements. This guidance was effective for the plan year beginning December 1, 2012 and was applied prospectively. As the accounting standard only impacts disclosure, it does not have a material impact on the Plan's financial statements.

In December 2011 and January 2013, the FASB issued amended guidance on disclosure about offsetting assets and liabilities. The new guidance requires entities to disclose information about offsetting and related arrangements associated with financial instruments and derivative instruments. This guidance will be effective for the Plan in plan year beginning December 1, 2013, and will be applied retrospectively for all comparative periods presented. The Plan Administrator does not anticipate a material impact on the Plan's financial statements as a result of the adoption of this amended guidance.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment Valuation and Income Recognition

Investments held in the Plan are stated at fair value (see Note 6).

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are the estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the services rendered by the current Plan participants to the valuation date. Accumulated plan benefits include benefits expected to be paid to (i) retired or terminated employees or their beneficiaries and (ii) present employees or their beneficiaries. Under Programs A, C, E, and H, the accumulated plan benefits are based on the years of credited service and the applicable benefit factor, with the exception of former RKO participants who have salary-based retirement benefits under Program A. Under Programs B, D, and F, the accumulated plan benefits are based on the benefit formula providing the highest accrued benefits as stated under the Plan. Under Program G, the accumulated plan benefits are based on a benefit formula that multiplies a percentage of a participant's final average compensation by the participant's years of credited service.

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Reclassifications

Certain reclassifications have been made to the amounts reported in the prior year to conform to the current year's presentation. Such reclassifications have no impact on the net assets available for benefits.

Subsequent Events

The Plan Administrator has evaluated subsequent events through September 11, 2014, the date the financial statements were available to be issued.

3. Actuarial Present Value of Accumulated Plan Benefits

The Plan used actuaries from Towers Watson to determine the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of December 1, 2012 is as follows:

	December 1, 2012
Vested benefits	
Participants currently receiving payments	\$ 904,178,731
Other participants	266,746,691
	<u>1,170,925,422</u>
Nonvested benefits	<u>8,191,017</u>
Actuarial present value of accumulated plan benefits*	<u>\$ 1,179,116,439</u>

*Program H is not reflected in the actuarial present value of accumulated plan benefits as of December 1, 2012

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

The changes in the actuarial present value of accumulated plan benefits for the year ended December 1, 2012 are as follows:

Actuarial present value of accumulated plan benefits at	
December 1, 2011	\$ 1,199,957,199
Increase (decrease) during the year attributable to:	
Net actuarial losses*	2,476,212
Increase for interest due to decrease in discount period	90,944,857
Benefits paid	(128,770,229)
Change in actuarial assumptions**	2,153,599
Change in variable benefit liabilities due to change in unit value	12,354,801
Actuarial present value of accumulated plan benefits at	
December 1, 2012	<u>\$ 1,179,116,439</u>

*The net actuarial losses are primarily the result of plan experiences during the plan year being different from assumed.

**The loss from change in actuarial assumptions is primarily due to the update to the projection of the RP 2000 mortality table from 2019 to 2020.

Significant actuarial assumptions underlying the actuarial computations are as follows:

Assumed annual rate of return used to discount the accumulated plan benefits	8.0%
Retirement age	Age 55 is the earliest assumed retirement age, and age 70 is the latest assumed retirement age for active salaried employees; age 62 is the earliest assumed retirement age and age 70 is the latest assumed retirement age for active hourly employees
Mortality basis	Healthy: RP 2000 for males and females projected to 2020 (using scale AA) with no collar adjustment for salaried participants and blue collar adjustment for hourly participants Disabled: 1985 pension disability

These actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

4. Investments

Investments that represent 5% or more of the Plan's net assets available for benefits at November 30, 2013 and 2012 are as follows:

	November 30,	
	2013	2012
NTGI Collective Government Short Term Investment Fund	\$ 124,968,438	\$ 118,962,455
Mason Capital Ltd	115,512,152	104,223,278
Morgan Stanley Prime Brokerage Accounts	109,488,306	160,487,677
Jet Capital Concentrated Offshore Fund, Ltd	106,204,382	88,793,771

During the years ended November 30, 2013 and 2012, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

	Year Ended November 30,	
	2013	2012
Appreciation(depreciation) in the fair value of investments		
U.S. government securities	\$ (65)	\$ (150,944)
Municipal bonds	-	(3,100)
Foreign government securities	12,500	(156,250)
Corporate debt securities	10,363,412	9,172,322
Asset-backed securities	(31,722,959)	6,249,967
Corporate equity securities	140,114,150	37,296,872
Common/collective trusts	93,243	524,926
Foreign currency exchange	19,539	(482,328)
Registered investment companies	2,905	(489,604)
Derivatives:		
Purchased options	(2,956,441)	(4,065,348)
Written options	(2,282,011)	867,042
Forward exchange contracts	(547,959)	1,057,779
Short sales	(35,236,766)	(14,179,168)
Private equity holdings	(9,082,894)	2,626,068
Alternative investments	44,372,115	(5,969,418)
Real estate investments	(347,617)	(1,936,577)
Net appreciation in the fair value of investments	<u>\$ 112,801,152</u>	<u>\$ 30,362,239</u>

5. Derivative Instruments

The Plan traded in and held certain derivative instruments, primarily options and forward exchange contracts, for tactical asset allocation purposes. In general, the foreign currency forward exchange contracts are used to settle the foreign currency denominated trades while options are used to take a position in a particular security. These instruments are generally exchange traded and involve various degrees of market and credit risk. The investments held by the Plan are sufficient to cover any potential losses and therefore no additional collateral is required. The year-end balances are indicative of the average volume during the year.

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

The fair value of the derivative instruments is included in the statements of net assets available for benefits. None of the derivative contracts are treated as hedge instruments and as a result, the realized and unrealized gains and losses on derivative instruments are recorded in the net appreciation in fair value of investments on the statements of changes in net assets available for benefits.

Forward exchange contracts

Forward exchange contracts are utilized to settle the foreign currency denominated trades. Forward exchange contracts are marked-to-market based upon forward exchange rates, and the difference between contract value and market value is recorded as an asset or liability. The net gains (losses) resulted from change in value and settlement of these forward exchange contracts are included in net appreciation in fair value of investments on the statements of changes in net assets available for benefits.

Open forward exchange contracts at November 30, 2013 and 2012 were as follows:

	<u>Settlement Dates</u>	<u>Contract Amount</u>	<u>Unrealized gains (losses)</u>
Currency (sold) purchased			
November 30, 2013			
EURO	February 27, 2014	\$ (10,598,888)	\$ (68,998)
British pound sterling	February 27, 2014	81,777	267
British pound sterling	February 27, 2014	(5,887,918)	(85,229)
Hong Kong dollar	February 27, 2014	1,883,620	1,716
Norwegian Krone	February 27, 2014	(187,109)	717
		<u>\$ (14,708,518)</u>	<u>\$ (151,527)</u>
November 30, 2012			
Danish krone	January 29, 2013	\$ 28,083	\$ 65
Danish krone	January 29, 2013	(28,083)	(498)
EURO	December 3, 2012	(120,725)	(508)
EURO	January 29, 2013	2,003,125	19,305
EURO	January 29, 2013	(12,474,515)	(21,744)
British pound sterling	January 29, 2013	1,270,433	(6,400)
British pound sterling	January 29, 2013	(1,408,439)	(2,918)
Hong Kong dollar	January 29, 2013	1,798,685	(474)
Hong Kong dollar	January 29, 2013	(70,173)	(25)
Japanese yen	January 29, 2013	(6,541,827)	190,102
Swedish Krona	January 29, 2013	137,521	873
Swedish Krona	January 29, 2013	(137,514)	(954)
		<u>\$ (15,543,429)</u>	<u>\$ 176,824</u>

Options

The Plan may buy or write put and call options through listed exchanges. When the Plan buys or writes an option, an amount equal to the premium paid or received by the Plan is recorded as an asset or liability and is subsequently adjusted to the current market value of the option purchased or written. The premiums paid or received from buying or writing options are recorded as realized gains or losses upon expiration of the options. The difference between the premium and the

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

amount paid or received on effecting a closing purchase or sale transaction is also treated as a realized gain or loss. If an option is exercised, the premium paid or received is recorded as a realized gain or loss if sold or an adjustment to cost if acquired.

At November 30, 2013, the Plan had purchased and written options with gross notional amounts of \$8.3 million and \$(5.2) million, respectively. At November 30, 2012, the Plan had purchased and written options with gross notional amounts of \$110.7 million and \$(53.7) million, respectively.

A summary of options at November 30, 2013 and 2012 is presented below:

Purchased Options			Written Options		
Number of Contracts	Fair Value		Number of Contracts	Fair Value	
November 30, 2013					
807	\$	74,080	895	\$	(97,890)
November 30, 2012					
9,039	\$	674,850	3,245	\$	(1,006,197)

6. Fair Value

The accounting standards establish a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exist, therefore requiring an entity to develop its own assumptions.

The Company has the responsibility to determine the reasonableness of valuation methodologies. In estimating fair value of the investments in Level 3, the third-party pricing sources and appraisers may be used. In substantiating the reasonableness of the pricing data provided by third parties, a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings are evaluated.

The following is a description of the significant investment strategies and valuation methodologies used for the investments measured at fair value, including the general classification of such investments pursuant to the valuation hierarchy. There have been no changes in the methodologies used at November 30, 2013 and 2012.

Common/collective trust ("CCT")

CCTs are valued at the net asset value ("NAV") of units of a bank collective trust. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Were the Plan to initiate a full redemption of the CCT, the investment adviser reserves the right to temporarily delay withdrawal from the CCT in order to ensure that securities liquidations will be carried out in an orderly business manner. CCTs held by the Plan are classified as Level 2 investments and presented within the investment categories

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

reflecting fund investment strategies. See discussion of “Cash and cash equivalents,” “Equity securities,” and “Fixed income securities” below.

Cash and cash equivalents

Cash and cash equivalents are held in money market accounts or invested in Short-Term Investment Funds (“STIFs”), a CCT managed by the Trustee. Cash and cash equivalents held in money market accounts are classified as Level 1 investments. STIFs are not traded on an exchange and active market, and therefore are classified as Level 2 investments (see discussion of CCT above).

Equity securities

Equity securities are invested broadly in U.S. and non-U.S. companies which are in various industries and through a range of market capitalization in common stocks, exchange-traded funds (“ETFs”), CCTs, derivatives and other investment vehicles. Common stocks and ETFs are stated at fair value as quoted on a recognized securities exchange and are valued at the last reported sales price on the last business day of the plan year and are classified as Level 1 investments. CCTs are not traded on an exchange and active market, however, the fair value is determined using NAV based on the fair value of the underlying investments as traded in an exchange and active market, and therefore are classified as Level 2 investments (see discussion of CCT above). Derivatives include call and put options on common stocks or ETFs, which are all listed on an exchange and active market and classified as Level 1 investments. Short sales are short equity positions which are all listed on an exchange and active market and classified as Level 1 investments.

Fixed income securities

Fixed income securities are invested in a variety of instruments, including, but not limited to, government securities, corporate debt securities, ETFs, CCTs, derivatives, asset-backed securities, and other investment vehicles.

U.S. government securities are valued using pricing models maximizing the use of observable inputs for similar securities and are classified as Level 2 investments. Foreign government securities are priced by investment managers using unobservable inputs such as extrapolated data, proprietary models, or indicative quotes and are classified as Level 3 investments. ETFs that are invested in U.S. government securities are traded in an exchange and active market and classified as Level 1 investments.

Corporate debt securities are invested in corporate bonds, ETFs and CCTs. ETFs are traded in an exchange and active market and classified as Level 1 investments. Corporate bonds are valued using pricing models maximizing the use of observable inputs for similar securities and classified as Level 2 investments. CCTs are priced at NAV by investment managers using observable inputs of the underlying bond securities and are classified as Level 2 investments (see discussion of CCT above).

Asset-backed securities, including government-backed mortgage securities, non-government-backed collateralized mortgage obligations, asset-backed securities, and commercial mortgage-backed securities, are valued at bid evaluations which are evaluated prices using observable or unobservable inputs. These securities are classified as Level 2 investments if they are valued using pricing models maximizing the use of observable inputs for similar securities and are classified as Level 3 investments if the evaluated prices are calculated using unobservable inputs such as extrapolated data, proprietary models, or indicative quotes.

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

Short sales are short fixed income positions which are classified as Level 1 investments if they are listed on an exchange and active market, and are classified as Level 2 investments if they are valued using pricing models maximizing the use of observable inputs for similar securities.

Derivatives include call and put options on fixed income ETFs, which are all listed on an exchange and active market and classified as Level 1 investments.

Forward exchange contracts

Forward exchange contracts are not exchange-traded but are priced based on observable inputs such as market price for similar contracts. They are classified as Level 2 investments.

Real estate investments

Real estate investments include, but are not limited to, investments in office, commercial, residential and industrial properties and are valued based on either cash flows from future rents or sales of comparable properties, which are estimated based on information provided by the Company to independent appraisers. Real estate investments are classified as Level 3 investments.

In valuing the Irvine land parcel, the sales comparison approach was used. The significant unobservable inputs include the comparable land sales with the significant input values (land value) ranging from \$31.53 to \$52.65 per square foot and averaging \$39.77 per square foot.

The sales comparison approach was used in valuing the Benicia assets which are primarily comprised of residential sites. The significant unobservable inputs include the comparable land sales with the significant input values (price per lot) ranging from \$90,000 to \$130,000 per lot, equivalent to a price per square foot indicator of \$9.13 to \$16.59 per square foot for residential sites.

In valuing the St. Louis property, both sales comparison and income capitalization approaches were used. Under the sales comparison approach, significant unobservable inputs include comparable industrial sales with the significant input values (value of the property) ranging from \$18.00 to \$20.00 per square foot. Under the income capitalization approach, significant unobservable inputs include comparable industrial rentals with the net operating income estimated at \$237,266 per year, and overall capitalization rate ranging from 9% to 10%.

The significant unobservable inputs used in the fair value measurement of the Plan's real estate investments are the selection of certain investment rates (price/value per square foot, annual net operating income, and overall capitalization rate). Significant increases (decreases) in any of those inputs in isolation would result in significantly different fair value measurements.

Private equity holdings

Private equity holdings are primarily limited partnerships and fund-of-funds that mainly invest in U.S. and non-U.S. leveraged buyout, venture capital and special situation strategies. Generally, the holdings are valued at public market, private market, or appraised value. Private equity holdings are valued at total market value or NAV, which are estimated by investment managers using unobservable inputs such as extrapolated data, proprietary data, or indicative quotes and are classified as Level 3 investments.

Alternative investments

Alternative investments primarily consist of multi-strategy commingled hedge funds that invest across a range of equity and debt securities in a variety of industry sectors. Alternative investments are valued at NAV calculated by investment managers using unobservable inputs such as extrapolated data, proprietary data, or indicative quotes and are classified as Level 3 investments.

GenCorp Consolidated Pension Plan
Notes to Financial Statements
November 30, 2013 and 2012

As of November 30, 2013 and 2012, the Plan's assets and liabilities measured at fair value on a recurring basis are as follows:

	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
November 30, 2013			
Cash and cash equivalents	\$ 147,652,120	\$ 124,968,438	\$ -
Equity securities:			
Domestic equity securities	417,011,000	4,775,543	262,169
International equity securities	42,194,701	344,777	2,667
Derivatives:			
Purchased options	74,080	-	-
Written options	(88,020)	-	-
Short sales	(81,703,003)	-	-
Fixed income:			
U.S. government securities	265,024	5,646,002	-
Corporate debt securities	1,214,170	89,964,133	381,008
Asset-backed securities	-	131,922,371	29
Derivatives:			
Written options	(9,870)	-	-
Short sales	(4,594,603)	(4,572,172)	-
Foreign exchange contracts	-	(151,527)	-
Private equity holdings	-	-	97,756,132
Alternative investments	-	-	276,444,042
Real estate investments	-	-	15,749,395
Total	<u>\$ 522,015,599</u>	<u>\$ 352,897,565</u>	<u>\$ 390,595,442</u>

GenCorp Consolidated Pension Plan
Notes to Financial Statements
November 30, 2013 and 2012

	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
November 30, 2012			
Cash and cash equivalents	\$ 200,306,342	\$ 118,962,455	\$ -
Equity securities:			
Domestic equity securities	380,138,060	7,853,197	338,750
International equity securities	56,185,179	345,486	119,960
Derivatives:			
Purchased options	674,850	-	-
Written options	(1,002,820)	-	-
Short sales	(134,662,629)	-	-
Fixed income:			
U.S. government securities	408,713	5,615,171	-
Corporate debt securities	-	78,735,477	350,240
Asset-backed securities	-	183,698,710	29
Derivatives:			
Written options	(3,377)	-	-
Short sales	(401,544)	(7,175,773)	-
Foreign exchange contracts	-	176,824	-
Private equity holdings	-	-	74,918,635
Alternative investments	-	-	253,121,130
Real estate investments	-	-	16,704,699
Total	<u>\$ 501,642,774</u>	<u>\$ 388,211,547</u>	<u>\$ 345,553,443</u>

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

Fair value measurements of investments in certain entities that calculate NAV at November 30, 2013 and 2012 are as follows:

	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
November 30, 2013						
Private equity holdings *	\$ 97,756,132	\$ 12,620,027	1 to 7 years	N/A	Up to 90 days	N/A
Common/collective trusts investing in cash and cash equivalents	124,968,438	-	N/A	Daily prior to fund cut-off time	N/A	Same Day
Common/collective trusts investing in U.S. government securities	5,646,002	-	N/A	Daily prior to fund cut-off time	N/A	1 day
Common/collective trusts investing in domestic equity securities	845,247	-	N/A	Daily prior to fund cut-off time	N/A	1 day
Common/collective trusts investing in international equity securities	344,777	-	N/A	Daily prior to fund cut-off time	N/A	2 days
Total common/collective trusts	131,804,464	-				
Commingled fund investing in water related equity investments	129,250	-	N/A	N/A	30 days after audit	N/A
Commingled fund investing in equity, credit and distressed securities	115,512,152	-	N/A	Anniversary of shareholder's initial subscription date	N/A	45 days
Commingled fund with investment focus on credit/special situation, event driven and arbitrage strategies	45,117,388	-	N/A	Last business day of calendar quarter	N/A	91 days
Commingled fund investing directly or indirectly through the Fund Managers, in an actively managed and diversified portfolio of securities	9,480,870	-	N/A	End of calendar year	N/A	60 days
Off-shore commingled fund whose primary objective is to generate steady absolute returns through the use of merger arbitrage, capital structure arbitrage and event oriented	106,204,382	-	N/A	Last business day of month	N/A	30 days
Total alternative investments	276,444,042	-				
	\$ 506,004,638	\$ 12,620,027				

* This category includes seven private equity holdings that invest in environmental assets, biopharmaceutical products, a public company and a portfolio of technology companies in Greater China.

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
November 30, 2012						
Private equity holdings *	\$ 74,918,635	\$ 13,272,161	2 to 8 years	N/A	Up to 90 days	N/A
Common/collective trusts investing in cash and cash equivalents	118,962,455	-	N/A	Daily prior to fund cut-off time	N/A	Same Day
Common/collective trusts investing in U.S. government securities	5,615,171	-	N/A	Daily prior to fund cut-off time	N/A	1 day
Common/collective trusts investing in domestic equity securities	815,809	-	N/A	Daily prior to fund cut-off time	N/A	1 day
Common/collective trusts investing in international equity securities	345,486	-	N/A	Daily prior to fund cut-off time	N/A	2 days
Total common/collective trusts	125,738,921	-				
Commingled fund investing in water related equity investments	160,420	-	N/A	N/A	30 days after audit	N/A
Commingled fund investing in equity, credit and distressed securities	104,223,278	-	N/A	Anniversary of shareholder's initial subscription date	N/A	45 days
Commingled fund with investment focus on credit/special situation, event driven and arbitrage strategies	50,197,461	-	N/A	Last business day of calendar quarter	N/A	91 days
Commingled fund investing directly or indirectly through the Fund Managers, in an actively managed and diversified portfolio	9,746,200	-	N/A	End of calendar year	N/A	60 days
Off-shore commingled fund whose primary objective is to generate steady absolute returns through the use of merger arbitrage, capital structure arbitrage and event oriented	88,793,771	-	N/A	Last business day of month	N/A	30 days
Total alternative investments	253,121,130	-				
	\$ 453,778,686	\$ 13,272,161				

* This category includes six private equity holdings that invest in environmental assets, biopharmaceutical products, and a portfolio of technology companies in Greater China.

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

Changes in the fair value of the Plan's Level 3 investments during the years ended November 30, 2013 and 2012 are as follows:

	Balance at November 30, 2012	Total gains or (losses) (realized/ unrealized) included in changes in net assets available for benefits	Purchases	Sales	Transfers (out of) in Level 3	Balance at November 30, 2013
Private equity holdings	\$ 74,918,635	\$ (9,082,894)	\$ 35,286,300	\$ (3,365,909)	\$ -	\$ 97,756,132
Alternative investments	253,121,130	44,372,115	60,000,000	(81,049,203)	-	276,444,042
Real estate investments	16,704,699	(193,989)	-	(761,315)	-	15,749,395
Equity securities:						
Domestic equity securities	338,750	(76,581)	-	-	-	262,169
International equity securities	119,960	(36,318)	-	-	(80,975)	2,667
Fixed income:						
Asset-backed securities	29	2,763	-	(28,091)	25,328	29
Corporate debt securities	350,240	30,768	-	-	-	381,008
Foreign government securities	-	12,500	-	(12,500)	-	-
Total	<u>\$ 345,553,443</u>	<u>\$ 35,028,364</u>	<u>\$ 95,286,300</u>	<u>\$ (85,217,018)</u>	<u>\$ (55,647)</u>	<u>\$390,595,442</u>

GenCorp Consolidated Pension Plan
Notes to Financial Statements
November 30, 2013 and 2012

	Balance at November 30, 2011	Total gains or (losses) (realized/ unrealized) included in changes in net assets available for benefits	Purchases	Sales	Transfers in Level 3	Balance at November 30, 2012
Private equity holdings	\$ 72,049,490	\$ 2,626,068	\$ 1,030,000	\$ (786,923)	\$ -	\$ 74,918,635
Alternative investments	259,090,548	(5,969,418)	45,000,000	(45,000,000)	-	253,121,130
Real estate investments	19,565,704	(2,106,077)	-	(754,928)	-	16,704,699
Equity securities:						
Domestic equity securities	357,751	(19,001)	-	-	-	338,750
International equity securities	2,561	31,331	86,068	-	-	119,960
Fixed income:						
Asset-backed securities	-	(76)	-	-	105	29
Corporate debt securities	6,747,315	714,750	-	(7,111,825)	-	350,240
Foreign government securities	168,750	(156,250)	-	(12,500)	-	-
Total	<u>\$ 357,982,119</u>	<u>\$ (4,878,673)</u>	<u>\$ 46,116,068</u>	<u>\$ (53,666,176)</u>	<u>\$ 105</u>	<u>\$345,553,443</u>

Total gains or (losses) are reported as net appreciation in fair value of investments in the statements of changes in net assets available for benefits.

During the year ended November 30, 2013, the net transfer out of Level 3 was less than \$0.1 million. During the year ended November 30, 2012, the transfer in Level 3 was not material. These transfers were primarily due to a change in pricing methodologies. The Plan's policy is to recognize transfers between levels at the beginning of the reporting period.

The amount of total gains or (losses) for the period included in changes in net assets available for benefits attributable to the change in unrealized gains or losses relating to assets still held at November 30, 2013 and 2012 are as follows:

	Year Ended November 30,	
	2013	2012
Private equity holdings	\$ (9,082,893)	\$ 2,626,068
Alternative investments	41,923,223	(5,969,418)
Real estate investments	(193,989)	(2,106,077)
Domestic equity securities	(76,581)	(19,001)
International equity securities	(36,318)	31,331
Asset-backed securities	62,468	292,361
Corporate debt securities	30,768	33,275
Foreign government securities	11,180	(157,570)
Total	<u>\$ 32,637,858</u>	<u>\$ (5,269,031)</u>

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

7. Financial Data Certification

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, certain investment information disclosed in the accompanying financial statements, and Notes 4 and 6 regarding investments held at November 30, 2013 and 2012, and interest and dividend income and net appreciation in the fair value of investments for the years ended November 30, 2013 and 2012, and the supplemental schedules of assets (held at year end) and of reportable transactions, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee. The information certified is not subject to full scope auditing procedures performed by the independent auditors. Information regarding the fair value of certain investments, including investments in sub-custodial banks, private equity holdings, certain alternative investments, and real estate investments held at November 30, 2013 and 2012, and the related investment income for the years then ended, is not considered included in the certification.

Investment information considered certified by the Trustee at and for the years ended November 30, 2013 and 2012 is as follows:

	November 30,	
	2013	2012
Statements of Net Assets Available for Benefits		
Investments at fair value	\$ 520,375,507	\$ 514,593,162
Non-interest-bearing cash	3,851	532
Receivables:		
Interest and dividend income	1,816,579	2,522,610
Pending trade sales	5,958,077	2,463,908
Liabilities:		
Pending trade purchases	5,527,569	3,042,238
Investments exceeding 5% of the Plan's Net Assets		
Available for Benefits (Note 4)		
NTGI Collective Government Short Term Investment Fund	\$ 124,968,438	\$ 118,962,455
Investment income:		
Net appreciation in the fair value of investments (Note 4)	\$ 39,696,272	\$ 16,003,375
Interest and dividend income	38,859,807	53,553,471

8. Income Tax Status

The Plan and other plans of the Company that have been merged into the Plan (the "Related Plans") have received determination letters from the IRS dated in years 2003 through 2005, stating that the plans are qualified under Section 401(a) of the Code, and therefore the related trust is exempt from taxation. Once qualified, the plans are required to operate in conformity with the Code to maintain their qualification. Subsequent to the issuance of the separate determination letters, the Related Plans were amended and merged. The Company believes the Plan, as amended and merged, is being operated in compliance with the applicable requirements of the Code, and therefore believes that the Plan continues to be qualified and that the related trust is tax-exempt. On January 28, 2011, the Plan filed for a new determination letter in accordance with the IRS requirements.

GenCorp Consolidated Pension Plan

Notes to Financial Statements

November 30, 2013 and 2012

GAAP requires evaluation of tax positions taken by the Plan and recognition of any tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The tax positions taken by the Plan have been evaluated as of November 30, 2013 and 2012, and there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the IRS and/or DOL; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

9. Risks and Uncertainties

The Plan invests in various investment securities such as investment trusts, limited partnerships, real estate, and other investments. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Required Plan contributions are determined and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

10. Related Party Transactions

Certain investments in CCTs held by the Plan were managed by the Trustee. These transactions qualified as party-in-interest transactions for which a statutory exemption existed. Certain investments held by the Plan are shares of the Trustee's common stock. The Plan held 10,000 shares of the Trustee's common stock at November 30, 2013 and 2012, valued at \$0.6 million and \$0.5 million, respectively. During the years ended November 30, 2013 and 2012, there were no purchases or sales of shares made by the Plan.

11. Subsequent Event

On August 26, 2014, the BMC authorized the appropriate officers of the Company to make available lump-sum pension payouts to terminated vested participants in the Plan who have accrued benefits with a lump sum present value less than \$25,000.

SUPPLEMENTAL SCHEDULES

GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

(a)	(b) (c)	(d)	(e)
Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value
	CF BENCHMARK PLUS OVERSEAS INSTL PARTNERS LTD SER 201106 FD	\$ 9,000,000	\$ 9,480,870
	CF ENTRUST DIVERSIFIED SELECT CR LTD CL C SER 0909 FD	36,296,775	45,117,388
	CF GREY 20 OFFSHORE CL S SER SUB CLASS 3SE A2 (GENCORP) FD	132,310	7,692
	CF GREY 20 OFFSHORE CL S SUB-CLASS 2 SEIES A2 (GENCORP ONLY)	140,540	121,558
	JET CAP CONCENTRATED OFFSHORE FUND, LTD	85,000,000	106,204,382
	MASON CAPITAL LTD	89,487,664	115,512,152
	CMALT CITIMORTGAGE 6% DUE 03-25-2037	1,619,294	2,040,468
	CMO ALTERNATIVE LN TR 2006-20CB CL A-15 FLTG RATE DUE 07-25-2036 BEO	1,414,241	1,682,002
	CMO ALTERNATIVE LN TR 2007-24 MTG PASS THRU CTF CL A-6 DUE 10-25-2037 REG	187,153	198,434
	CMO BANC AMER ALTERNATIVE LN TR 2006 5 CL CB 17 6 DUE 06-25-2036 REG	149,687	174,370
	CMO CHL MTG PASS THRU TR 2007-14 CL A-14FLTG DUE 09-25-2037 REG	34,654	13,766
	CMO CHL MTG PASS-THROUGH TR 2007-5 MTG BACKED CTF CL M 5.75 DUE 05-25-2037 REG	22,348	29
	CMO CMALT CITIMORTGAGE ALT LN TRSER REMIC PT CTF CL 1A-13 5.75 02-25-37 REG	557,098	703,133
	CMO INDYMAC INDX MTG LN TR 2006-AR29 CTFCL A-2 FLTG DUE 11-25-2036 BEO	213,119	328,604
	CMO INDYMAC INDX MTG LN TR 2007-AR5 DUE 05-25-2037 REG	512,523	308,836
	CMO INDYMAC MBS INC 2005-AR19 MTG PASSTHRU CTF CL 1-A-2 VAR DUE 9-25-2035	26,672	1,122
	CMO J P MORGAN ALTERNATIVE LN TR 2006-S1 CL 1-A-18 6 DUE 03-25-2036 BEO	11,968	1
	CMO LEHMAN MTG TR 2006-7 2006-7 CL 1-A1 6% DUE 11-25-2036 REG	3,936,201	5,393,248
	CMO LEHMAN MTG TR 2006-7 MTG PASSTHRU CTF CL 1-A8 FLTG RATE DUE 11-25-2036 REG	3,284,012	3,222,528
	CMO RALI SER 2006-QS11 TR MTG AST BKD CL A-1 6.5 DUE 08-25-2036 REG	764,107	1,083,119
	CMO RALI SER 2006-QS8 TR MTG ASSET BKD PASSTHRU CTF CL A-2 6 DUE 08-25-2036 REG	3,227,589	3,691,765
	CMO RALI SER 2007-QS6 TR MTG PASSTHRU CTF CL A-29 6% DUE 04-25-2037 REG	2,333,307	2,860,252
	CMO STRUCTURED ASSET SECS CORP SER 2005-6 CL 1A3 5.5% DUE 05-25-2035 BEO	70,658	183,128
	CMO WELLS FARGO MTG BACKED SECS 2006-AR15 TR CL A-3 DUE 10-25-2036 REG	5,788	133
	CMO WELLS FARGO MTG BACKED SECS 2005-17 TR SER 2005-17 CL IA2 5.5 1-25-2036BEO	92,855	53,788
	CWALT INC FOR 6.25% DUE 11-25-2035	284,728	330,077
	I/O CMO 1ST HORIZON ALTERNATIVE MTG SECUR 2005-FA4 CL I-A-2 06-25-2035	1,034,191	916,764
	I/O CMO 1ST HORIZON MTG PASSTHRU TR SER 2006-FA1 CL IA2 FLTRT 04-25-2036 BEO	1,231,394	1,641,149
	I/O CMO 2006-FA3 MTG PASSTHRU CTF CL A-5FLTG 07-25-2036 REG	3,037,906	4,214,105
	I/O CMO ALTERNATIVE LN TR 2006-18CB 07-25-2036 REG	2,741,134	2,860,867
	I/O CMO ALTERNATIVE LN TR 2007- 7T2 MTG PASSTHRU CTF CL A-7 FLTG 04-25-37 REG	1,189,767	1,773,282
	I/O CMO BANC AMER FDG 2007-4 TR CL 3-A-3FLT RT 06-25-2037 BEO	3,533,538	4,316,711
	I/O CMO BANC AMER FDG 2007-5 TR CL 4-A-3FLT RT 07-25-2037 BEO	2,171,533	2,642,893
	I/O CMO CHASE MTG FIN TR SER 2006-S4 MTG PASSTHRU CTF CL A-2 FLTG 12-25-36	543,096	785,958
	I/O CMO CHASE MTG FIN TR SER 2007-A1 MTGPASSTHRU CTF CL 11-F1 03-25-2037 REG	336,470	454
	I/O CMO CHL MTG PASS THRU TR 2007-J2 CL 2-A-2 FLTG 07-25-2037 REG	2,889,774	2,481,266
	I/O CMO CITIGROUP MTG LN TR 2007-6 CL 2-A2 VAR RATE 05-25-2037	1,397,091	2,482,216
	I/O CMO CMALT CITIMORTGAGE ALTERNATIVE LNSER 2007-A4 CL 1A10 FLT RT 4-25-2037BEO	1,775,354	2,425,177
	I/O CMO CWALT INC 2006-2CB MTG CTF CL A-5 FLTG RT 03-25-2036	1,712,919	2,045,120
	I/O CMO CWALT INC SER 2005-47CB CL A3 FLT RT 10-25-2035 BEO	497,633	545,518
	I/O CMO CWMBIS INC FOR 12669F 2003-16 MTGPASSTHRU CTF CL A-7 06-25-2033 REG	153,777	99,325
	I/O CMO DEUTSCHE ALT-A SECS INC SER 2005-2 CL II-A-2 FLT RT 03-25-2020 BEO	384,465	231,805
	I/O CMO GS MTG SECS CORP 2006-1F MTG PASSTHRU CTF CL 2A8 02-25-2036 REG	2,055,416	1,550,683
	I/O CMO GSR MORTGAGE LOAN TRUST 2005-5F CL 4A2 FLTG 06-25-2035	1,744,153	857,616
	I/O CMO INDYMAC MBS INC 2006-A4IP MTG PASSTHRU CTF 2-A-2 FLTG RT 05-25-2036	1,163,705	868,700
	I/O CMO LEHMAN MTG TR 2006-8 M 12-25-2036 REG	682,469	1,171,195
	I/O CMO LEHMAN MTG TR 2007-6 MTG CTF CL 1-A5 FLTG RATE 07-25-2037	866,588	927,748
	I/O CMO RALI SER 2006 QS12 TR 2006-QS12 CL II-A-2 FLTG RATE 09-25-2036 REG	3,349,109	4,257,038
	I/O CMO RALI SER 2006 QS14 TR 11-25-2036REG	1,429,763	2,059,924
	I/O CMO RALI SER 2006-QS6 TR CL IA12 FLT RT 06-25-2036 BEO	1,150,957	2,045,352
	I/O CMO RALI SER 2007-QS5 TR CL A-6 FLT RT 03-25-2037 BEO	5,643,807	7,267,723
	I/O CMO RESDNTL ACCREDIT LNS INC MTG SER 2006-QS2 CL 1A11 FLTRT 2-25-2036BEO	9,045,826	11,954,940
	I/O CMO STRUCTURED ASSET SECS CORP SER 2005-10 CL 5A3 FLT RT 12-25-2034 REG	942,812	322,514
	I/O CMO WA MUT MTG SECS CORP 2005-11 CL A-6 FLTG RT 01-25-2036 REG	1,181,711	1,433,657
	I/O CMO WASHINGTON MUTUAL MTGPASS-THRU CTFS SER 2006-2 CL 1A8 FLTG RT 3-25-2036	245,049	290,636
	I/O FHLMC MULTICLASS BD 05-15-2036	921,163	378,639
	I/O FHLMC MULTICLASS FHLMC #S1-0633 11-15-2036	1,089,681	444,477
	I/O FHLMC MULTICLASS FHLMC-3318 SK 05-15-2037	2,675,307	1,088,110
	I/O FHLMC MULTICLASS FTLG SER 3571 CL SB09-15-2034	508,762	95,741
	I/O FHLMC MULTICLASS SER 3221 CL SA 03-15-2036	1,674,953	684,489
	I/O FHLMC MULTICLASS SER 3410 CL NS FLT RT 02-15-2038	2,582,731	415,141
	I/O FHLMC MULTICLASS SER 3459 CL JS FLTG06-15-2038	811,592	367,606
	I/O FHLMC MULTICLASS SER 3469 CL HI 07-15-2038	7,623,987	1,807,256
	I/O FHLMC MULTICLASS SER 3522 CL SE 04-15-2039	3,451,000	2,499,533
	I/O FHLMC MULTICLASS SER 3524 CL BI 06-15-2048	3,118,019	499,612
	I/O FHLMC MULTICLASS SER 3528 CL AS FLT RT 04-15-2039	6,373,167	3,699,104
	I/O FHLMC MULTICLASS SER 3545 CL SA 06-15-2039	405,246	122,159
	I/O FNMA FR CMO 25/09/2037 USD1000 2-A-22007-W8 09-25-2037	3,881,959	1,892,238
	I/O FNMA REMIC SER 2009-97 CL SB VAR RT 11-25-2039	7,669,005	2,866,757
	I/O FNMA REMIC TR 2008-75 CL-DS VAR RATE09-25-2038	775,696	246,270
	I/O FNMA REMIC TR 2008-76 CL-EI VAR RATE09-25-2023	4,429,597	1,714,182
	I/O FNMA REMIC TR 2008-76 CL-GI VAR RATE09-25-2023	4,978,926	1,934,039
	I/O FNMA REMIC TR 2008-88 CL-SA VAR RATE10-25-2038	4,561,583	2,152,139
	I/O FNMA REMIC TR 2009-6 CL-SC VAR RATE 09-25-2038	1,805,842	390,977
	I/O FNMA REMIC TR 2009-85 CL-LS VAR RATE10-25-2049	7,222,002	2,099,718
	I/O FNMA REMIC TR 2010-43 CL-DS FLTG RATE 05-25-2040	4,110,751	2,286,281
	I/O FNMA SER- 2007-43 CL SB 05-25-2037	1,255,798	444,168
	I/O MORGAN STANLEY MTG LN TR 2007-8XS MTG PASSTHRU CTF CL A-6 FLTG 04-25-2037	7,700,196	7,789,712
	INDYMAC INDX MTG LN TR 2006-AR15 CL A-1 VAR RATE DUE 07-25-2036 REG	1,665,347	2,178,645

The information in this schedule has been certified as to its completeness and accuracy by the Trustee.

GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

(a)	(b) (c)	(d)	(e)	
Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value	
	INDYMAC MBS INC FLTG RT 4.609866% DUE 08-25-2035	Asset -backed Security	1,921,785	2,163,376
	MORGAN STANLEY MTG LN TR 2007-8XS MTG PASSTHRU CTF CL A-1 04-25-2037 REG	Asset -backed Security	1,650,399	1,970,961
	P/O CMO GS MTG SECS CORP SER 2006-2F CL 2A10 02-25-2036 BEO	Asset -backed Security	100,434	196,531
	P/O CMO MTG PASSTHRU CTF CL 1-A-24 04-25-2037 REG	Asset -backed Security	181,239	172,289
	P/O CMO RALI SER 2007-QS5 TR CL A-7 ZCPN03-25-2037 REG	Asset -backed Security	407,071	415,375
	P/O CMO WELLS FARGO MTG BACKED SEC 06-16MTG PASSTHRU CTF CL A-PO 11-25-36 REG	Asset -backed Security	107,985	299,975
	PVTP L CMO J P MORGAN MTG TR SER 2008-R2 MTG PASSTHRU CL 1-A-2 144A VAR 7-27-37	Asset -backed Security	460,660	179,607
	RESNTL AST FLTG RT .4523% DUE 08-25-2036	Asset -backed Security	364,326	459,767
	RESNTL AST FLTG RT .5523% DUE 03-25-2037	Asset -backed Security	1,189,342	1,228,390
	DREYFUS TREASURY CASH MGT PART SH	Cash and cash equivalent	10,378,381	10,378,381
	MORGAN STANLEY PRIME BROKERAGE ACCOUNTS	Cash and cash equivalent	109,488,306	109,488,306
	WELLS FARGO MONEY MARKET FUND	Cash and Cash Equivalent	142,000	770,854
	ABFS 2002-1 A5 ABS 7.010 15 Dec 32	Corporate debt securities	73,472	92,131
	AKRX CB 3.5 01JUN2016	Corporate debt securities	131,691	178,031
	ALION SCIENCE AND TECH C CORP 12.00 11/1/14	Corporate debt securities	787,800	799,914
	ALJ CB 3 15SEP2018 144A	Corporate debt securities	490,218	526,990
	ALLBRITTON COMMUNICATION 8.000 15 May 18	Corporate debt securities	802,102	793,940
	AMBAC ASSURANCE CORP CONVERTIBLE PREFERRED 0.000	Corporate debt securities	407,250	414,000
	AMERICAN AIRLINES INC 7.500 15 Mar 16	Corporate debt securities	703,575	719,800
	AMERICAN MEDIA INC 11.500 15 Dec 17	Corporate debt securities	1,230,488	1,291,650
	AMERICAN PIPING PRODUCTS CORP 12.875 15 Nov 17	Corporate debt securities	940,423	936,050
	AMF BOWLING CENTERS INC 245MM 06/28/2018 TERM	Corporate debt securities	1,870,071	1,902,586
	AMF BOWLING CENTERS INC 55MM 12/27/2018 11.75% TERM	Corporate debt securities	1,271,050	1,331,410
	APPVION INC 9.000 01 Jun 20	Corporate debt securities	567,366	564,480
	ARCHROMA GLOBAL SERVICES 320MM 09/30/2018 TERM	Corporate debt securities	2,577,120	2,611,302
	ARPI CB 3.25 15NOV2018 144A	Corporate debt securities	310,125	310,689
	ASCMA CB 4 15JUL2020	Corporate debt securities	515,663	538,440
	BCOR CB 4.25 01APR2019 144A	Corporate debt securities	743,300	865,437
	BEVERAGES & MORE INC CORP 9.625 01 Oct 14	Corporate debt securities	252,656	245,172
	BMR CB 3.75 15JAN2030 144A	Corporate debt securities	514,790	512,438
	BSSLT 2007-1 1A ABS 0.546 25 Jan 37	Corporate debt securities	104,960	174,415
	BURLINGTON HLDG LLC/FIN 9.000 15 Feb 18	Corporate debt securities	802,950	801,450
	CALFRAC HOLDINGS LP 7.500 01 Dec 20	Corporate debt securities	288,660	283,708
	CAROLINA BEVERAGE GRP LL 10.625 01 Aug 18	Corporate debt securities	217,000	228,393
	CATALYST PAPER C EURO BOND 11.000 30 Oct 17	Corporate debt securities	983,790	788,665
	CATALYST PAPER CORP EURO BOND 13.000 13 Sep 16	Corporate debt securities	1,318,345	1,288,676
	CBST CB 2.5 01NOV2017	Corporate debt securities	570,423	906,506
	CBZ CB 4.875 01OCT2015 144A	Corporate debt securities	588,889	658,125
	CCMFC 2006-4A A1 CMO 0.296 25 Nov 47	Corporate debt securities	796,104	749,953
	CDNS CB 2.625 01JUN2015	Corporate debt securities	476,860	623,546
	CEMEX CB 3.25 15MAR2016	Corporate debt securities	427,131	470,978
	CEMEX CB 3.75 15MAR2018	Corporate debt securities	611,313	597,525
	CHECKERS DRIVE-IN RESTAU CORP 11.000 01 Dec 17	Corporate debt securities	885,625	921,300
	CHK CB 2.25 15DEC2038	Corporate debt securities	436,138	428,665
	CHUKCHANSI ECO DEV AUTH 9.75% 05/30/2020 144A	Corporate debt securities	1,321,165	1,451,312
	CKH CB 2.5 15DEC2027 144A	Corporate debt securities	556,208	619,220
	CLEARWIRE COMM/FINANCE 12.000 01 Dec 15	Corporate debt securities	689,891	678,770
	COACTIVE 3.00% 07/24/2017	Corporate debt securities	1,659,867	1,810,103
	CODE CB 2 01SEP2020 144A	Corporate debt securities	324,084	354,962
	CQB CB 4.25 15AUG2016	Corporate debt securities	288,905	288,564
	DDR CB 1.75 15NOV2040	Corporate debt securities	364,681	346,843
	DISPENSING DYNAMICS INTL 12.5% 01/01/2018 144A	Corporate debt securities	1,158,360	1,254,929
	DISPENSING DYNAMICS INTL CORP 12.500 01 Jan 18	Corporate debt securities	284,200	305,950
	DLLR CB 3 01APR2028	Corporate debt securities	591,749	571,128
	DRILL RIGS HLDS INC EURO 6.500 01 Oct 17	Corporate debt securities	922,250	915,875
	DRYS CB 5 01DEC2014	Corporate debt securities	488,750	490,000
	DYNCORP INTERNATIONAL INC-A 10.375% 07/01/2017	Corporate debt securities	542,758	638,780
	EAGLE ROCK ENER PART/FIN CORP 8.375 01 Jun 19	Corporate debt securities	492,505	512,500
	EATON VANCE LTD DURATION FND	Corporate debt securities	267,464	268,292
	ECPG CB 3 27NOV2017 144A	Corporate debt securities	554,153	805,000
	EDISON MISSION ENERGY 7% 05/15/2017 REG	Corporate debt securities	365,916	380,765
	ELX CB 1.75 15NOV2018 144A	Corporate debt securities	255,124	249,845
	EMPIRE TODAY LLC 11.375% 02/01/2017 REG	Corporate debt securities	396,383	440,895
	ENDP CB 1.75 15APR2015	Corporate debt securities	163,842	231,139
	EXPRESS LLC/EXPRESS FIN 8.750 01 Mar 18	Corporate debt securities	703,153	697,716
	EXXI CB 3 15DEC2018 144A	Corporate debt securities	460,000	453,818
	FCE CB 3.625 15AUG2020 144A	Corporate debt securities	587,756	613,045
	FREESCALE SEMICONDUCTOR 9.250 15 Apr 18	Corporate debt securities	1,079,800	1,078,500
	FRO CB 4.5 14APR2015 REGS	Corporate debt securities	49,346	105,270
	GASTAR EXPLORATION USA 8.625% 05/15/2018 144A	Corporate debt securities	320,015	315,456
	GLBL INVESTMNT GRP FNCE EURO BOND 11.000 24 Sep 17	Corporate debt securities	392,000	368,000
	GNET ESCROW CORP 12.125 01 Jul 18	Corporate debt securities	252,000	253,200
	GOODMAN NETWORKS INC CORP 13.125 01 Jul 18	Corporate debt securities	685,950	664,650
	GPI CB 3 15MAR2020	Corporate debt securities	719,473	775,000
	GPI VRN CB 15JUN2036	Corporate debt securities	553,602	568,100
	GRAN COLOMBIA GOLD CORP EURO BOND 5.000 11 Aug 18	Corporate debt securities	200,000	76,000
	GTLS CB 2 01AUG2018	Corporate debt securities	617,125	571,225
	GXS WORLDWIDE INC 9.750 15 Jun 15	Corporate debt securities	1,067,575	1,072,768
	HOA RESTAURANT GP/FINANC CORP 11.250 01 Apr 17	Corporate debt securities	618,000	633,000

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GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

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	HWAY CB 1.5 01JUL2018 144A	Corporate debt securities	571,545
	ICAHN ENTERPRISES/FIN 7.750 15 Jan 16	Corporate debt securities	682,065
	ICON CB 2.5 01JUN2016	Corporate debt securities	656,169
	ILMN CB 0.25 15MAR2016 144A	Corporate debt securities	512,750
	INABS 2006-H2 A ABS 0.315 28 Jun 36	Corporate debt securities	94,516
	INN OF THE MOUNTAIN GODS 8.75% 11/30/2020 REG	Corporate debt securities	1,502,704
	IRONGATE ENERGY SERVICES 11% 2018-07-01144A	Corporate debt securities	2,520,987
	ISOLA USA TL B 1L 11/27/2018 FLT 250 MM	Corporate debt securities	2,128,585
	ITMN CB 2.5 15SEP2018	Corporate debt securities	396,281
	IVR CB 5 15MAR2018 144A	Corporate debt securities	498,313
	KAMN CB 3.25 15NOV2017 144A	Corporate debt securities	590,941
	KARDAN NV EURO 4.450 25 Feb 16	Corporate debt securities	60,587
	KOOSHAREM CORP TERM 250MM 06/30/2014 TERM	Corporate debt securities	385,725
	LANDRY'S HOLDINGS II INC CORP 10.250 01 Jan 18	Corporate debt securities	495,000
	LANTHEUS MEDICAL IMAGING CORP 9.750 15 May 17	Corporate debt securities	200,400
	LAYN CB 4.25 15NOV2018 144A	Corporate debt securities	344,375
	LBI MEDIA INC CORP 13.500 15 Apr 20	Corporate debt securities	64,500
	LBI MEDIA INC CORP 9.250 15 Apr 19	Corporate debt securities	937,143
	LLL CB 3 01AUG2035	Corporate debt securities	311,686
	MACK CB 4.5 15JUL2020	Corporate debt securities	264,672
	MARINE HARVEST ASA 5.360 12 Mar 18	Corporate debt securities	175,538
	MARK IV EURO/USA LUX SCA EURO BOND 8.875 15 Dec 17	Corporate debt securities	179,987
	MCCLATCHY COMPANY CORP 7.150 01 Nov 27	Corporate debt securities	483,000
	MEDIA GENERAL INC 11.750 15 Feb 17	Corporate debt securities	537,138
	MIG CB 5 15MAR2020 144A	Corporate debt securities	559,296
	MIG LLC CORP 15.500 31 Dec 16	Corporate debt securities	233,089
	MU CB 1.875 01JUN2027	Corporate debt securities	782,455
	NELNET INC 3.6506% 2036-09-29REG	Corporate debt securities	1,484,360
	NETWORK COMMUNICATIONS I CORP 8.600 14 Jan 20	Corporate debt securities	400,000
	NLY CB 5 15MAY2015	Corporate debt securities	305,250
	NORTHERN OIL AND GAS INC 8.000 01 Jun 20	Corporate debt securities	284,415
	NPO CB 3.9375 15OCT2015	Corporate debt securities	664,456
	NRF CB 7.5 15MAR2031 144A	Corporate debt securities	559,350
	OCR CB 3.75 15DEC2025	Corporate debt securities	668,837
	PANORO ENERGY ASA MTN 13.500 15 Nov 18	Corporate debt securities	63,861
	PEGASUS SOLUTIONS INC CORP 13.000 15 Apr 14	Corporate debt securities	1,114,270
	PMT CB 5.375 01MAY2020 144A	Corporate debt securities	434,770
	POSTMEDIA NETWORK INC EURO 12.500 15 Jul 18	Corporate debt securities	928,800
	PROSPECT MEDICAL HOLDING CORP 8.375 01 May 19	Corporate debt securities	545,044
	RDN CB 2.25 01MAR2019	Corporate debt securities	442,573
	REM OFFSHORE ASA 7.610 14 Mar 18	Corporate debt securities	175,538
	RTI CB 3 01DEC2015	Corporate debt securities	263,399
	RURAL METRO CORP 10.125% 07/15/2019 144A	Corporate debt securities	451,944
	RURAL METRO CORP 10.125% 2019-07-15144A	Corporate debt securities	350,870
	SAPPI PAPIER HOLDNG GMBH EURO 7.500 15 Jun 32	Corporate debt securities	345,135
	SARATOGA RESOURCES INC CORP 12.500 01 Jul 16	Corporate debt securities	389,793
	SCHOOL SPECIALTY INC 05/29/2019 8.50% TERM	Corporate debt securities	1,942,103
	SEA TRUCKS GROUP LTD EURO 9.000 26 Mar 18	Corporate debt securities	600,000
	SHELF DRILLING TERM 10/07/2018	Corporate debt securities	1,791,590
	SLG CB 3 15OCT2017 144A	Corporate debt securities	671,376
	SLXP CB 1.5 15MAR2019	Corporate debt securities	514,967
	SLXP CB 2.75 15MAY2015	Corporate debt securities	554,810
	SNDK CB 1.5 15AUG2017	Corporate debt securities	741,335
	SOL CB 4.125 15MAR2018 144A	Corporate debt securities	306,805
	SOUTHERN STATES COOP INC 10.000 15 Aug 21	Corporate debt securities	561,630
	SPDR BARCLAYS CAPTL CONV BND	Corporate debt securities	847,608
	SSLTIN CB 4 30OCT2014	Corporate debt securities	243,688
	STACS 2007-1 A CMO 0.490 25 Apr 37	Corporate debt securities	137,852
	STRATUS TECHNOLOGIES BER 12% 03/29/2015 REG	Corporate debt securities	1,020,234
	STRATUS TECHNOLOGIES BER EURO BOND 12.000 29 Mar 15	Corporate debt securities	82,810
	STRATUS TECHNOLOGIES INC CORP 12.000 29 Mar 15	Corporate debt securities	499,335
	STRATUS TECHNOLOGIES INC TERM PIK 80MM 06/30/2015	Corporate debt securities	1,785,902
	STREAM GLOBAL SERVICES I CORP 11.250 01 Oct 14	Corporate debt securities	481,400
	TEMBEC INDUSTRIES INC EURO BOND 11.250 15 Dec 18	Corporate debt securities	569,547
	TFX CB 3.875 01AUG2017	Corporate debt securities	481,713
	UTHR CB 1 15SEP2016	Corporate debt securities	573,033
	VERASUN ENERGY CORP STUB 06/01/2017	Corporate debt securities	772,504
	VERSO PAPER HLDG LLC/INC CORP 11.750 15 Jan 19	Corporate debt securities	368,881
	VPHM CB 2 15MAR2017	Corporate debt securities	771,372
	WBMD CB 2.5 31JAN2018	Corporate debt securities	297,000
	WDAY CB 1.5 15JUL2020 144A	Corporate debt securities	421,498
	WESTMORELAND COAL/PART 10.750 01 Feb 18	Corporate debt securities	648,109
	WESTMORELAND COAL/PART CORP 10.750 01 Feb 18	Corporate debt securities	117,800
	WIND ACQUISITION FIN SA EURO 11.750 15 Jul 17	Corporate debt securities	213,625
	XINERGY CORP 9.250 15 May 19	Corporate debt securities	14,100
	#REORG/BEAM INC-WHEN CASH MERGER EFF 05-01-2014	Corporate Equity Security	1,190,226
	#REORG/HARRIS TEETER SUPERMARKETS CASH MERGER EFF 01-29-2014	Corporate Equity Security	1,474,356
	#REORG/LIFE TECHNOLOGIES CORP CASH MERGER EFF 02-03-2014	Corporate Equity Security	1,615,115
	#REORG/LUMENIS LTD REVERSE STK SPLIT LUMENIS LTD 0002V19AP1 EFF 02-14-2014	Corporate Equity Security	1,757

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GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

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	#REORG/NV ENERGY INC CASH MERGER 12-20-2013	Corporate Equity Security	587,113	591,250
	AAREAL BANK AG (GFR LISTING)	Corporate Equity Security	75,464	215,735
	AARON'S INC CLASS A	Corporate Equity Security	428,632	458,240
	ABERCROMBIE & FITCH CO-CL A	Corporate Equity Security	1,348,280	1,268,360
	ACCRETIVE HEALTH INC COM STK	Corporate Equity Security	1,322,561	1,218,576
	ADR BP P L C SPONSORED ADR	Corporate Equity Security	925,308	987,210
	ADR FLY LEASING LTD-ADR	Corporate Equity Security	65,622	77,150
	ADR GRUPO TELEvisa SA DE CV SPONSORED ADR REPSTG ORD PARTN SPONS ADR	Corporate Equity Security	292,245	427,140
	ADR NOVARTIS AG	Corporate Equity Security	2,076,571	2,769,200
	AES CORP COM	Corporate Equity Security	359,880	437,100
	ALCOA INC COM STK	Corporate Equity Security	191,882	192,200
	ALERE INC COM STK	Corporate Equity Security	1,344,941	1,790,995
	ALLIANCEBERNSTEIN HLDG L P UNIT LTD	Corporate Equity Security	160,075	221,900
	AMC NETWORKS INC CL A	Corporate Equity Security	954,973	1,476,370
	AMERICAN EXPRESS CO	Corporate Equity Security	295,367	514,800
	AMERICAN INTERNATIONAL GROUP INC COM	Corporate Equity Security	193,435	248,750
	AMG CAPITAL TRUST II CONV PFD	Corporate Equity Security	210,136	267,467
	AMR CORP	Corporate Equity Security	1,897,480	4,880,120
	ANADARKO PETRO CORP COM	Corporate Equity Security	6,021,005	7,389,824
	AON PLC COM	Corporate Equity Security	3,957,864	6,408,740
	APACHE CORP COM	Corporate Equity Security	1,300,449	1,372,350
	APPLE COMPUTER INC	Corporate Equity Security	1,960,957	2,224,280
	AQUARIUS PLATINUM LTD (UKM LISTING)	Corporate Equity Security	310,540	64,763
	ASSURANT INC COM	Corporate Equity Security	4,372,183	7,468,100
	ASSURED GUARANTY LTD (BERMUDA) COM STK	Corporate Equity Security	1,412,460	1,500,607
	ATLAS AIR WORLDWIDE HLDGS INC COM STK	Corporate Equity Security	1,947,605	1,960,858
	AVON PRODUCTS INC COM USD0.25	Corporate Equity Security	160,900	178,300
	AWARE INC/MASS	Corporate Equity Security	1,194,693	1,257,592
	BABCOCK & WILCOX CO	Corporate Equity Security	2,535,801	3,437,339
	BADGER METER INC COM	Corporate Equity Security	68,070	109,860
	BANK NEW YORK MELLON CORP COM STK	Corporate Equity Security	1,484,954	2,190,500
	BARRICK GOLD CORP	Corporate Equity Security	23,996	21,717
	BECTON DICKINSON & CO COM	Corporate Equity Security	547,081	760,130
	BLUCORA INC	Corporate Equity Security	704,236	1,356,059
	BLUEKNIGHT ENERGY PARTNE 11% PERPETUAL	Corporate Equity Security	569,254	678,335
	BLUEKNIGHT ENERGY PARTNERS L	Corporate Equity Security	2,131,412	3,009,469
	BMW AG PREF SHARES	Corporate Equity Security	392,261	399,859
	BOEING CO COM	Corporate Equity Security	4,348,603	8,055,000
	BOISE CASCAD LLC	Corporate Equity Security	2,832,988	2,916,182
	BOSTON SCIENTIFIC CORP COM	Corporate Equity Security	577,806	1,158,000
	BOULDER BRANDS INC COM USD0.01	Corporate Equity Security	508,129	1,224,800
	BOYD GAMING CORP COM	Corporate Equity Security	309,495	458,000
	BP PLC USD0.25	Corporate Equity Security	1,829,510	1,983,738
	BRINKS CO COM STOCK	Corporate Equity Security	313,669	402,360
	BRISTOL MYERS SQUIBB CO COM	Corporate Equity Security	554,925	770,700
	BROWN FORMAN CORP CL A CL A	Corporate Equity Security	158,655	223,440
	BRUNSWICK CORP COM STK	Corporate Equity Security	159,703	336,626
	BUNGE LTD CONV PFD	Corporate Equity Security	390,133	427,376
	CABLE & WIRELESS COMMUNICATIONS ORD USD0.05	Corporate Equity Security	610,107	781,186
	CABLEVISION SYS CORP CL A COM STK	Corporate Equity Security	2,615,099	2,934,750
	CAMECO CORP	Corporate Equity Security	6,270,382	6,009,430
	CANTEL MEDICAL CORP COM	Corporate Equity Security	180,637	485,160
	CAPITAL ONE FINL CORP COM	Corporate Equity Security	1,703,657	1,985,584
	CAREER EDUCATION CORP	Corporate Equity Security	373,577	308,050
	CBS CORP NEW CL A	Corporate Equity Security	59,785	117,460
	CBS CORP NEW CL B	Corporate Equity Security	146,242	292,800
	Cecon ASA	Corporate Equity Security	74	2,106
	CENTERPOINT ENERGY INC CONV PFD	Corporate Equity Security	474,469	676,728
	CENTURYLINK INC COM	Corporate Equity Security	935,492	767,500
	CERMAQ ASA (NOR LISTING)	Corporate Equity Security	256,991	248,397
	CF INDS HLDGS INC COM STK	Corporate Equity Security	3,490,978	3,887,841
	CHEESECAKE FACTORY INC COM	Corporate Equity Security	479,602	731,250
	CHEMED CORP NEW COM	Corporate Equity Security	136,101	155,860
	CHIMERA INVESTMENT CORP	Corporate Equity Security	799,975	772,900
	CHINACAST EDUCATION CORP	Corporate Equity Security	46,568	17,933
	CHURCHILL DOWNS INC COM	Corporate Equity Security	426,485	646,920
	CIN BELL INC NEW COM STK	Corporate Equity Security	449,976	352,000
	CIRCOR INTL INC COM	Corporate Equity Security	869,084	2,062,580
	CITIGROUP INC COM NEW COM NEW	Corporate Equity Security	1,319,364	1,852,200
	CLEAR CHANNEL OUTDOOR HLDGS INC COM CL ACOM CL A	Corporate Equity Security	416,552	398,250
	CLEVELAND UNLIMITED INC.	Corporate Equity Security	245,000	262,169
	COHEN & STEERS INC COM	Corporate Equity Security	359,736	481,320
	COMMScope HOLDING CO INC	Corporate Equity Security	736,960	758,322
	COMVERSE INC COM STK	Corporate Equity Security	1,047,448	1,198,630
	CONSOL ENERGY INC COM	Corporate Equity Security	589,369	604,860
	CONTINENTAL AIRLINES FINANCE TRUST II CO	Corporate Equity Security	456,250	478,130
	CORNING INC COM	Corporate Equity Security	1,836,784	2,425,360
	CRANE CO COM	Corporate Equity Security	365,356	498,480
	CROCODILE GOLD CORP	Corporate Equity Security	886,697	175,016

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	CURTISS WRIGHT CORP COM	Corporate Equity Security	519,450	791,550
	CYPRESS SEMICONDUCTOR CORP COM	Corporate Equity Security	1,058,622	1,017,450
	D R HORTON INC COM	Corporate Equity Security	433,958	397,600
	DANA HLDG CORP COM	Corporate Equity Security	1,041,882	1,318,200
	DEERE & CO COM	Corporate Equity Security	3,799,805	3,959,280
	DELTA AIR LINES INC DEL COM NEW COM NEW	Corporate Equity Security	389,210	579,600
	DEMAND MEDIA INC	Corporate Equity Security	1,000,021	692,855
	DENBURY RES INC HLDG CO COM NEW	Corporate Equity Security	1,554,493	1,514,544
	DEPOMED INC	Corporate Equity Security	566,609	588,753
	DEVON ENERGY CORP NEW COM	Corporate Equity Security	935,690	909,300
	DIAGEO PLC SPONSORED ADR NEW	Corporate Equity Security	120,216	178,738
	DIEBOLD INC COM	Corporate Equity Security	90,435	102,390
	DIRECTV COM COM	Corporate Equity Security	86,290	132,220
	DONALDSON INC COM	Corporate Equity Security	202,744	250,380
	DONNER METALS LTD	Corporate Equity Security	99,589	2,628
	EBAY INC	Corporate Equity Security	5,709,698	5,557,200
	EBAY INC COM USD0.001	Corporate Equity Security	319,769	505,200
	EL PASO ELEC CO COM NEW	Corporate Equity Security	291,098	324,270
	ELECTR ARTS COM	Corporate Equity Security	47,259	66,540
	EMULEX CORP COM NEW	Corporate Equity Security	1,340,796	1,422,734
	ENSCO PLC SHS CLASS A COM	Corporate Equity Security	1,731,405	1,973,272
	EXXON MOBIL CORP COM	Corporate Equity Security	545,921	841,320
	FEDERAL-MOGUL HOLDINGS CORP COM STK	Corporate Equity Security	588,382	1,292,760
	FEDEX CORP COM	Corporate Equity Security	4,402,281	6,935,000
	FERRO CORP COM	Corporate Equity Security	819,357	2,298,450
	FIRE RIVER GOLD CORP	Corporate Equity Security	63,435	6,195
	FIRE RIVER GOLD CORP PRIVATE 09/19/2017	Corporate Equity Security	24,294	-
	FLOWSERVE CORP COM	Corporate Equity Security	632,983	1,213,460
	FLY LEASING LTD-ADR	Corporate Equity Security	561,768	694,350
	FORD MOTOR CO	Corporate Equity Security	5,066,261	5,089,840
	FOREST OIL CORP COM STK	Corporate Equity Security	819,818	569,734
	FORTUNE BRANDS HOME & SEC INC COM	Corporate Equity Security	469,626	1,133,600
	FREDDIE MAC EQUITY PREFERENCE 0.0	Corporate Equity Security	128,646	324,970
	FREDDIE MAC PREFERENCE	Corporate Equity Security	95,328	158,116
	FREEPORT-MCMORAN COPPER & GOLD INC	Corporate Equity Security	1,475,036	1,491,670
	FREEPORT-MCMORAN COPPER AND GOLD INC	Corporate Equity Security	2,063,061	2,116,090
	FRONTIER COMMUNICATIONS CORP SER B	Corporate Equity Security	4,924,415	5,522,400
	FURIEX PHARMACEUTICALS	Corporate Equity Security	706,281	830,790
	GATX CORP COM	Corporate Equity Security	426,280	501,700
	GENERAL ELECTRIC CO	Corporate Equity Security	2,190,995	2,666,000
	GENERAL MILLS INC COM	Corporate Equity Security	430,639	554,730
	GENERAL MOTORS	Corporate Equity Security	813,139	1,463,413
	GENERAL MOTORS CO	Corporate Equity Security	3,160,528	3,175,860
	GENERAL MOTORS-CW16 WRNT 10.00 10 Jul 16	Corporate Equity Security	-	234,148
	GENERAL MOTORS-CW19 WRNT 18.33 10 Jul 19	Corporate Equity Security	-	171,304
	GENUINE PARTS CO COM	Corporate Equity Security	310,153	414,200
	GOL LINHAS AEREAS INTEL-ADR	Corporate Equity Security	739,430	716,680
	GORMAN RUPP CO COM	Corporate Equity Security	480,790	715,190
	GRACO INC COM	Corporate Equity Security	2,180,717	3,243,660
	GRAFTECH INTL LTD COM	Corporate Equity Security	131,210	138,240
	GREATBATCH INC COM	Corporate Equity Security	120,765	203,150
	GRIFFIN LD & NURSERIES INC COM	Corporate Equity Security	213,540	264,000
	GRIFFON CORP COM	Corporate Equity Security	538,915	643,000
	GULF COAST ULTRA DEEP RTY TR ROYALTY TR UNIT ROYALTY TR UNIT	Corporate Equity Security	192,296	223,000
	HARBINGER GROUP INC	Corporate Equity Security	1,750,368	2,052,000
	HARLEYSVILLE SVNGS FIN CORP	Corporate Equity Security	305,941	359,671
	HARTFORD FINL SVCS GROUP INC COM	Corporate Equity Security	124,936	142,520
	HAYNES INTL INC COM NEW COM NEW	Corporate Equity Security	139,867	162,660
	HEWLETT PACKARD CO COM	Corporate Equity Security	183,451	218,800
	HEWLETT-PACKARD CO COM STK	Corporate Equity Security	796,731	535,677
	HILLSHIRE BRANDS CO COM	Corporate Equity Security	454,074	534,720
	HONEYWELL INTL INC COM STK	Corporate Equity Security	587,019	885,100
	IAC / INTERACTIVECORP COM STK	Corporate Equity Security	903,853	1,022,457
	ING GROEP EUR0.24 (NET LISTING)NEW SH	Corporate Equity Security	1,799,692	2,593,372
	INTERDIGITAL INC COM STK	Corporate Equity Security	725,632	839,218
	INTERMUNE INC COM STK	Corporate Equity Security	705,999	865,149
	INTERNAP DELAWARE INC COM PAR \$.001 COM STK	Corporate Equity Security	693,412	769,000
	INTERNATIONAL BUSINESS MACHS CORP COM	Corporate Equity Security	5,836,845	5,570,080
	INTERNATIONAL PAPER CO COM STK	Corporate Equity Security	3,787,488	3,936,467
	INVENSYS PLC ORD GBP0.125CREST (UKM LIS	Corporate Equity Security	1,256,463	3,449,143
	IPATH S&P 500 VIX S/T FU ETN	Corporate Equity Security	22,311	10,894
	JANUS CAP GROUP INC COM	Corporate Equity Security	830,964	1,088,000
	JC PENNEY CO INC COM STK	Corporate Equity Security	514,631	285,921
	JOURNAL COMMUNICATIONS INC COM	Corporate Equity Security	282,443	531,300
	JPMORGAN CHASE & CO COM	Corporate Equity Security	4,301,516	6,294,200
	KAMAN CORP COM	Corporate Equity Security	988,565	1,116,080
	KELLOGG CO COM USD0.25	Corporate Equity Security	877,979	1,030,880
	KOHL'S CORP COM	Corporate Equity Security	1,783,496	2,211,200
	KRISPY KREME DOUGHNUTS INC COM STK	Corporate Equity Security	101,798	355,320

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GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

(a)	(b) (c)	(d)	(e)	
Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value	
	LAKES ENTERTAINMENT INC	Corporate Equity Security	410,573	597,919
	LANXESS (GFR LISTING)	Corporate Equity Security	1,471,274	1,562,563
	LEGG MASON INC COM	Corporate Equity Security	2,695,586	3,911,000
	LENNAR CORP CL A CL A	Corporate Equity Security	2,097,116	2,217,120
	LENNAR CORP CL B	Corporate Equity Security	1,990,351	2,016,880
	LIBERTY GLOBAL PLC COM STK	Corporate Equity Security	326,441	364,082
	LIBERTY INTERACTIVE CORP INTERACTIVE COMSER A	Corporate Equity Security	203,542	336,960
	LIBERTY INTERACTIVE CORP LIBERTY VENTURES COM SER A	Corporate Equity Security	224,719	607,750
	LINCOLN NATL CORP COM	Corporate Equity Security	482,706	641,625
	LIVE NATION ENTERTAINMENT INC	Corporate Equity Security	1,917,314	1,910,480
	Loral Space & Communications L COM STK	Corporate Equity Security	655,806	797,824
	LOUISIANA-PACIFIC CORP COM	Corporate Equity Security	279,564	574,000
	LYDALL INC COM	Corporate Equity Security	88,786	160,470
	M & T BK CORP COM	Corporate Equity Security	1,416,375	2,018,800
	MARCUS CORP DEL COM	Corporate Equity Security	747,246	875,400
	MATERION CORP COM	Corporate Equity Security	271,296	316,360
	MBIA INC COM STK	Corporate Equity Security	3,490,853	4,213,973
	MEDIA GEN INC COM	Corporate Equity Security	486,966	1,810,000
	MERCK & CO INC NEW COM	Corporate Equity Security	616,452	896,940
	MESA AIR GROUP	Corporate Equity Security	425,175	107
	MESA AIR GROUP 02/15/2017 PRIVATE	Corporate Equity Security	419,172	280,693
	METLIFE INC COM EQUITY UNIT CONV PFD STKUNIT	Corporate Equity Security	17,298,561	9,258,000
	METLIFE INC COM STK USD0.01	Corporate Equity Security	3,897,789	5,062,430
	MICRON TECHNOLOGY INC	Corporate Equity Security	4,856,020	7,385,000
	MICROSOFT CORP COM	Corporate Equity Security	5,976,433	7,626,000
	MILLICOM INTERNATIONAL CELLULAR COM USD1.50 (POST-SUBD)	Corporate Equity Security	1,071,185	1,077,840
	MOBISTAR BEF ORDS	Corporate Equity Security	373,835	380,468
	MOCON INC COM	Corporate Equity Security	143,283	140,400
	MOLYCORP INC COM STK	Corporate Equity Security	1,333,189	1,180,765
	MONDELEZ INTL INC COM	Corporate Equity Security	915,709	1,140,020
	MOTORS LIQUIDATION CO GUC TR EQUITY PRIV 0.0	Corporate Equity Security	-	104,728
	MUELLER INDS INC COM	Corporate Equity Security	1,679,393	2,076,720
	NATIONAL BANK OF GREECE -ADR	Corporate Equity Security	1,435,410	1,542,420
	NATL FUEL GAS CO COM	Corporate Equity Security	1,343,058	1,821,960
	NAVISTAR INTL CORP NEW COM	Corporate Equity Security	2,401,117	3,375,960
	NEWCASTLE INVESTMENT CORP	Corporate Equity Security	3,481,266	3,409,290
	NEWMONT MINING CORP NEW COM	Corporate Equity Security	3,003,619	1,589,120
	NEWS CORP - CLASS A	Corporate Equity Security	2,093,268	2,253,100
	NEXTERA ENERGY INC CONV PFD 09/01/2015	Corporate Equity Security	213,563	239,488
	NEXTERA ENERGY INC CONV PFD 09/01/2016	Corporate Equity Security	182,813	187,613
	NII HLDGS INC COM NEW CL B NEW	Corporate Equity Security	624,520	160,020
	NORTH ATLANTIC DRILLING LTD	Corporate Equity Security	6,763,620	7,654,581
*	NORTHERN TR CORP COM	Corporate Equity Security	450,479	589,900
	NXP SEMICONDUCTORS NV	Corporate Equity Security	2,454,114	4,751,670
	O REILLY AUTOMOTIVE INC NEW COM USD0.01	Corporate Equity Security	791,693	999,680
	OCCIDENTAL PETROLEUM CORP	Corporate Equity Security	4,644,190	4,985,400
	OMNIAMERICAN BANCORP INC COM	Corporate Equity Security	214,520	393,588
	ORACLE CORP COM	Corporate Equity Security	1,035,407	1,376,310
	ORBCOMM INC	Corporate Equity Security	1,300,730	1,734,565
	PAR PETROLEUM CORP	Corporate Equity Security	672,849	774,900
	PATTERSON COS INC COM	Corporate Equity Security	1,357,721	1,659,600
	PEABODY ENERGY CORP COM STK	Corporate Equity Security	564,832	546,000
	PENN NATIONAL GAMING INC	Corporate Equity Security	1,933,791	2,040,141
	PENN WEST PETROLEUM LTD COM STK	Corporate Equity Security	1,728,440	1,700,000
	PENN WEST PETROLEUM TRUST	Corporate Equity Security	5,419,079	4,675,000
	PEP BOYS-MANNY MOE & JACK COM	Corporate Equity Security	884,621	1,185,050
	PERKINELMER INC COM STK	Corporate Equity Security	1,787,304	2,024,184
	PFIZER INC COM	Corporate Equity Security	4,355,730	6,139,755
	PIONEER NAT RES CO COM STK	Corporate Equity Security	2,562,816	4,443,750
	PLY GEM HOLDINGS INC	Corporate Equity Security	1,574,972	1,300,591
	PNC FINANCIAL SERVICES GROUP COM STK	Corporate Equity Security	2,044,868	2,539,350
	PNM RES INC COM	Corporate Equity Security	148,160	186,160
	PORSCHE AUTOMOBIL HOLDING SE	Corporate Equity Security	1,901,088	2,556,610
	POST HLDGS INC COM STK	Corporate Equity Security	656,102	1,063,650
	PRELIOS SPA (ITA LISTING)	Corporate Equity Security	105,506	81,876
	PROCTER & GAMBLE COM NPV	Corporate Equity Security	187,746	336,880
	PULTE GROUP INC	Corporate Equity Security	2,294,847	2,532,600
	QUALCOMM INC COM STK	Corporate Equity Security	787,003	854,705
	QUANTA SERVICES INC	Corporate Equity Security	4,419,155	4,559,940
	RALPH LAUREN CORPORATION COM STK	Corporate Equity Security	1,725,725	1,811,878
	REALOGY HOLDINGS CORP	Corporate Equity Security	5,029,381	6,492,430
	REMY INTERNATIONAL INC	Corporate Equity Security	1,513,674	1,832,522
	REPUBLIC AIRWAYS HOLDINGS IN	Corporate Equity Security	4,874,973	6,497,020
	ROLLS ROYCE HLDGS ORD GBP0.001 C	Corporate Equity Security	-	2,667
	ROWAN COMPANIES PLC	Corporate Equity Security	5,204,579	5,193,000
	RPC INC COM	Corporate Equity Security	127,424	212,040
	RYMAN HOSPITALITY PPTYS INC COM	Corporate Equity Security	1,215,508	1,967,890
	SALEM COMMUNICATIONS -CL A	Corporate Equity Security	214,412	669,440
	SANDISK CORP COM STK	Corporate Equity Security	742,181	1,452,958

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GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

(a)	(b) (c)	(d)	(e)	
Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value	
	SEADRILL LIMITED SHS	Corporate Equity Security	4,314,411	5,552,300
	SEADRILL LTD COM STK	Corporate Equity Security	1,146,372	1,388,075
	SEQUENOM INC	Corporate Equity Security	841,074	772,215
	SNYDERS-LANCE INC COM	Corporate Equity Security	1,022,478	1,267,640
	STARWOOD PROPERTY TRUST INC COM REIT	Corporate Equity Security	940,078	1,365,630
	STATE STR CORP COM	Corporate Equity Security	1,100,702	1,742,640
	SUNEDISON INC COM STK	Corporate Equity Security	729,961	1,708,898
	SUPERIOR INDS INTL INC COM	Corporate Equity Security	616,347	651,420
	TECHNICOLOR- REGR (FRA LISTING)	Corporate Equity Security	2,032,783	2,284,688
	TELEPHONE & DATA SYS INC COM STK	Corporate Equity Security	248,551	278,100
	TEXTRON INC COM	Corporate Equity Security	280,518	332,300
	THE NEWARK GROUP INC	Corporate Equity Security	1,132,884	1,799,795
	TOWER GROUP INC COM STK	Corporate Equity Security	4,936,221	1,765,795
	TRAVELERS COS INC COM STK	Corporate Equity Security	4,029,499	6,215,690
	TREDEGAR CORP INC	Corporate Equity Security	458,267	602,140
	TWIN DISC INC COM	Corporate Equity Security	499,704	660,790
	TYCO INTERNATIONAL LTD(SWITZERLAND) COM USD0.80	Corporate Equity Security	564,389	877,220
	U.S. CELLULAR CORP COM	Corporate Equity Security	889,994	998,325
	UNITED CONTINENTAL HOLDINGS INC	Corporate Equity Security	519,941	738,607
	UNITED CONTL HLDGS INC COM STK	Corporate Equity Security	479,501	588,750
	UNITED PARCEL SVC INC CL B	Corporate Equity Security	1,695,150	2,354,740
	UNUM GROUP	Corporate Equity Security	3,530,540	5,706,900
	US AIRWAYS GROUP INC	Corporate Equity Security	5,630,898	7,842,320
	VANTAGE DRILLING CO	Corporate Equity Security	1,463,702	1,411,745
	VANTAGE DRILLING COMPANY	Corporate Equity Security	2,027,697	2,055,130
	VERINT SYS INC COM STK	Corporate Equity Security	555,246	697,235
	VIACOM INC NEW CL A	Corporate Equity Security	2,663,014	3,603,674
	VIACOM INC NEW CL B	Corporate Equity Security	1,710,320	2,886,120
	VINCI EUR13.00 ORDS	Corporate Equity Security	1,741,448	2,244,304
	VISA INC COM CL A STK	Corporate Equity Security	112,827	406,920
	VOLKSWAGEN NPV ORDS(GFR LISTING)	Corporate Equity Security	1,280,587	1,808,723
	WATTS WTR TECHNOLOGIES INC	Corporate Equity Security	182,035	270,540
	WEATHERFORD INTL LTD	Corporate Equity Security	2,147,309	2,662,200
	WELLS FARGO & CO NEW COM STK	Corporate Equity Security	3,084,102	3,961,800
	WHITING PETE CORP COM STK	Corporate Equity Security	3,670,886	4,832,000
	WMI HLDGS CORP	Corporate Equity Security	171,395	187,450
	WYNN RESORTS LTD COM	Corporate Equity Security	85,383	132,696
	XEROX CORP COM	Corporate Equity Security	1,646,575	2,332,900
	XYLEM INC COM	Corporate Equity Security	528,667	691,200
	EUR FX	Forward exchange contracts	-	(68,998)
	GBP FX	Forward exchange contracts	-	(84,962)
	HKD FX	Forward exchange contracts	-	1,716
	NOK FX	Forward exchange contracts	-	717
	CELTIC PHARMACEUTICAL HOLDINGS LP	Private Equity	14,641,037	8,744,849
	CF RTY PHARMA CAYMAN III LTD SER A FD	Private Equity	11,058,486	38,613,633
	GREY K ENVIRONMENTAL FUND II, LP	Private Equity	8,754,039	3,360,294
	GREY K ENVIRONMENTAL FUND L.P.	Private Equity	5,661,645	1,182,237
	SOUTHFIELD MEZZANINE CAPITAL LP	Private Equity	625,000	411,574
	VINTAGE ARGONAUT I LP	Private Equity	17,500,000	18,130,502
	VINTAGE ARGONAUT II LP	Private Equity	17,500,000	18,114,899
	W. I. HARPER INC FUND VI, LTD	Private Equity	6,057,904	9,198,144
	April 14 Calls on COV US 19 Apr 14 60.00 CALL	Purchased option	20,185	47,520
	IWM 106 STRIKE AMER PUT 12/31/2013	Purchased option	31,336	8,010
	January 14 Calls on GPS US 18 Jan 14 40.00 CALL	Purchased option	24,176	14,245
	PUT - IWM 100 @ 80 EXP 01/18/2014	Purchased option	177,720	840
	PUT - IWM 100 @ 85 EXP 03/22/2014	Purchased option	57,756	3,465
	BENICIA 2 AT BENICIA, CA	Real Estate - Income Producing	421,503	147,218
	BENICIA AT BENICIA, CA	Real Estate - Income Producing	565,073	850,392
	HOERNER AT ST. LOUIS, MO	Real Estate - Income Producing	932,161	2,472,525
	MALLINCKRODT AT IRVINE, CA	Real Estate - Income Producing	8,242,280	12,279,260
	ADT CORP/THE	Short Sale	(1,062,465)	(1,014,000)
	AFFILIATED MANAGERS GROUP INC COM	Short Sale	(104,070)	(143,179)
	AKORN INC COM STK	Short Sale	(134,227)	(173,040)
	ALON USA ENERGY INC COM	Short Sale	(256,446)	(298,356)
	AMADEUS IT HOLDING SA - A SHS	Short Sale	(392,248)	(742,880)
	AMERICAN PUBLIC EDUCATION	Short Sale	(785,926)	(948,990)
	AMERICAN RESIDENTIAL PROPERTIES	Short Sale	(133,906)	(134,158)
	AMTRUST FINL SVCS INC COM STK	Short Sale	(1,130,018)	(1,255,387)
	ANALOG DEVICES INC COM STK	Short Sale	(162,634)	(180,439)
	AOL INC	Short Sale	(13,060)	(14,934)
	ARM HOLDINGS ORD GBP0.05P	Short Sale	(1,266,663)	(1,524,044)
	ARM HOLDINGS PLC CAMBRIDGE ADR	Short Sale	(410,233)	(434,729)
	ARUBA NETWORK INC	Short Sale	(123,226)	(85,882)
	ASCENA RETAIL GROUP INC	Short Sale	(415,765)	(532,500)
	ASCENT MEDIA CORP	Short Sale	(278,280)	(305,229)
	ATLAS COPCO AB SER A	Short Sale	(457,943)	(458,383)
	B & G FOODS INC NEW CLASS A	Short Sale	(468,533)	(847,535)
	BARRICK GOLD CORP EURO 3.850 01 Apr 22	Short Sale	(193,438)	(180,814)
	BELGACOM (BEL LISTING)	Short Sale	(365,356)	(383,146)

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Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value	
	BIOMED REALTY TRUST INC COM STK	Short Sale	(281,729)	(285,110)
	BLUCORA INC COM STK	Short Sale	(460,136)	(572,731)
	BOSTON SCIENTIFIC CORP 6.000 15 Jan 20	Short Sale	(276,572)	(268,197)
	BROWN-FORMAN CORP CL B COM STK	Short Sale	(339,443)	(520,489)
	BUCKLE INC COM STK	Short Sale	(829,449)	(832,511)
	BUNGE LTD COM STK	Short Sale	(192,105)	(227,941)
	CADENCE DESIGN SYS INC COM STK	Short Sale	(482,084)	(573,394)
	CAPITA PLC (UKM LISTING)	Short Sale	(835,255)	(1,172,369)
	CBIZ INC COM STK	Short Sale	(373,561)	(443,386)
	CEMEX S.A.B. DE C.V. ADR	Short Sale	(723,079)	(740,704)
	CERNER CORP COM STK	Short Sale	(290,082)	(471,714)
	CGI GROUP INC - CL A	Short Sale	(1,384,958)	(1,438,710)
	CHART INDUSTRIES INC	Short Sale	(461,684)	(423,742)
	CHEESECAKE FACTORY (THE)	Short Sale	(361,329)	(414,375)
	CHEESECAKE FACTORY INC COM STK	Short Sale	(584,044)	(846,349)
	CHIQUITA BRANDS INTL INC COM STK	Short Sale	(19,620)	(21,140)
	CONNS INC COM STK	Short Sale	(1,314,488)	(2,978,371)
	COUNTRY GARDEN HOLDINGS	Short Sale	(798,163)	(1,048,104)
	COVIDIEN INTL FINANCE SA EURO 4.200 15 Jun 20	Short Sale	(288,792)	(289,054)
	CUBIST PHARMACEUTICALS INC COM STK	Short Sale	(526,663)	(817,667)
	CURRENCYSHARES JAPANESE YEN TRUST	Short Sale	(1,774,707)	(1,711,162)
	DDR CORP COM REIT	Short Sale	(210,799)	(195,478)
	DFC GLOBAL CORP COM STK	Short Sale	(95,903)	(78,278)
	EMERSON ELECTRIC CO COM STK	Short Sale	(314,546)	(367,574)
	EMULEX CORP COM NEW	Short Sale	(105,884)	(101,605)
	ENCORE CAP GROUP INC COM STK	Short Sale	(428,887)	(659,314)
	ENDO PHARMACEUTICALS HLDGS INC COM STK	Short Sale	(173,185)	(227,102)
	ENERGY XXI BERMUDA LTD COM STK	Short Sale	(174,471)	(173,009)
	ENPRO INDUSTRIES INC COM STK	Short Sale	(549,590)	(740,611)
	ESTEE LAUDER COMPANIES INC CL A COM STK	Short Sale	(92,611)	(149,920)
	FANNIE MAE PREFERENCE	Short Sale	(112,085)	(191,189)
	FASTENAL CO COM STK	Short Sale	(734,766)	(1,199,218)
	FOREST CITY ENTERPRISES INC CL A COM STK	Short Sale	(309,901)	(333,743)
	GAP INC/THE 5.950 12 Apr 21	Short Sale	(306,390)	(311,595)
	GROUP 1 AUTOMOTIVE INC COM STK	Short Sale	(967,480)	(921,337)
	HCI GROUP INC COM STK	Short Sale	(623,722)	(713,989)
	HEALTHWAYS INC	Short Sale	(292,913)	(263,248)
	HUN 8.625 15MAR2020	Short Sale	(431,156)	(429,275)
	HUN 8.625 15MAR2021	Short Sale	(528,297)	(530,145)
	ICONIX BRAND GROUP INC	Short Sale	(405,715)	(511,475)
	ILLUMINA INC COM STK	Short Sale	(333,474)	(329,280)
	INTERMUNE INC COM STK	Short Sale	(58,597)	(78,969)
	INVENSENSE INC CL A COM STK	Short Sale	(1,421,804)	(1,577,280)
	ISHARES BARCLAYS 20+YEAR TREA	Short Sale	(830,278)	(888,347)
	ISHARES RUSSELL 2000	Short Sale	(2,691,461)	(3,950,716)
	ISHARES RUSSELL 2000 VALUE	Short Sale	(1,779,715)	(2,257,450)
	KAMAN CORP COM STK	Short Sale	(358,601)	(421,520)
	L-3 COMMUNICATIONS CORP 5.200 15 Oct 19	Short Sale	(522,375)	(551,855)
	L-3 COMMUNICATIONS HOLDINGS INC	Short Sale	(231,778)	(243,648)
	LAYNE CHRISTENSEN CO COM STK	Short Sale	(134,063)	(132,534)
	LINEAR TECHNOLOGY CORP COM STK	Short Sale	(159,268)	(191,518)
	LONGFOR PPT (HOK LISTING)	Short Sale	(722,645)	(623,021)
	LULULEMON ATHLETICA INC	Short Sale	(303,298)	(313,810)
	LUMBER LIQUIDATORS HLDGS COM STK	Short Sale	(484,084)	(608,772)
	MASCO CORP 6.125 03 Oct 16	Short Sale	(277,900)	(315,000)
	MAXIM INTEGRATED PRODS INC COM STK	Short Sale	(1,059,411)	(952,371)
	MCDONALDS CORP	Short Sale	(607,504)	(632,905)
	MEADOWBROOK INSURANCE GROUP IN COM STK	Short Sale	(290,764)	(313,262)
	MEDNAX INC COM STK	Short Sale	(430,933)	(714,549)
	MERRIMACK PHARMACEUTICALS INC	Short Sale	(119,278)	(132,384)
	MICHAEL KORS HOLDINGS LIMITED COM STK	Short Sale	(1,313,248)	(1,613,630)
	MICRON TECHNOLOGY INC COM STK	Short Sale	(717,247)	(1,135,602)
	MKT VECTORS SEMICONDUCTOR ETF	Short Sale	(643,562)	(763,724)
	NES RENTALS HOLDINGS 7.875 01 May 18	Short Sale	(231,750)	(237,938)
	NETFLIX INC COM STK	Short Sale	(1,896,428)	(2,717,528)
	NETSUITE INC	Short Sale	(1,063,151)	(1,869,429)
	NEXTERA ENERGY INC COM STK	Short Sale	(288,454)	(304,524)
	NORTHSTAR RLTY FIN CORP COM	Short Sale	(489,916)	(534,310)
	NOTE 1.75 05/15/23	Short Sale	(1,222,508)	(1,197,418)
	OMNICARE INC COM STK	Short Sale	(563,834)	(1,033,618)
	PENNYMAC MORTGAGE INVESTMENT	Short Sale	(76,289)	(75,191)
	PUBLIC STORAGE	Short Sale	(868,647)	(1,303,753)
	RADIAN GROUP INC COM STK	Short Sale	(306,528)	(343,666)
	RENESOLA LTD	Short Sale	(54,807)	(45,042)
	RESMED INC COM STK	Short Sale	(618,739)	(652,150)
	RIO TINTO FIN USA PLC EURO 2.875 21 Aug 22	Short Sale	(252,120)	(260,882)
	RITCHIE BROTHERS AUCTIONEERS INC	Short Sale	(722,704)	(725,435)
	ROYAL CARIBBEAN CRUISES LTD	Short Sale	(565,421)	(706,430)
	RTI INTL METALS INC COM STK	Short Sale	(142,522)	(145,059)

The information in this schedule has been certified as to its completeness and accuracy by the Trustee.

GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

(a)	(b) (c)	(d)	(e)	
Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value	
	SALIX PHARMACEUTICALS	Short Sale	(875,005)	(967,682)
	SANDISK CORP COM STK	Short Sale	(517,630)	(517,259)
	SCHNEIDER ELECT EUR8 ORDS	Short Sale	(887,487)	(921,287)
	SEACOR HOLDINGS INC COM STK	Short Sale	(380,475)	(433,148)
	SGS SA-REG	Short Sale	(219,694)	(367,381)
	SHUI ON LAND LTD	Short Sale	(105,664)	(87,854)
	SINO-OCEAN LAND HOLDINGS LIMITED	Short Sale	(116,098)	(132,859)
	SL GREEN REALTY CORPORATION COM REIT	Short Sale	(445,806)	(446,017)
	SOLARCITY CORP COM STK	Short Sale	(1,281,489)	(3,537,265)
	SPANSION INC CL A	Short Sale	(186,702)	(216,453)
	SPDR BARCLAYS CAPITAL HIGH EQUITY HEDGEFUND 0.0	Short Sale	(1,687,115)	(1,701,353)
	SPDR LEHMAN HIGH YIELD BOND	Short Sale	(2,882,319)	(2,893,250)
	SPDR S&P 500 ETF TRUST	Short Sale	(1,035,895)	(1,408,904)
	SPDR S&P RETAIL ETF	Short Sale	(398,482)	(571,982)
	SUN HYDRAULICS CORP COM STK	Short Sale	(310,152)	(437,263)
	TAIWAN SEMICONDUCTOR MANUFACTU ADR	Short Sale	(1,379,478)	(1,361,185)
	TELEFLEX INC COM STK	Short Sale	(392,976)	(477,787)
	TEMPUR SEALY INTERNATIONAL INC	Short Sale	(1,528,541)	(1,913,250)
	TESLA MOTORS INC	Short Sale	(354,154)	(471,318)
	TIME WARNER INC	Short Sale	(186,714)	(233,928)
	TIME WRNR CBL	Short Sale	(84,114)	(120,943)
	UNILIFE CORP COM STK	Short Sale	(147,519)	(171,147)
	UNITED CONTINENTAL HOLDINGS INC	Short Sale	(59,571)	(68,491)
	UNITED THERAPEUTICS CORP DEL COM STK	Short Sale	(513,671)	(704,325)
	VIROPHARMA INC COM STK	Short Sale	(661,532)	(959,256)
	WHOLE FOODS MKT INC COM STK	Short Sale	(581,499)	(1,273,387)
	WORKDAY INC	Short Sale	(269,911)	(270,108)
	WORLD ACCEPTANCE CORP (S.C.) COM STK	Short Sale	(636,483)	(816,109)
	YUM! BRANDS INC	Short Sale	(2,303,351)	(2,641,120)
	PROSH ST 20YR TR	U.S. government securities	265,089	265,024
*	MFB NT COLLECTIVE TIPS INDEX FUND - NON LENDING	Value of Interest in Common/Collective Trusts	1,463,064	1,759,728
*	MFB NT COLLECTIVE AGGREGATE BOND INDEX FUND-NON LENDING	Value of Interest in Common/Collective Trusts	3,305,561	3,886,274
*	MFB NT COLLECTIVE EAFE INDEX FUND-NON LENDING	Value of Interest in Common/Collective Trusts	227,382	344,777
*	MFB NT COLLECTIVE RUSSELL 3000 INDEX FUND - NON-LENDING	Value of Interest in Common/Collective Trusts	443,566	845,248
*	NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	Value of Interest in Common/Collective Trusts	124,968,438	124,968,438
	April 14 Calls on COV US 19 Apr 14 67.50 CALL	Written option	(5,331)	(17,280)
	BCOR 30 STRIKE AMER CALL 01/18/2014	Written option	(10,956)	(7,750)
	CALL- BCOR 100 @ 25 EXP 01/18/2014	Written option	(1,900)	(5,950)
	CALL- DRYs 100 @ 4 EXP 01/18/2014	Written option	(1,529)	(450)
	CALL- DRYs 100@3 1/2EXP 01/18/2014	Written option	(3,861)	(2,232)
	CALL- IVR 100 @ 15 EXP 01/18/2014	Written option	(2,648)	(1,280)
	CALL- MU 100 @ 17 EXP 01/18/2014	Written option	(2,755)	(11,180)
	CALL- MU 100 @ 20 EXP 01/18/2014	Written option	(2,299)	(5,013)
	CALL- SOL 100@5 1/2 EXP 01/18/2014	Written option	(3,710)	(2,320)
	CALL- TWX 100 @ 70 EXP 01/18/2014	Written option	(1,476)	(558)
	CALL- UAL 100 @ 34 EXP 12/21/2013	Written option	(7,051)	(13,563)
	CALL- VPHM 100 @ 45 EXP 01/18/2014	Written option	(2,750)	(9,500)
	CALL- WBMD 100 @ 45 EXP 03/22/2014	Written option	(1,164)	(1,080)
	IWM 100 STRIKE AMER PUT 12/31/2013	Written option	(15,562)	(3,625)
	January 14 Calls on GPS US 18 Jan 14 44.00 CALL	Written option	(6,012)	(1,932)
	PUT - TBT 100 @ 69 EXP 03/22/2014	Written option	(15,703)	(5,850)
	PUT - TBT 100 @ 75 EXP 01/18/2014	Written option	(7,879)	(4,020)
	PUT - VXX 100 @ 13 EXP 12/21/2013	Written option	(2,762)	(4,308)
		\$ 1,119,868,204	\$ 1,238,494,027	

* Indicates a party in interest to the Plan

GenCorp Consolidated Pension Plan

Schedule H, Line 4(j) - Schedule of Reportable Transactions - Purchases

For the year ended November 30, 2013

Purchases:					
Description of Asset	Purchase Price	Expenses Incurred with Transaction	Cost of Asset	Current Value on Transaction Date	Net Gain (Loss)
Part A					
NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	\$ 66,369,855	\$ -	\$ 66,369,855	\$ 66,369,855	\$ -
NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	66,727,779	-	66,727,779	66,727,779	-
Part C					
NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	447,497,679	-	447,497,679	447,497,679	-
MORGAN STANLEY PRIME BROKERAGE ACCOUNTS	563,113,300	-	563,113,300	563,113,300	-

GenCorp Consolidated Pension Plan

Schedule H, Line 4(j) - Schedule of Reportable Transactions - Sales

For the year ended November 30, 2013

Sales:					
Description of Asset	Selling Price	Expenses Incurred with Transaction	Cost of Asset	Current Value on Transaction Date	Net Gain (Loss)

Part A					
NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	\$ 66,727,779	\$ -	\$ 66,727,779	\$ 66,727,779	\$ -
CAPITAL TACTICS OPPORTUNITY MASTER FUND, LP	66,727,779	-	100,000,000	66,727,779	(33,272,221)

Part C					
CAPITAL TACTICS OPPORTUNITY MASTER FUND, LP	76,727,779	-	110,000,000	76,727,779	(33,272,221)
NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	420,154,270	-	420,154,270	420,154,270	-
MORGAN STANLEY PRIME BROKERAGE ACCOUNTS	592,072,202	-	592,072,202	592,072,202	-

2012 Schedule SB, Line 26 - Schedule of Active Participant Data
Gencorp Consolidated Pension Plan
EIN: 34-0244000 PN: 005

		Schedule of Active Participant Data									
		Total Years of Credited Service									
Attained Age		<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	3	1								
	Average Annual Accrued Benefit										
25 to 29	Count	29	36	4							
	Average Annual Accrued Benefit	219	652								
30 to 34	Count	14	100	27	4						
	Average Annual Accrued Benefit		1,465	2,361							
35 to 39	Count	11	70	57	10						
	Average Annual Accrued Benefit		1,794	3,607							
40 to 44	Count	12	95	55	13	4	3				
	Average Annual Accrued Benefit		1,684	4,133							
45 to 49	Count	12	131	79	25	22	48	20			
	Average Annual Accrued Benefit		2,010	4,821	5,637	10,442	6,267	3,088			
50 to 54	Count	20	134	110	55	39	110	66	6		
	Average Annual Accrued Benefit	457	2,622	5,164	8,280	12,556	11,743	9,283			
55 to 59	Count	9	107	97	50	47	90	74	34	1	
	Average Annual Accrued Benefit		3,213	6,329	7,036	13,727	15,247	17,278	18,918		
60 to 64	Count	4	51	70	36	23	41	53	36	8	
	Average Annual Accrued Benefit		2,928	7,099	8,753	14,404	21,296	20,375	28,142		
65 to 69	Count	2	22	28	14	10	18	15	7	6	5
	Average Annual Accrued Benefit		3,946	8,338							
70 & up	Count		7	10	1	1	5	3	2	2	7
	Average Annual Accrued Benefit										
				Average Age:	51.6	Average Service:	11.7				

Note: Plan is frozen and accrued benefit is shown instead of compensation

Appendix A: Statement of actuarial assumptions and methods

1. Assumptions and methods for contribution purposes

Actuarial Assumptions and Methods — Contributions for Plan Year beginning December 1, 2012

Economic Assumptions

Interest rate basis:

- ▶ Applicable month August 2012
(segment rates based on bond yields through July)
- ▶ Yield curve basis Segment Rates (IRS-prescribed 24-month average segment rates without 3-year phase-in)

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
▶ First segment rate - 10-year rate	5.54%	1.77%
▶ Second segment rate - 20-year rate	6.85%	4.67%
▶ Third segment rate - 30-year rate	7.52%	5.78%
▶ Effective interest rate	6.86%	4.75%

Variable Unit Value

26.45926

Rate of Return on variable asset (benefits indexed by rate of return over a hurdle rate of 3.5%)

3.60%

Demographic Assumptions

Inclusion Date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality:

► Healthy Separate IRS-prescribed annuitant and non-annuitant tables with “static” projection of assumed mortality improvements.

► Disabled Pre-Retirement

All Programs: Separate IRS-prescribed annuitant and non-annuitant tables with “static” projection of assumed mortality improvements.

Post-Retirement

Program A and B (pre-1995) and Program D, E and F: Mortality table for disabilities as described in Revenue Ruling 96-7.

All others: Separate IRS-prescribed annuitant and non-annuitant tables with “static” projection of assumed mortality improvements.

Termination Rates varying by age. Not applicable to programs with inactive only (Programs A, C and D).

Sample rates:

Age/Program	B	E	F	G
25	14.94%	2.00%	7.46%	8.73%
40	4.87%	2.00%	4.19%	7.06%
45	2.81%	2.00%	3.21%	6.15%
50	1.67%	2.00%	1.52%	4.83%
55	0.40%	0.00%	0.33%	1.73%

Active select withdrawal rates Rates varying by service and program. Not applicable to programs with inactive only (Programs A, C and D).

Select Year/Program	B	E	F	G
1	35%	5%	7.5%	25%
2	25%	5%	7.5%	15%
3	20%	5%	5%	10%
4	20%	5%	5%	7.5%

Disability 1985 Pension Disability Table (Class 1 – Salaried, Class 3 – Hourly)

Retirement

Active Participants (Programs B, E, F and G only):

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Rates varying by age as follows:

Age/Program	B	E	F	G
55	10%	0%	5%	1%
56	5%	0%	5%	1%
57	5%	0%	5%	1%
58	5%	0%	5%	1%
59	5%	0%	5%	1%
60	10%	0%	10%	5%
61	10%	0%	10%	5%
62	35%	40%	25%	15%
63	25%	10%	25%	10%
64	20%	10%	20%	10%
65	75%	40%	50%	50%
66	50%	15%	50%	50%
67	50%	15%	50%	50%
68	50%	15%	50%	50%
69	50%	15%	50%	50%
70	100%	100%	100%	100%

Deferred vested participants (All Programs):

50% at age 62 and 100% at age 65.

Benefit commencement date:

- ▶ Preretirement death benefit Assumed to be date of death for active participants and normal retirement date for inactive participants.
- ▶ Deferred vested benefit Assumed to be Normal Retirement Date for active participants.
- ▶ Disability benefit Upon disablement.
- ▶ Retirement benefit Upon termination of employment.

Form of payment

Forms of payment varying by program as follows:

		A	B	C	D	E	F	G
Actives:	SLA	N/A	100%	N/A	N/A	50%	50%	70%
	5 CC	N/A	0%	N/A	N/A	0%	0%	0%
	J&S	N/A	0%	N/A	N/A	0%	0%	30%
	50%							
	J&S	N/A	0%	N/A	N/A	50%	50%	0%
Deferred Vested:	100%							
	SLA	20%	10%	100%	100%	50%	60%	0%
	5 CC	40%	40%	0%	0%	0%	0%	0%
	J&S	40%	0%	0%	0%	0%	0%	100%
	50%							
	J&S	0%	50%	0%	0%	50%	40%	0%
	100%							

Percent married¹

85%

Spouse age

Female two years younger than male.

Administrative Expense

Service cost includes \$5,351,000 in administrative expenses expected to be paid from the trust.

At-risk assumptions

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan.

Cash flow

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month.

¹ Applicable only for death benefits

Methods

Valuation date	December 1 st
Funding target	Present value of accrued benefits. The IRC §430 regulations describe the required methodology for attributing benefits among Funding Target, current year Target Normal Cost, and future years' Target Normal Costs for disability benefits, Social Security benefits, death benefits and other ancillary benefits.
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	Actuarial Value of Assets is equal to the market value of assets as of the valuation date plus the discounted present value of contributions made after the valuation date for the 2011 plan year, discounted using the effective interest rate for the 2011 plan year.
Benefits Not Valued	All benefits described in the Plan Provisions section of this report were valued based on the discussions with GenCorp Inc. regarding the likelihood that these benefits will be paid. Towers Watson has reviewed the plan provisions with GenCorp and, based on that review, is not aware of any significant benefits required to be valued that were not.
Change in Assumptions and Methods Since Prior Valuation	<p>The applicable month for the segment rates used to calculate the funding target was updated from August 2011 to August 2012.</p> <p>The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP-21, such rates have not been reflected in Section 2.4: Calculation of estimated maximum deductible contribution.</p> <p>The required healthy mortality table used to calculate the funding target was updated to include one additional year of projected mortality improvements.</p> <p>The variable unit value was changed from 25.65075 to 26.45926 to reflect the unit value applicable during the plan year beginning 12/1/2012.</p> <p>The assumed plan-related expenses added to the target normal cost were changed from to \$4,529,000 in 2011 to \$5,351,000 for 2012.</p>

GenCorp Consolidated Pension Plan

Schedule H, Line 4(j) - Schedule of Reportable Transactions - Purchases

For the year ended November 30, 2013

Purchases:					
Description of Asset	Purchase Price	Expenses Incurred with Transaction	Cost of Asset	Current Value on Transaction Date	Net Gain (Loss)
Part A					
NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	\$ 66,369,855	\$ -	\$ 66,369,855	\$ 66,369,855	\$ -
NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	66,727,779	-	66,727,779	66,727,779	-
Part C					
NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	447,497,679	-	447,497,679	447,497,679	-
MORGAN STANLEY PRIME BROKERAGE ACCOUNTS	563,113,300	-	563,113,300	563,113,300	-

GenCorp Consolidated Pension Plan

Schedule H, Line 4(j) - Schedule of Reportable Transactions - Sales

For the year ended November 30, 2013

Sales:					
Description of Asset	Selling Price	Expenses Incurred with Transaction	Cost of Asset	Current Value on Transaction Date	Net Gain (Loss)

Part A					
NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	\$ 66,727,779	\$ -	\$ 66,727,779	\$ 66,727,779	\$ -
CAPITAL TACTICS OPPORTUNITY MASTER FUND, LP	66,727,779	-	100,000,000	66,727,779	(33,272,221)

Part C					
CAPITAL TACTICS OPPORTUNITY MASTER FUND, LP	76,727,779	-	110,000,000	76,727,779	(33,272,221)
NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	420,154,270	-	420,154,270	420,154,270	-
MORGAN STANLEY PRIME BROKERAGE ACCOUNTS	592,072,202	-	592,072,202	592,072,202	-

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012**This Form is Open to Public
Inspection**

For calendar plan year 2012 or fiscal plan year beginning 12/01/2012 and ending 11/30/2013

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan GENCORP CONSOLIDATED PENSION PLAN	B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF GENCORP INC.	D Employer Identification Number (EIN) 34-0244000
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information			
1 Enter the valuation date: Month <u>12</u> Day <u>01</u> Year <u>2012</u>			
2 Assets:			
a Market value		2a	1243057531
b Actuarial value		2b	1243057531
3 Funding target/participant count breakdown:		(1) Number of participants (2) Funding Target	
a For retired participants and beneficiaries receiving payment		3a	12561 976704996
b For terminated vested participants		3b	7079 151057133
c For active participants:			
(1) Non-vested benefits		3c(1)	8500403
(2) Vested benefits		3c(2)	152965332
(3) Total active		3c(3)	2421 161465735
d Total		3d	22061 1289227864
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate		5	6.86%
6 Target normal cost		6	5351000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>8/21/2014</u>
SHANE BARTLING		Date
TOWERS WATSON		1406113
Firm name		Most recent enrollment number
345 CALIFORNIA STREET SUITE 2000		415-733-4100
SAN FRANCISCO CA 94104-2612		Telephone number (including area code)
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	57211779	2319792
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	29034616	0
9 Amount remaining (line 7 minus line 8)	28177163	2319792
10 Interest on line 9 using prior year's actual return of <u>6.61%</u>	1862510	153338
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>5.29%</u> except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	30039673	2473130

Part III Funding Percentages

14 Funding target attainment percentage	14	93.89 %
15 Adjusted funding target attainment percentage	15	93.89 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	86.18 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52%	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	5351000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	78683136		0
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	5351000	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	5351000	0	5351000
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☒ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☒ 2010 ☒ 2011		
42 Amount of acceleration adjustment	42	530000	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

Schedule SB, Line 22 – Description of Weighted Average Retirement Age
Gencorp Consolidated Pension Plan
EIN: 34-0244000 PN: 005

Age Nearest	Program B	Program E	Program F	Program G
55	.100	.000	.050	.010
56	.050	.000	.050	.010
57	.050	.000	.050	.010
58	.050	.000	.050	.010
59	.050	.000	.050	.010
60	.100	.000	.100	.050
61	.100	.000	.100	.050
62	.350	.400	.250	.150
63	.250	.100	.250	.100
64	.200	.100	.200	.100
65	.750	.400	.500	.500
66	.500	.150	.500	.500
67	.500	.150	.500	.500
68	.500	.150	.500	.500
69	.500	.150	.500	.500
70	1.000	1.000	1.000	1.000

Method Used to Calculate the Plan's Weighted Average Retirement Age

For each active participant, an expected retirement age was calculated, weighted in proportion to the probability that the individual would remain an active participant to each age and then retire at that age. The plan's weighted retirement age of 63 is the arithmetic average of the expected retirement ages of all such participants at December 1, 2012.

2012 Schedule SB, Statement by Enrolled Actuary
GenCorp Consolidated Pension Plan
EIN: 34-0244000 PN: 005

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor GenCorp Inc.
EIN/PN 34-0244000/005
Plan Name GenCorp Consolidated Pension Plan
Valuation Date December 1, 2012
Enrolled Actuary Shane Bartling
Enrollment Number 14-06113

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Appendix B: Summary of Plan Provisions

Plan Provisions – Program A

Program A is a closed group of inactive participants. The following provisions are applicable for prior GenCorp employees eligible for benefits under GenCorp Consolidated Pension Plan “Program A”.

Covered Employees	Each employee who is not an Aerojet employee included in a collective bargaining unit to whom the benefits of the plan have been made available by agreement between the Company and the collective bargaining unit is eligible to participate in the plan provided the employee is not covered by another pension Program of GenCorp. After August 31, 2004, there are no GenCorp employees eligible to accrue benefits under GenCorp Consolidated Pension Plan “Program A.” This Program also includes all RKO Salaried and Hourly employees.
Participation Date	Date of becoming a covered employee.

Definitions

Vesting service	Years and partial months of service as a covered employee.
Pension Benefit Service	Years and full months of service as a covered employee. Pension Benefit Service is determined from an individual's period of continuous employment (subject to certain enumerated exceptions). Partial years are computed in twelfths to the nearest full calendar month.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65.
Monthly pension benefit	An individual's Accrued Monthly Pension is equal to the product of the appropriate benefit rate(s) (refer to Appendix A at the end of this Appendix B for a list of the benefit rates by location) and years of Pension Benefit Service. The accrued benefits for RKO Salaried and Hourly employees are as provided in the census data.
Monthly supplement benefit	The excess of the applicable amount (based on benefit rate and ranging from \$642 to \$1,200 depending on age and years of Pension Benefit Service at time of termination / retirement) over the participant's monthly pension benefit, payable to age 62; provided in the census data.
Post-retirement lump sum death benefit	A single lump sum payment based on location, provided in the census data, is payable to the deceased pensioner's (for other than deferred vested pensioners) surviving spouse.

Eligibility for Benefits

Normal retirement	Retirement on the participants Normal Retirement Date (Age 65.)
Early retirement	Retirement before NRD and on or after participant is vested and has attained age 55.
Vested termination	Termination for reasons other than death, disability or retirement generally after completing five years of vesting service or attaining age 65.
Preretirement death benefit	Death while eligible for normal, early or deferred vested retirement benefits, with a surviving spouse.
Supplement benefit	Retirement before age 62 and on or after both attaining age 55 and completing 30 years of Pension Benefit Service.
Post-retirement death benefit	Death while receiving normal retirement or disability benefits for certain locations only. This benefit is a one-time lump sum payment paid to a surviving spouse married at least one year to pensioner at date of death.

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of Normal Retirement Date.
Early retirement	<p>Early retirement provisions vary by location. Some of the provisions are as follows:</p> <p>a) Regular Early</p> <p>After attainment of age 55 as an active employee (but before age 62) and the completion of ten (10) years and less than thirty (30) years of Pension Benefit Service, a participant is entitled to receive an immediate benefit equal to his Accrued Monthly Pension reduced 0.4% per month for each full month that benefit commencement date precedes the individual's 62nd birthday.</p> <p>b) Special Early</p> <p>After attainment of age 62 as an active employee and the completion of ten (10) Years of Pension Benefit Service a participant is entitled to receive an immediate benefit equal to his Accrued Monthly Pension.</p> <p>c) "55/30" early</p> <p>After attainment of age 55 as an active employee (but before age 62) and the completion of thirty (30) Years of Pension Benefit Service a participant is entitled to receive an immediate benefit equal to his Accrued Monthly Pension plus a supplement payable to age 62. The supplement is equal to the excess of the applicable amount set forth in the Plan (which ranges from \$642 to \$1,200 depending on age and Years of Pension Benefit Service at time of termination) over the individual's Accrued Monthly Pension.</p>

d) "30" Early

For Division 611 – Wabash Vehicle Sealing, after completion of thirty (30) Years of Pension Benefit Service (but before age 55) a participant is entitled to receive an immediate benefit equal to his Accrued Monthly Pension.

If vesting service at date of termination is less than 10 years or employment terminated prior to attaining age 55, the unenhanced early retirement reduction factors are:

Age	Factor
55	0.3963
56	0.4313
57	0.4700
58	0.5130
59	0.5609
60	0.6145
61	0.6744
62	0.7417
63	0.8175
64	0.9031

Postponed retirement	Monthly pension benefit determined as of actual retirement date. If a participant retires after attaining the age of 70.5, the monthly pension benefit is actuarially increased from age 70.5 to commencement date. Retroactive payments are granted to terminated participants back to February 1st following attainment of age 65 up to age 70.5.
Vested termination	Vested accrued benefit, commencing at NRD. Optionally, the participants may elect to receive a reduced benefit commencing prior to normal retirement date but after attaining age 55 using the unenhanced ERFs listed above.
Preretirement death	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and for payment as early as the participant's 55th birthday. The benefit payable to a qualified surviving Spouse shall be computed based upon the age and life expectancy of such Spouse as of the date of distribution. Spouse will receive a five-year certain and life annuity if death occurs before NRD and on or after both attaining age 62 and the participant having completed ten years of Pension Benefit Service.
Post-retirement lump sum death benefit	A single lump sum payable to the qualified surviving spouse; for certain locations only.

Other Plan Provisions

Forms of payment	The Normal Form is generally a five-year certain and life annuity but a portion of the group (RKO salaried participants) have a life annuity as the normal form.
Maximum on benefits and pay	Pension benefits and pay for any Plan Year are limited by the Internal Revenue Code. The plan provides for increasing the maximum pension benefit and pay limits automatically as such changes become effective.

Appendix A – Benefit Rate Table

Location	Benefit rate(s) 2008	Benefit rate(s) 2007	Death Benefit
Discontinued Operations			
Ada	\$5.75	\$5.75	\$0.00
Ashtabula	\$14.50	\$14.50	\$0.00
Jonesboro	\$2.00	\$2.00	\$0.00
Lawrence	\$15.00	\$15.00	\$1,750.00
Reading	\$14.00	\$14.00	\$0.00
Toledo Plant	\$15.00	\$15.00	\$0.00
Logansport	\$20.50	\$20.50	\$2,250.00
Marion-FRP & VS	\$22.00	\$22.00	\$2,000.00
Batesville	\$23.00	\$23.00	\$2,500.00
Wabash Plant*	\$28.00	\$28.00	\$2,000.00
Peru	\$19.50	\$19.50	\$1,500.00
Cuba	\$7.50	\$7.50	\$0.00
Evansville	\$20.50	\$20.50	\$0.00
Ft. Smith	\$17.00	\$17.00	\$2,000.00
Phoenix	\$19/\$20	\$19/\$20	\$0.00

Plan Provisions – Program B

Benefit Accruals for Program B participants were frozen effective February 1, 2009, the “Freeze Date.” The following provisions are applicable to active and prior GenCorp employees who are or were eligible for benefits under the GenCorp Consolidated Pension Plan “Program B.”

Covered Employees	All GenCorp salaried employees, excluding those who are covered by a collective bargaining agreement or those who are concurrently covered by another Program of the GenCorp Consolidated Pension Plan.
Participation Date	Date of hire.

Definitions

Vesting service	Years and partial months of service as a Covered Employee.
Pension Benefit Service	Years and full months of service as a Covered Employee.
Annual Plan Compensation	<p>Annual Plan Compensation is the compensation used for determining pension plan benefits. Generally, it includes wages, salary, overtime pay, year-end payments or bonuses, vacation and sick pay, shift differentials, and amounts deferred under Code Section 401(k), Code Section 125, and the Deferred Bonus Plan of GenCorp Inc. and Participating Subsidiaries.</p> <p>No Annual Plan Compensation paid on or after the Freeze Date is considered.</p>
Average Plan Compensation	Effective October 1, 1999, Average Plan Compensation is the highest average monthly paid compensation determined over any 60 consecutive month period beginning 60 calendar months prior to October 1, 1999 and ending prior to the earlier of (1) your last day worked or (2) the Freeze Date. For Participant's who left the Company or an Affiliated Company prior to October 1, 1999, the Average Plan Compensation is the highest average compensation over 5 continuous Plan Years (5 year average.)
Average Social Security Wage Base (ASSWB)	<p>For benefit calculations under this Program, the Average Social Security Wage Base (ASSWB) for any Plan Year is the 35-year average of the Social Security Taxable Wage Bases ending with the calendar year containing the beginning of the Plan Year.</p> <p>The Average Social Security Wage Base (ASSWB) is determined as of the earlier of (1) your last day worked under Program B or (2) the Freeze Date.</p>
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65.

Monthly pension benefit	<p>Generally, the maximum of (A) or (B) or (C), minus (D) where:</p> <p>(A) One-twelfth of the sum of</p> <ol style="list-style-type: none"> For each of the first 35 years of credited service, 1.625% of the lesser of Annual Plan Compensation and ASSWB. ASSWB pro-rated for less than a full year of service, for each year of credited service; For each of the first 35 years of credited service, 2% of the excess of Annual Plan Compensation over ASSWB. ASSWB pro-rated for less than a full year of service, for each year of credited service, with total credited service not more than 35; and 2% of Annual Plan Compensation for each year of credited service over 35; or <p>(B) One-twelfth of the sum of</p> <ol style="list-style-type: none"> 1.125% of the lesser of the Average Plan Compensation and ASSWB, times years of credited service, with total credited service not more than 35; 1.5% of the excess of Average Plan Compensation over ASSWB, times years of credited service, with total credited service not more than 35; and 1.5% of Average Plan Compensation times years of credited service over 35; or <p>(C) Applicable benefit rate (by location) times years of credited service;</p> <p>(D) Participant's expected monthly pension benefits derived from his employer-purchased pre-1972 shares under the Company's profit-sharing plan.</p>
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Eligibility for Benefits

Normal Retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after participant is vested and has attained age 55. An early retirement benefit is available for the benefit under (C) above at certain locations after completing thirty years of vesting service. Certain participants under special early retirement incentive programs are eligible for retirement at age 50 or after 30 years of service.
Postponed retirement	Retirement after the Normal Retirement Date.
Vested termination	Termination for reasons other than death, disability or retirement after completing five years of vesting service or reaching NRD.

Disability	The participant is eligible for disability retirement accruals, prior to the Freeze Date, if permanent and total disability occurs prior to age 65, and the participant is eligible to receive a Social Security disability benefit.
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a qualified surviving spouse.
Change-in-Control benefit	Certain active participants, appointed by the Company, eligible for plan provisions triggered on March 5, 2008 and May 15, 2008. No participant may be eligible to receive a change in control benefit more than once.

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD.
Early retirement	<p>A. Vested Participants who:</p> <ul style="list-style-type: none"> a. have less than 10 years of Vesting Service; OR b. terminate employment prior to attaining age 55; <p>are eligible for the Early Retirement Reduction Factors in Table A below for determination of the reduction of the age 65 benefit (Normal Retirement Benefit). Participant's can continue to accrue Vesting Service after the Freeze Date when determining eligibility for Early Retirement Reduction Factors.</p>

Table A - Early Retirement Reduction Factors Table

Age	Early Retirement Reduction Factors If your Service Began Prior to December 1, 1992	Early Retirement Reduction Factors If your Service Began On or After December 1, 1992
55	.3963	.3490
56	.4313	.3860
57	.4700	.4260
58	.5130	.4710
59	.5609	.5220
60	.6145	.5790
61	.6744	.6430
62	.7417	.7160
63	.8175	.7990
64	.9031	.8930
65	No Reduction	No Reduction

B. Vested Participants who:

- a. terminate employment on or after age 55 under this Program; and
- b. have 10 or more years of Vesting Service (5 years if hired prior to 12/1/92) (including service with any Affiliated Company); OR
- c. qualify with 30 years of service for an unreduced early retirement benefit;

are eligible for the Enhanced Early Retirement Reduction Factors in Table B below for determination of the reduction of the age 65 benefit (Normal Retirement Benefit). Participants can continue to accrue Vesting Service after the Freeze Date when determining eligibility for Early Retirement Reduction Factors.

Table B - Enhanced Early Retirement Reduction Factors Table Age

Age	Enhanced Early Retirement Reduction Factors
55	.664
56	.712
57	.760
58	.808
59	.856
60	.904
61	.952
62	No Reduction
63	No Reduction
64	No Reduction
65	No Reduction

Special pension benefits are payable to participants at certain locations, whose retirement is prior to age 62 and after completing thirty years of vesting service.

Postponed retirement

Monthly pension benefit determined as of actual retirement date. If a participant retires after attaining the age of 70.5, the monthly pension benefit is actuarially increased from age 70.5 to commencement date. Retroactive payments are granted to terminated vested participants back to February 1st following attainment of age 65 up to age 70.5.

Disability

Monthly pension benefit determined as of NRD based on the credited service up to Freeze Date or the date total and permanent disability ends, if earlier.

Preretirement death

Spouse will receive 50% of amount the participant would have received if he/she had survived and elected to commence payment at the earliest date allowed, payable under the qualified 50% joint and

survivor annuity.

Change-in-Control

Monthly accrued benefit with an additional five years of vesting and credited service; and additional five years of age applied to determine eligibility for early retirement provisions.

Other Plan Provisions

Forms of payment

Normal form is life annuity for single participants, a five year certain and life annuity for terminated participants prior to 12/1/1992, a reduced 50% joint and survivor annuity for married participants. Optional forms are available.

Maximum on benefits and Annual Plan Compensation

Pension benefits and Annual Plan Compensation for any Plan Year are limited by the Internal Revenue Code. The plan provides for increasing the Annual Plan Compensation limits automatically as such changes become effective. For any limitation year on or after December 1, 2011 the maximum pension dollar limitation is \$195,000 and no increase to the limit shall apply.

GenCorp Profit Sharing plan

A closed group of inactive participants with the benefit amount converted from variable benefit units times the dollar value of a unit based on the underlying investment types and threshold rates (5 annuity classes). Participant's annual payments are adjusted January 1st each year to reflect new payment amounts.

Plan Provisions – Program C and Program E

Program C is a closed group of inactive participants. Benefit accruals for Program E participants were frozen effective July 31, 2009, the “Freeze Date.” These plan provisions are applicable for prior Aerojet Fine Chemicals and Aerojet hourly and bargaining unit employees eligible for benefits under GenCorp Consolidated Pension Plan “Program C” and “Program E.”

Covered Employees	All hourly and bargaining unit employees of Aerojet Fine Chemicals (Program C) and Aerojet (Program E).
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Participation Date	Date of hire, or eligibility if later.
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Definitions

Vesting service	One year of Vesting service is provided for each 1,000-hours of employment in a Plan Year, with pro-rata credit of one month for each 150 hours of service. Full vesting in the benefits earned to date generally takes place after five (5) years of vesting service.
Credited service	One year of Credited service is provided for each 1,800-hours of employment in a Plan Year, with pro-rata credit of one month for each 150 hours of service. No Credited service is provided after the earlier of (1) the last day worked, or (2) the Freeze Date ¹ .
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65.
Monthly pension benefit	<p><u>Program C:</u> Aerojet Fine Chemical employees are entitled to receive a monthly benefit equal to the product of \$53 per month, effective June 16, 2004, times years of Credited service reduced by the monthly benefit accrued under the Aerojet-General Corporation Consolidated Pension Plan for hourly employees (Program E) at the date of transfer to the AFC plan prior to June 1, 2000.</p> <p><u>Program E:</u> The monthly pension benefit is the benefit rate (specified in Table I below) times years of Credited service. No benefits accrue on or after the Freeze Date. The Benefit Rate is frozen at the rate in effect on 7/31/2009.</p>

Eligibility for Benefits

Normal retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after participant is vested and has attained age 55.
Postponed retirement	Retirement after NRD.
Vested termination	Termination for reasons other than death, disability or retirement after participant is vested.

¹ Under Program E

Disability	Permanent and total disability after completing ten years of vesting service and following six months of disability.
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD.
Early retirement	<p>A. Vested Participants who:</p> <ul style="list-style-type: none">a. have less than 10 years of Vesting service; ORb. terminate employment prior to attaining age 55, <p>are eligible for the Early Retirement Reduction Factors in Table A below for determination of the reduction of the age 65 benefit (Normal Retirement Benefit). Participants continue to accrue Vesting service after the Freeze Date when determining eligibility for Early Retirement Reduction Factors.</p>

Table A - Early Retirement Reduction Factors Table

Age	Early Retirement Reduction Factors
55	.506
56	.538
57	.573
58	.611
59	.652
60	.697
61	.746
62	.801
63	.861
64	.927
65	No Reduction

- B. Vested Participants who:
- a. terminate employment on or after age 55 under this Program; and
 - b. have 10 or more years of Vesting service (including service with any Affiliated Company)
- are eligible for the Enhanced Early Retirement Reduction Factors in Table B below for determination of the reduction of the age 65 benefit (Normal Retirement Benefit). Participant's can continue to accrue Vesting service after the Freeze Date when determining eligibility for Early Retirement Reduction Factors.

Table B - Enhanced Early Retirement Reduction Factors Table

Age	Enhanced Early Retirement Reduction Factors
55	.664
56	.712
57	.760
58	.808
59	.856
60	.904
61	.952
62	No Reduction
63	No Reduction
64	No Reduction
65	No Reduction

Postponed retirement

For benefits commencing after NRD, the Postponed retirement benefit is the greater of the monthly pension benefit payable at NRD determined (1) as of the earlier of (a) the Normal retirement date, or (b) the Freeze Date, increased actuarially to the Postponed retirement date; or (2) the monthly pension benefit accrued to the earlier of (a) the employment termination date, or (b) the Freeze Date.

Vested termination

Vested accrued benefit, commencing at NRD. Optionally, the participants may elect to receive a reduced benefit commencing prior to normal retirement date but after attaining age 55.

Disability

The amount of monthly disability income will be the participant's accrued pension benefit under Program C/E at the earliest of (1) the participant's last day worked with the Company and all Affiliated Companies, (2) the date of the participant's total and permanent disability, or (3) the day prior to the Freeze Date. It is paid as a Single Life Annuity option with no reduction for benefit payments beginning before age 65. It is possible the disability benefit will be severely reduced (possibly reduced to zero) if the participant receives (1) a Worker's Compensation award or settlement, (2) disability payments from the United States or any foreign country for service in the armed forces of that country, or (3) a Long-Term Disability or other disability payment or settlement if paid for in part or whole by the Company or any Affiliated Company (excluding social security disability benefits.)

Preretirement death

Spouse will receive 50% of amount the participant would have received if he/she had survived and elected to commence payment at the earliest date allowed, payable under the qualified 50% joint and survivor annuity.

Other Plan Provisions

Forms of payment	Normal form is life annuity for single participants, reduced 50% joint and survivor annuity for married participants. Optional forms are available.
Maximum on benefits and compensation	Pension benefits and compensation for any Plan Year are limited by the Internal Revenue Code. The plan provides for increasing the maximum pension and compensation limits automatically as such changes become effective.

Table I – Program E Benefit Rate

(Effective Benefit Rate at Plan Year End)

<u>Location</u>	<u>2008</u>	<u>2007</u>	<u>Maximum on credited service</u>
Aerojet Electrosystems Co.	\$ 42.00	\$ 42.00	45 years
Aerojet Ordance			
• Tennessee	30.00	30.00	35 years
• Chino Hills and Downey, CA	33.00	33.00	35 years
Aerojet Sacramento			
• Local 946	61.00	55.00	None
• Local 812	57.00	55.00	None
• Local 39	61.00	55.00	None

Plan Provisions – Program D and Program F

Program D is a closed group of inactive participants. Benefit accruals for Program F participants were frozen effective February 1, 2009, the “Freeze Date.” These plan provisions are applicable for prior Aerojet Fine Chemicals and Aerojet salaried employees eligible for benefits under GenCorp Consolidated Pension Plan “Program D” and “Program F.”

Covered Employees	All salaried employees of Aerojet Fine Chemicals (Program D) and all Aerojet salaried employees (Program F), excluding Aerojet employees covered under GenCorp Consolidated Pension Plan “Program G.”
Participation Date	First day of the month coinciding with or next following date of hire.

Definitions

Vesting service	One year of Vesting service is provided for each 1,000-hours of employment in a Plan Year, with pro-rata credit of one month for each 173 hours of service.
Credited service	One year of credited service is provided for each 2,080-hours of employment in a Plan Year, with pro-rata credit of one month for each 173 hours of service. No Credited service is provided after the earlier of (1) termination of employment or (2) the Freeze Date ¹ .
Annual Earnings	Annual Earnings is the compensation paid during the Plan Year used for determining pension plan benefits. Generally, it includes wages, salary, overtime pay, year-end payments or bonuses, vacation and sick pay, shift differentials, and amounts deferred under Code Section 401(k), Code Section 125, and the Deferred Bonus Plan of GenCorp Inc. and Participating Subsidiaries. Compensation on or after the Freeze Date ¹ is excluded.
Average Annual Earnings	Average Annual Earnings is the highest average of any five consecutive plan years of Annual Earnings preceding the date of retirement or termination.
Average Social Security Wage Base (ASSWB)	The Average Social Security Wage Base (ASSWB) for any Plan Year is the 35-year average of the Social Security Taxable Wage Bases ending with the calendar year containing the beginning of the Plan Year. The Average Social Security Wage Base (ASSWB) is determined as of the earlier of (1) your last day worked under the applicable Program (F or D,) or (2) the Freeze Date ¹ .
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65.

¹ Under Program F

Monthly pension benefit

Program D:

One-twelfth of the highest benefit under B, C, D or E, offset by F below:

Program F:

The greater of (1) one-twelfth of (A plus B), or (2) one-twelfth of the highest benefit under C, D or E:

- A. A variable benefit amount; variable benefit units times the dollar value of a unit, effective December 1st each year. The variable benefit units were frozen effective June 1, 1985.
- B. The sum of a, b, c and d
 - a. The accrued benefit at November 30, 1984; plus
 - b. A frozen amount for the period November 30, 1984 through December 1, 1985; plus
 - c. For credited service between November 30, 1985 and November 30, 1989, 1.2% of Annual Earnings up to \$15,000, plus 2% of Annual Earnings in excess of \$15,000; plus
 - d. For credited service after November 30, 1989, 1.625% of Annual Earnings up to the ASSWB, plus 2% of Annual Earnings in excess of the ASSWB until 35 years of total credited service are completed, plus 2% of Annual Earnings for the credited service after 35 years
- C. \$528 (\$44 x12) per year of credited service.
- D. 1.125% of Average Annual Earnings up to ASSWB plus 1.5% of Average Annual Earnings in excess of ASSWB, times years of credited service up to 35 years; plus 1.5% of Average Annual Earnings times the years of credited service over 35 years.
- E. For credited service prior to December 1, 1989, 1.2% of Annual Earnings up to \$15,000, plus 2% of Annual Earnings in excess of \$15,000; plus the annual benefits determined under B.d. above, for periods on or after December 1, 1989.
- F. The monthly benefit accrued under the Aerojet-General Corporation Consolidated Pension Plan for salaried employees (Program F) at the date of transfer to the AFC plan prior to June 1, 2000.

Eligibility for Benefits

Normal retirement

Retirement on NRD.

Early retirement

Retirement before NRD and on or after participant is vested and has attained age 55.

Postponed retirement	Retirement after NRD.
Vested termination	Termination for reasons other than death or retirement after having met the eligibility requirements for becoming vested under this Program (generally 5 years), or reaching 65.
Disability	Permanent and total disability prior to NRD but following six months of disability.
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits.

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD.
Early retirement	<p>A. Vested Participants who:</p> <ul style="list-style-type: none"> a. have less than 10 years of Cumulative Service; OR b. terminate employment prior to attaining age 55; <p>are eligible for the Early Retirement Reduction Factors in Table A below for determination of the reduction of the age 65 benefit (Normal Retirement Benefit). Participant's can continue to accrue Cumulative Service after the Freeze Date when determining eligibility for Early Retirement Reduction Factors.</p>

Table A - Early Retirement Reduction Factors Table

Age	Early Retirement Reduction Factors If your Service Began Prior to December 1, 1992	Early Retirement Reduction Factors If your Service Began On or After December 1, 1992
55	.506	.349
56	.538	.386
57	.573	.426
58	.611	.471
59	.652	.522
60	.697	.579
61	.746	.643
62	.801	.716
63	.861	.799
64	.927	.893
65	No Reduction	No Reduction

B. Vested Participants who:

- a. terminate employment on or after age 55 under this Program;
and
- b. have 10 or more years of Cumulative Service (including service with any Affiliated Company);

are eligible for the Enhanced Early Retirement Reduction Factors in Table B below for determination of the reduction of the age 65 benefit (Normal Retirement Benefit). Participants can continue to accrue Cumulative Service after the Freeze Date when determining eligibility for Early Retirement Reduction Factors.

Table B - Enhanced Early Retirement Reduction Factors Table Age

Age	Enhanced Early Retirement Reduction Factors
55	.664
56	.712
57	.760
58	.808
59	.856
60	.904
61	.952
62	No Reduction
63	No Reduction
64	No Reduction
65	No Reduction

Postponed retirement

For benefits commencing after NRD, the Postponed retirement benefit is the greater of the monthly pension benefit payable at NRD determined as (1) as of the earlier of (a) the Normal retirement date or (b) the Freeze Date, increased actuarially to the Postponed retirement date, or (2) the monthly pension benefit accrued to the earlier of (a) the employment termination date, or (b) the Freeze Date.

Vested termination

Vested accrued benefit, commencing at NRD. Optionally, the participants may elect to receive a reduced benefit commencing prior to normal retirement date but after attaining age 55.

Disablement

The amount of the disability pension benefit will be based on years of Credited Service prior to the participant's total and permanent disability, plus years of Credited Service up to the earlier of (1) the Freeze Date or (2) the date the participant's total and permanent disability ends. To determine the participant's pension rate of accrual during the total and permanent disability period the participant's base monthly salary will be

used. Base monthly salary is the monthly salary (i.e., not including bonuses, commissions, overtime or other pay) in effect at the earlier of 1) the participant's last day worked, or 2) the Freeze Date.

Preretirement death

Spouse will receive 50% of amount the participant would have received if he/she had survived and elected to commence payment at the earliest date allowed, payable under the qualified 50% joint and survivor annuity.

Other Plan Provisions

Forms of payment

The Normal form is a life annuity for single participants and a reduced 50% joint and survivor annuity for married participants. Optional forms are available.

Maximum on benefits and compensation

Pension benefits and Annual Plan Compensation for any Plan Year are limited by the Internal Revenue Code. The plan provides for increasing the Annual Plan Compensation limits automatically as such changes become effective. For any limitation year on or after December 1, 2011 the maximum pension dollar limitation is \$195,000 and no increase to the limit shall apply.

Participant Contributions

Prior to December 1, 1977, participants were required to contribute to the plan. Interest is credited yearly to these contributions. The rate changes each December 1st based on published rates from the Internal Revenue Service (120% of the annual mid-term AFR rates.)

Plan Provisions – Program G

Benefit Accrual for Program G participants were frozen effective February 1, 2009, the “Freeze Date.” These plan provisions are applicable for prior Atlantic Research Corporation employees and new employees hired by Aerojet at former Atlantic Research Corporation locations eligible for benefits under the GenCorp Consolidated Pension Plan Program G.

Covered Employees	All employees hired on or after October 17, 2003 at former Atlantic Research Corporation locations or who were part of the Transfer Group. The Transfer Group is defined as those employees hired by Aerojet-General Corporation pursuant to the purchase agreement related to the acquisition of Atlantic Research Corporation (“ARC”) on October 17, 2003 as Employees.
Participation Date	Effective October 17, 2003, or date of hire, if later.

Definitions

Vesting service	Vesting Service is years and months of service as a covered employee, including the service with ARC, its subsidiaries, or with an entity acquired by ARC, or an affiliate, if hired as part of the Transfer Group. A full month of service is credited for each month in which at least one hour of service is worked.
Credited service	Credited Service is years and months of service as a covered employee prior to February 1, 2009, including the service with ARC, its subsidiaries, or with an entity acquired by ARC, or an affiliate, if hired as part of the Transfer Group. A full month of service is credited for each month in which at least one hour of service is worked.
Pensionable pay	Base wages, overtime payments, and shift differentials excluding bonuses. Pensionable pay on or after the Freeze Date is excluded.
Final average earnings	Final average earnings is Pensionable pay averaged for the five consecutive Plan Years during which the participant’s pension earnings were the highest during the ten-year period immediately preceding the earlier of (1) the participant’s date of termination with the Company under Program G, or (2) the Freeze Date. Final Average Earnings is the average pay over the period of credited service if there are less than five consecutive Plan years of employment.
Covered compensation	<p>Covered Compensation is based on the year the participant attains Social Security Retirement Age (SSRA). It is the average of the Social Security Taxable Wage Bases over a 35-year period that ends with the Plan Year ending in the calendar year the participant attains SSRA.</p> <p>Covered compensation is determined as of the earlier of (1) the participant’s last day worked under Program G or (2) the Freeze Date.</p>

Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65.
Monthly pension benefit	<p>Projected benefit based on the credited service at NRD is equal to one-twelfth of the sum of:</p> <ul style="list-style-type: none"> a. 0.95% of final average earnings, times years of projected credited service up to 25 years; plus b. 0.65% of the excess of final average earnings over covered compensation, times years of projected credited service up to 25 years; plus c. 0.40% of final average earnings, times years of projected credited service over 25 years; minus d. The benefit at NRD (if any) under the “ARC” plan. <p>The Monthly pension benefit at benefit commencement date is the sum of items a through d, multiplied by the ratio of actual credited service at the earlier of (1) the date of termination or (2) the Freeze Date, to projected credited service at age 65.</p>
ARC Offset	<p>The ARC Retirement Benefit Offset is an offset of the Monthly pension benefit at NRD for those participants who were part of the Transfer Group. In calculating the Monthly pension benefit at NRD, a participant’s ARC prior service and pay are used for vesting and calculating Final Average Compensation. The Monthly pension benefit at NRD is determined using ARC pay and service history, plus additional pay and service earned under the Plan, up to earlier of (1) the date of termination, (2) NRD, or (3) the Freeze Date. The Monthly pension benefit at NRD under the Plan will be offset by the value of the participant’s Monthly pension benefit at NRD under the Atlantic Research Corporation Employee Pension Plan.</p>
Monthly preretirement death benefit	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election, and reduced for payment as early as the participant’s 55 th birthday.

Eligibility for Benefits

Normal retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing five years of vesting service.
Postponed retirement	Retirement after NRD.
Vested termination	Termination for reasons other than death, disability or retirement after completing five years of vesting service or reaching NRD.
Disability	Permanent and total disability prior to NRD and after completing five years of vesting service. Participant must still be disabled at their NRD to receive any disability benefit accruals. Disability accruals are available up to the earlier of (1) NRD or (2) the Freeze Date.

Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse and at least five years of vesting service.
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Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD.
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 1/180 th per month for each of the first 60 months and 1/360 th for each of the next 60 months prior to age 65.
Postponed retirement	<p>The pension benefit payable at a postponed retirement date is the greater of (1) the actuarial equivalent of the Monthly pension benefit at NRD, or (2) the Monthly pension benefit determined as of the earlier of (a) the actual termination date or (b) the Freeze Date.</p> <p>The actuarial equivalent of the Monthly pension benefit is determined as a percentage increase to the Monthly pension benefit equal to:</p> <ul style="list-style-type: none"> 1% for each of the first 12 months; 1 1/3% for each of the next 12 months; 1 1/2% for each of the next 12 months; 1 3/4% for each of the next 12 months; 2% for each of the next 12 months; and Actuarial equivalent for any subsequent period.
Vested termination	Vested accrued benefit, commencing at NRD. Optionally, the participants may elect to receive a reduced benefit commencing prior to normal retirement date but after attaining age 55.
Disability	Monthly pension benefit determined at NRD based on final average earnings and covered compensation determined at the earlier of (1) date of disability or (2) the Freeze Date.
Preretirement death	Spouse will receive 50% of amount the participant would have received if he/she had survived and elected to commence payment at the earliest date allowed, payable under the qualified 50% joint and survivor annuity.

Other Plan Provisions

Forms of payment	Normal form is life annuity for single participants, reduced 50% joint and survivor annuity for married participants. Optional forms are available.
Maximum on benefits and pay	Pension benefits and Annual Plan Compensation for any Plan Year are limited by the Internal Revenue Code. The plan provides for increasing the Annual Plan Compensation limits automatically as such changes become effective. For any limitation year on or after December 1, 2011 the maximum pension dollar limitation is \$195,000 and no increase to the limit shall apply.

GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

(a)	(b) (c)	(d)	(e)
Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value
	CF BENCHMARK PLUS OVERSEAS INSTL PARTNERS LTD SER 201106 FD	\$ 9,000,000	\$ 9,480,870
	CF ENTRUST DIVERSIFIED SELECT CR LTD CL C SER 0909 FD	36,296,775	45,117,388
	CF GREY 20 OFFSHORE CL S SER SUB CLASS 3SE A2 (GENCORP) FD	132,310	7,692
	CF GREY 20 OFFSHORE CL S SUB-CLASS 2 SEIES A2 (GENCORP ONLY)	140,540	121,558
	JET CAP CONCENTRATED OFFSHORE FUND, LTD	85,000,000	106,204,382
	MASON CAPITAL LTD	89,487,664	115,512,152
	CMALT CITIMORTGAGE 6% DUE 03-25-2037	1,619,294	2,040,468
	CMO ALTERNATIVE LN TR 2006-20CB CL A-15 FLTG RATE DUE 07-25-2036 BEO	1,414,241	1,682,002
	CMO ALTERNATIVE LN TR 2007-24 MTG PASS THRU CTF CL A-6 DUE 10-25-2037 REG	187,153	198,434
	CMO BANC AMER ALTERNATIVE LN TR 2006 5 CL CB 17 6 DUE 06-25-2036 REG	149,687	174,370
	CMO CHL MTG PASS THRU TR 2007-14 CL A-14FLTG DUE 09-25-2037 REG	34,654	13,766
	CMO CHL MTG PASS-THROUGH TR 2007-5 MTG BACKED CTF CL M 5.75 DUE 05-25-2037 REG	22,348	29
	CMO CMALT CITIMORTGAGE ALT LN TRSER REMIC PT CTF CL 1A-13 5.75 02-25-37 REG	557,098	703,133
	CMO INDYMAC INDX MTG LN TR 2006-AR29 CTFCL A-2 FLTG DUE 11-25-2036 BEO	213,119	328,604
	CMO INDYMAC INDX MTG LN TR 2007-AR5 DUE 05-25-2037 REG	512,523	308,836
	CMO INDYMAC MBS INC 2005-AR19 MTG PASSTHRU CTF CL 1-A-2 VAR DUE 9-25-2035	26,672	1,122
	CMO J P MORGAN ALTERNATIVE LN TR 2006-S1 CL 1-A-18 6 DUE 03-25-2036 BEO	11,968	1
	CMO LEHMAN MTG TR 2006-7 2006-7 CL 1-A1 6% DUE 11-25-2036 REG	3,936,201	5,393,248
	CMO LEHMAN MTG TR 2006-7 MTG PASSTHRU CTF CL 1-A8 FLTG RATE DUE 11-25-2036 REG	3,284,012	3,222,528
	CMO RALI SER 2006-QS11 TR MTG AST BKD CL A-1 6.5 DUE 08-25-2036 REG	764,107	1,083,119
	CMO RALI SER 2006-QS8 TR MTG ASSET BKD PASSTHRU CTF CL A-2 6 DUE 08-25-2036 REG	3,227,589	3,691,765
	CMO RALI SER 2007-QS6 TR MTG PASSTHRU CTF CL A-29 6% DUE 04-25-2037 REG	2,333,307	2,860,252
	CMO STRUCTURED ASSET SECS CORP SER 2005-6 CL 1A3 5.5% DUE 05-25-2035 BEO	70,658	183,128
	CMO WELLS FARGO MTG BACKED SECS 2006-AR15 TR CL A-3 DUE 10-25-2036 REG	5,788	133
	CMO WELLS FARGO MTG BACKED SECS 2005-17 TR SER 2005-17 CL IA2 5.5 1-25-2036BEO	92,855	53,788
	CWALT INC FOR 6.25% DUE 11-25-2035	284,728	330,077
	I/O CMO 1ST HORIZON ALTERNATIVE MTG SECUR 2005-FA4 CL I-A-2 06-25-2035	1,034,191	916,764
	I/O CMO 1ST HORIZON MTG PASSTHRU TR SER 2006-FA1 CL IA2 FLTRT 04-25-2036 BEO	1,231,394	1,641,149
	I/O CMO 2006-FA3 MTG PASSTHRU CTF CL A-5FLTG 07-25-2036 REG	3,037,906	4,214,105
	I/O CMO ALTERNATIVE LN TR 2006-18CB 07-25-2036 REG	2,741,134	2,860,867
	I/O CMO ALTERNATIVE LN TR 2007- 7T2 MTG PASSTHRU CTF CL A-7 FLTG 04-25-37 REG	1,189,767	1,773,282
	I/O CMO BANC AMER FDG 2007-4 TR CL 3-A-3FLT RT 06-25-2037 BEO	3,533,538	4,316,711
	I/O CMO BANC AMER FDG 2007-5 TR CL 4-A-3FLT RT 07-25-2037 BEO	2,171,533	2,642,893
	I/O CMO CHASE MTG FIN TR SER 2006-S4 MTG PASSTHRU CTF CL A-2 FLTG 12-25-36	543,096	785,958
	I/O CMO CHASE MTG FIN TR SER 2007-A1 MTGPASSTHRU CTF CL 11-F1 03-25-2037 REG	336,470	454
	I/O CMO CHL MTG PASS THRU TR 2007-J2 CL 2-A-2 FLTG 07-25-2037 REG	2,889,774	2,481,266
	I/O CMO CITIGROUP MTG LN TR 2007-6 CL 2-A2 VAR RATE 05-25-2037	1,397,091	2,482,216
	I/O CMO CMALT CITIMORTGAGE ALTERNATIVE LNSER 2007-A4 CL 1A10 FLT RT 4-25-2037BEO	1,775,354	2,425,177
	I/O CMO CWALT INC 2006-2CB MTG CTF CL A-5 FLTG RT 03-25-2036	1,712,919	2,045,120
	I/O CMO CWALT INC SER 2005-47CB CL A3 FLT RT 10-25-2035 BEO	497,633	545,518
	I/O CMO CWMBIS INC FOR 12669F 2003-16 MTGPASSTHRU CTF CL A-7 06-25-2033 REG	153,777	99,325
	I/O CMO DEUTSCHE ALT-A SECS INC SER 2005-2 CL II-A-2 FLT RT 03-25-2020 BEO	384,465	231,805
	I/O CMO GS MTG SECS CORP 2006-1F MTG PASSTHRU CTF CL 2A8 02-25-2036 REG	2,055,416	1,550,683
	I/O CMO GSR MORTGAGE LOAN TRUST 2005-5F CL 4A2 FLTG 06-25-2035	1,744,153	857,616
	I/O CMO INDYMAC MBS INC 2006-A4IP MTG PASSTHRU CTF 2-A-2 FLTG RT 05-25-2036	1,163,705	868,700
	I/O CMO LEHMAN MTG TR 2006-8 M 12-25-2036 REG	682,469	1,171,195
	I/O CMO LEHMAN MTG TR 2007-6 MTG CTF CL 1-A5 FLTG RATE 07-25-2037	866,588	927,748
	I/O CMO RALI SER 2006 QS12 TR 2006-QS12 CL II-A-2 FLTG RATE 09-25-2036 REG	3,349,109	4,257,038
	I/O CMO RALI SER 2006 QS14 TR 11-25-2036REG	1,429,763	2,059,924
	I/O CMO RALI SER 2006-QS6 TR CL IA12 FLT RT 06-25-2036 BEO	1,150,957	2,045,352
	I/O CMO RALI SER 2007-QS5 TR CL A-6 FLT RT 03-25-2037 BEO	5,643,807	7,267,723
	I/O CMO RESDNTL ACCREDIT LNS INC MTG SER 2006-QS2 CL 1A11 FLTRT 2-25-2036BEO	9,045,826	11,954,940
	I/O CMO STRUCTURED ASSET SECS CORP SER 2005-10 CL 5A3 FLT RT 12-25-2034 REG	942,812	322,514
	I/O CMO WA MUT MTG SECS CORP 2005-11 CL A-6 FLTG RT 01-25-2036 REG	1,181,711	1,433,657
	I/O CMO WASHINGTON MUTUAL MTGPASS-THRU CTFS SER 2006-2 CL 1A8 FLTG RT 3-25-2036	245,049	290,636
	I/O FHLMC MULTICLASS BD 05-15-2036	921,163	378,639
	I/O FHLMC MULTICLASS FHLMC #S1-0633 11-15-2036	1,089,681	444,477
	I/O FHLMC MULTICLASS FHLMC-3318 SK 05-15-2037	2,675,307	1,088,110
	I/O FHLMC MULTICLASS FTLG SER 3571 CL SB09-15-2034	508,762	95,741
	I/O FHLMC MULTICLASS SER 3221 CL SA 03-15-2036	1,674,953	684,489
	I/O FHLMC MULTICLASS SER 3410 CL NS FLT RT 02-15-2038	2,582,731	415,141
	I/O FHLMC MULTICLASS SER 3459 CL JS FLTG06-15-2038	811,592	367,606
	I/O FHLMC MULTICLASS SER 3469 CL HI 07-15-2038	7,623,987	1,807,256
	I/O FHLMC MULTICLASS SER 3522 CL SE 04-15-2039	3,451,000	2,499,533
	I/O FHLMC MULTICLASS SER 3524 CL BI 06-15-2048	3,118,019	499,612
	I/O FHLMC MULTICLASS SER 3528 CL AS FLT RT 04-15-2039	6,373,167	3,699,104
	I/O FHLMC MULTICLASS SER 3545 CL SA 06-15-2039	405,246	122,159
	I/O FNMA FR CMO 25/09/2037 USD1000 2-A-22007-W8 09-25-2037	3,881,959	1,892,238
	I/O FNMA REMIC SER 2009-97 CL SB VAR RT 11-25-2039	7,669,005	2,866,757
	I/O FNMA REMIC TR 2008-75 CL-DS VAR RATE09-25-2038	775,696	246,270
	I/O FNMA REMIC TR 2008-76 CL-EI VAR RATE09-25-2023	4,429,597	1,714,182
	I/O FNMA REMIC TR 2008-76 CL-GI VAR RATE09-25-2023	4,978,926	1,934,039
	I/O FNMA REMIC TR 2008-88 CL-SA VAR RATE10-25-2038	4,561,583	2,152,139
	I/O FNMA REMIC TR 2009-6 CL-SC VAR RATE 09-25-2038	1,805,842	390,977
	I/O FNMA REMIC TR 2009-85 CL-LS VAR RATE10-25-2049	7,222,002	2,099,718
	I/O FNMA REMIC TR 2010-43 CL-DS FLTG RATE 05-25-2040	4,110,751	2,286,281
	I/O FNMA SER- 2007-43 CL SB 05-25-2037	1,255,798	444,168
	I/O MORGAN STANLEY MTG LN TR 2007-8XS MTG PASSTHRU CTF CL A-6 FLTG 04-25-2037	7,700,196	7,789,712
	INDYMAC INDX MTG LN TR 2006-AR15 CL A-1 VAR RATE DUE 07-25-2036 REG	1,665,347	2,178,645

The information in this schedule has been certified as to its completeness and accuracy by the Trustee.

GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

(a)	(b) (c)	(d)	(e)	
Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value	
	INDYMAC MBS INC FLTG RT 4.609866% DUE 08-25-2035	Asset -backed Security	1,921,785	2,163,376
	MORGAN STANLEY MTG LN TR 2007-8XS MTG PASSTHRU CTF CL A-1 04-25-2037 REG	Asset -backed Security	1,650,399	1,970,961
	P/O CMO GS MTG SECS CORP SER 2006-2F CL 2A10 02-25-2036 BEO	Asset -backed Security	100,434	196,531
	P/O CMO MTG PASSTHRU CTF CL 1-A-24 04-25-2037 REG	Asset -backed Security	181,239	172,289
	P/O CMO RALI SER 2007-QS5 TR CL A-7 ZCPN03-25-2037 REG	Asset -backed Security	407,071	415,375
	P/O CMO WELLS FARGO MTG BACKED SEC 06-16MTG PASSTHRU CTF CL A-PO 11-25-36 REG	Asset -backed Security	107,985	299,975
	PVTP L CMO J P MORGAN MTG TR SER 2008-R2 MTG PASSTHRU CL 1-A-2 144A VAR 7-27-37	Asset -backed Security	460,660	179,607
	RESNTL AST FLTG RT .4523% DUE 08-25-2036	Asset -backed Security	364,326	459,767
	RESNTL AST FLTG RT .5523% DUE 03-25-2037	Asset -backed Security	1,189,342	1,228,390
	DREYFUS TREASURY CASH MGT PART SH	Cash and cash equivalent	10,378,381	10,378,381
	MORGAN STANLEY PRIME BROKERAGE ACCOUNTS	Cash and cash equivalent	109,488,306	109,488,306
	WELLS FARGO MONEY MARKET FUND	Cash and Cash Equivalent	142,000	770,854
	ABFS 2002-1 A5 ABS 7.010 15 Dec 32	Corporate debt securities	73,472	92,131
	AKRX CB 3.5 01JUN2016	Corporate debt securities	131,691	178,031
	ALION SCIENCE AND TECH C CORP 12.00 11/1/14	Corporate debt securities	787,800	799,914
	ALJ CB 3 15SEP2018 144A	Corporate debt securities	490,218	526,990
	ALLBRITTON COMMUNICATION 8.000 15 May 18	Corporate debt securities	802,102	793,940
	AMBAC ASSURANCE CORP CONVERTIBLE PREFERRED 0.000	Corporate debt securities	407,250	414,000
	AMERICAN AIRLINES INC 7.500 15 Mar 16	Corporate debt securities	703,575	719,800
	AMERICAN MEDIA INC 11.500 15 Dec 17	Corporate debt securities	1,230,488	1,291,650
	AMERICAN PIPING PRODUCTS CORP 12.875 15 Nov 17	Corporate debt securities	940,423	936,050
	AMF BOWLING CENTERS INC 245MM 06/28/2018 TERM	Corporate debt securities	1,870,071	1,902,586
	AMF BOWLING CENTERS INC 55MM 12/27/2018 11.75% TERM	Corporate debt securities	1,271,050	1,331,410
	APPVION INC 9.000 01 Jun 20	Corporate debt securities	567,366	564,480
	ARCHROMA GLOBAL SERVICES 320MM 09/30/2018 TERM	Corporate debt securities	2,577,120	2,611,302
	ARPI CB 3.25 15NOV2018 144A	Corporate debt securities	310,125	310,689
	ASCMA CB 4 15JUL2020	Corporate debt securities	515,663	538,440
	BCOR CB 4.25 01APR2019 144A	Corporate debt securities	743,300	865,437
	BEVERAGES & MORE INC CORP 9.625 01 Oct 14	Corporate debt securities	252,656	245,172
	BMR CB 3.75 15JAN2030 144A	Corporate debt securities	514,790	512,438
	BSSLT 2007-1 1A ABS 0.546 25 Jan 37	Corporate debt securities	104,960	174,415
	BURLINGTON HLDG LLC/FIN 9.000 15 Feb 18	Corporate debt securities	802,950	801,450
	CALFRAC HOLDINGS LP 7.500 01 Dec 20	Corporate debt securities	288,660	283,708
	CAROLINA BEVERAGE GRP LL 10.625 01 Aug 18	Corporate debt securities	217,000	228,393
	CATALYST PAPER C EURO BOND 11.000 30 Oct 17	Corporate debt securities	983,790	788,665
	CATALYST PAPER CORP EURO BOND 13.000 13 Sep 16	Corporate debt securities	1,318,345	1,288,676
	CBST CB 2.5 01NOV2017	Corporate debt securities	570,423	906,506
	CBZ CB 4.875 01OCT2015 144A	Corporate debt securities	588,889	658,125
	CCMFC 2006-4A A1 CMO 0.296 25 Nov 47	Corporate debt securities	796,104	749,953
	CDNS CB 2.625 01JUN2015	Corporate debt securities	476,860	623,546
	CEMEX CB 3.25 15MAR2016	Corporate debt securities	427,131	470,978
	CEMEX CB 3.75 15MAR2018	Corporate debt securities	611,313	597,525
	CHECKERS DRIVE-IN RESTAU CORP 11.000 01 Dec 17	Corporate debt securities	885,625	921,300
	CHK CB 2.25 15DEC2038	Corporate debt securities	436,138	428,665
	CHUKCHANSI ECO DEV AUTH 9.75% 05/30/2020 144A	Corporate debt securities	1,321,165	1,451,312
	CKH CB 2.5 15DEC2027 144A	Corporate debt securities	556,208	619,220
	CLEARWIRE COMM/FINANCE 12.000 01 Dec 15	Corporate debt securities	689,891	678,770
	COACTIVE 3.00% 07/24/2017	Corporate debt securities	1,659,867	1,810,103
	CODE CB 2 01SEP2020 144A	Corporate debt securities	324,084	354,962
	CQB CB 4.25 15AUG2016	Corporate debt securities	288,905	288,564
	DDR CB 1.75 15NOV2040	Corporate debt securities	364,681	346,843
	DISPENSING DYNAMICS INTL 12.5% 01/01/2018 144A	Corporate debt securities	1,158,360	1,254,929
	DISPENSING DYNAMICS INTL CORP 12.500 01 Jan 18	Corporate debt securities	284,200	305,950
	DLLR CB 3 01APR2028	Corporate debt securities	591,749	571,128
	DRILL RIGS HLDS INC EURO 6.500 01 Oct 17	Corporate debt securities	922,250	915,875
	DRYS CB 5 01DEC2014	Corporate debt securities	488,750	490,000
	DYNCORP INTERNATIONAL INC-A 10.375% 07/01/2017	Corporate debt securities	542,758	638,780
	EAGLE ROCK ENER PART/FIN CORP 8.375 01 Jun 19	Corporate debt securities	492,505	512,500
	EATON VANCE LTD DURATION FND	Corporate debt securities	267,464	268,292
	ECPG CB 3 27NOV2017 144A	Corporate debt securities	554,153	805,000
	EDISON MISSION ENERGY 7% 05/15/2017 REG	Corporate debt securities	365,916	380,765
	ELX CB 1.75 15NOV2018 144A	Corporate debt securities	255,124	249,845
	EMPIRE TODAY LLC 11.375% 02/01/2017 REG	Corporate debt securities	396,383	440,895
	ENDP CB 1.75 15APR2015	Corporate debt securities	163,842	231,139
	EXPRESS LLC/EXPRESS FIN 8.750 01 Mar 18	Corporate debt securities	703,153	697,716
	EXXI CB 3 15DEC2018 144A	Corporate debt securities	460,000	453,818
	FCE CB 3.625 15AUG2020 144A	Corporate debt securities	587,756	613,045
	FREESCALE SEMICONDUCTOR 9.250 15 Apr 18	Corporate debt securities	1,079,800	1,078,500
	FRO CB 4.5 14APR2015 REGS	Corporate debt securities	49,346	105,270
	GASTAR EXPLORATION USA 8.625% 05/15/2018 144A	Corporate debt securities	320,015	315,456
	GLBL INVESTMNT GRP FNCE EURO BOND 11.000 24 Sep 17	Corporate debt securities	392,000	368,000
	GNET ESCROW CORP 12.125 01 Jul 18	Corporate debt securities	252,000	253,200
	GOODMAN NETWORKS INC CORP 13.125 01 Jul 18	Corporate debt securities	685,950	664,650
	GPI CB 3 15MAR2020	Corporate debt securities	719,473	775,000
	GPI VRN CB 15JUN2036	Corporate debt securities	553,602	568,100
	GRAN COLOMBIA GOLD CORP EURO BOND 5.000 11 Aug 18	Corporate debt securities	200,000	76,000
	GTLS CB 2 01AUG2018	Corporate debt securities	617,125	571,225
	GXS WORLDWIDE INC 9.750 15 Jun 15	Corporate debt securities	1,067,575	1,072,768
	HOA RESTAURANT GP/FINANC CORP 11.250 01 Apr 17	Corporate debt securities	618,000	633,000

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GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

(a)	(b) (c)	(d)	(e)	
Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value	
	HWAY CB 1.5 01JUL2018 144A	Corporate debt securities	571,545	548,050
	ICAHN ENTERPRISES/FIN 7.750 15 Jan 16	Corporate debt securities	682,065	675,475
	ICON CB 2.5 01JUN2016	Corporate debt securities	656,169	757,972
	ILMN CB 0.25 15MAR2016 144A	Corporate debt securities	512,750	508,376
	INABS 2006-H2 A ABS 0.315 28 Jun 36	Corporate debt securities	94,516	120,590
	INN OF THE MOUNTAIN GODS 8.75% 11/30/2020 REG	Corporate debt securities	1,502,704	2,316,525
	IRONGATE ENERGY SERVICES 11% 2018-07-01144A	Corporate debt securities	2,520,987	2,530,440
	ISOLA USA TL B 1L 11/27/2018 FLT 250 MM	Corporate debt securities	2,128,585	2,161,000
	ITMN CB 2.5 15SEP2018	Corporate debt securities	396,281	422,156
	IVR CB 5 15MAR2018 144A	Corporate debt securities	498,313	466,250
	KAMN CB 3.25 15NOV2017 144A	Corporate debt securities	590,941	643,440
	KARDAN NV EURO 4.450 25 Feb 16	Corporate debt securities	60,587	78,982
	KOOSHAREM CORP TERM 250MM 06/30/2014 TERM	Corporate debt securities	385,725	360,202
	LANDRY'S HOLDINGS II INC CORP 10.250 01 Jan 18	Corporate debt securities	495,000	530,000
	LANTHEUS MEDICAL IMAGING CORP 9.750 15 May 17	Corporate debt securities	200,400	219,600
	LAYN CB 4.25 15NOV2018 144A	Corporate debt securities	344,375	344,355
	LBI MEDIA INC CORP 13.500 15 Apr 20	Corporate debt securities	64,500	91,163
	LBI MEDIA INC CORP 9.250 15 Apr 19	Corporate debt securities	937,143	1,022,790
	LLL CB 3 01AUG2035	Corporate debt securities	311,686	340,025
	MACK CB 4.5 15JUL2020	Corporate debt securities	264,672	257,907
	MARINE HARVEST ASA 5.360 12 Mar 18	Corporate debt securities	175,538	163,215
	MARK IV EURO/USA LUX SCA EURO BOND 8.875 15 Dec 17	Corporate debt securities	179,987	191,062
	MCCLATCHY COMPANY CORP 7.150 01 Nov 27	Corporate debt securities	483,000	483,000
	MEDIA GENERAL INC 11.750 15 Feb 17	Corporate debt securities	537,138	523,752
	MIG CB 5 15MAR2020 144A	Corporate debt securities	559,296	590,733
	MIG LLC CORP 15.500 31 Dec 16	Corporate debt securities	233,089	163,503
	MU CB 1.875 01JUN2027	Corporate debt securities	782,455	1,238,848
	NELNET INC 3.6506% 2036-09-29REG	Corporate debt securities	1,484,360	1,484,330
	NETWORK COMMUNICATIONS I CORP 8.600 14 Jan 20	Corporate debt securities	400,000	381,008
	NLY CB 5 15MAY2015	Corporate debt securities	305,250	304,410
	NORTHERN OIL AND GAS INC 8.000 01 Jun 20	Corporate debt securities	284,415	296,443
	NPO CB 3.9375 15OCT2015	Corporate debt securities	664,456	869,065
	NRF CB 7.5 15MAR2031 144A	Corporate debt securities	559,350	608,350
	OCR CB 3.75 15DEC2025	Corporate debt securities	668,837	1,153,525
	PANORO ENERGY ASA MTN 13.500 15 Nov 18	Corporate debt securities	63,861	59,038
	PEGASUS SOLUTIONS INC CORP 13.000 15 Apr 14	Corporate debt securities	1,114,270	1,229,395
	PMT CB 5.375 01MAY2020 144A	Corporate debt securities	434,770	431,438
	POSTMEDIA NETWORK INC EURO 12.500 15 Jul 18	Corporate debt securities	928,800	946,000
	PROSPECT MEDICAL HOLDING CORP 8.375 01 May 19	Corporate debt securities	545,044	551,880
	RDN CB 2.25 01MAR2019	Corporate debt securities	442,573	481,101
	REM OFFSHORE ASA 7.610 14 Mar 18	Corporate debt securities	175,538	163,215
	RTI CB 3 01DEC2015	Corporate debt securities	263,399	265,031
	RURAL METRO CORP 10.125% 07/15/2019 144A	Corporate debt securities	451,944	258,400
	RURAL METRO CORP 10.125% 2019-07-15144A	Corporate debt securities	350,870	214,125
	SAPPI PAPIER HOLDNG GMBH EURO 7.500 15 Jun 32	Corporate debt securities	345,135	311,220
	SARATOGA RESOURCES INC CORP 12.500 01 Jul 16	Corporate debt securities	389,793	369,119
	SCHOOL SPECIALTY INC 05/29/2019 8.50% TERM	Corporate debt securities	1,942,103	1,876,153
	SEA TRUCKS GROUP LTD EURO 9.000 26 Mar 18	Corporate debt securities	600,000	574,500
	SHELF DRILLING TERM 10/07/2018	Corporate debt securities	1,791,590	1,874,705
	SLG CB 3 15OCT2017 144A	Corporate debt securities	671,376	673,580
	SLXP CB 1.5 15MAR2019	Corporate debt securities	514,967	496,693
	SLXP CB 2.75 15MAY2015	Corporate debt securities	554,810	673,538
	SNDK CB 1.5 15AUG2017	Corporate debt securities	741,335	734,084
	SOL CB 4.125 15MAR2018 144A	Corporate debt securities	306,805	284,526
	SOUTHERN STATES COOP INC 10.000 15 Aug 21	Corporate debt securities	561,630	564,525
	SPDR BARCLAYS CAPTL CONV BND	Corporate debt securities	847,608	945,878
	SSLTIN CB 4 30OCT2014	Corporate debt securities	243,688	246,563
	STACS 2007-1 A CMO 0.490 25 Apr 37	Corporate debt securities	137,852	157,253
	STRATUS TECHNOLOGIES BER 12% 03/29/2015 REG	Corporate debt securities	1,020,234	1,014,597
	STRATUS TECHNOLOGIES BER EURO BOND 12.000 29 Mar 15	Corporate debt securities	82,810	91,910
	STRATUS TECHNOLOGIES INC CORP 12.000 29 Mar 15	Corporate debt securities	499,335	587,820
	STRATUS TECHNOLOGIES INC TERM PIK 80MM 06/30/2015	Corporate debt securities	1,785,902	1,709,630
	STREAM GLOBAL SERVICES I CORP 11.250 01 Oct 14	Corporate debt securities	481,400	466,320
	TEMBEC INDUSTRIES INC EURO BOND 11.250 15 Dec 18	Corporate debt securities	569,547	621,300
	TFX CB 3.875 01AUG2017	Corporate debt securities	481,713	575,750
	UTHR CB 1 15SEP2016	Corporate debt securities	573,033	783,752
	VERASUN ENERGY CORP STUB 06/01/2017	Corporate debt securities	772,504	847,455
	VERSO PAPER HLDG LLC/INC CORP 11.750 15 Jan 19	Corporate debt securities	368,881	357,938
	VPHM CB 2 15MAR2017	Corporate debt securities	771,372	1,128,991
	WBMD CB 2.5 31JAN2018	Corporate debt securities	297,000	295,782
	WDAY CB 1.5 15JUL2020 144A	Corporate debt securities	421,498	421,096
	WESTMORELAND COAL/PART 10.750 01 Feb 18	Corporate debt securities	648,109	650,730
	WESTMORELAND COAL/PART CORP 10.750 01 Feb 18	Corporate debt securities	117,800	135,160
	WIND ACQUISITION FIN SA EURO 11.750 15 Jul 17	Corporate debt securities	213,625	212,000
	XINERGY CORP 9.250 15 May 19	Corporate debt securities	14,100	13,600
	#REORG/BEAM INC-WHEN CASH MERGER EFF 05-01-2014	Corporate Equity Security	1,190,226	1,485,660
	#REORG/HARRIS TEETER SUPERMARKETS CASH MERGER EFF 01-29-2014	Corporate Equity Security	1,474,356	1,481,400
	#REORG/LIFE TECHNOLOGIES CORP CASH MERGER EFF 02-03-2014	Corporate Equity Security	1,615,115	1,665,400
	#REORG/LUMENIS LTD REVERSE STK SPLIT LUMENIS LTD 0002V19AP1 EFF 02-14-2014	Corporate Equity Security	1,757	

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GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

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	#REORG/NV ENERGY INC CASH MERGER 12-20-2013	Corporate Equity Security	587,113	591,250
	AAREAL BANK AG (GFR LISTING)	Corporate Equity Security	75,464	215,735
	AARON'S INC CLASS A	Corporate Equity Security	428,632	458,240
	ABERCROMBIE & FITCH CO-CL A	Corporate Equity Security	1,348,280	1,268,360
	ACCRETIVE HEALTH INC COM STK	Corporate Equity Security	1,322,561	1,218,576
	ADR BP P L C SPONSORED ADR	Corporate Equity Security	925,308	987,210
	ADR FLY LEASING LTD-ADR	Corporate Equity Security	65,622	77,150
	ADR GRUPO TELEvisa SA DE CV SPONSORED ADR REPSTG ORD PARTN SPONS ADR	Corporate Equity Security	292,245	427,140
	ADR NOVARTIS AG	Corporate Equity Security	2,076,571	2,769,200
	AES CORP COM	Corporate Equity Security	359,880	437,100
	ALCOA INC COM STK	Corporate Equity Security	191,882	192,200
	ALERE INC COM STK	Corporate Equity Security	1,344,941	1,790,995
	ALLIANCEBERNSTEIN HLDG L P UNIT LTD	Corporate Equity Security	160,075	221,900
	AMC NETWORKS INC CL A	Corporate Equity Security	954,973	1,476,370
	AMERICAN EXPRESS CO	Corporate Equity Security	295,367	514,800
	AMERICAN INTERNATIONAL GROUP INC COM	Corporate Equity Security	193,435	248,750
	AMG CAPITAL TRUST II CONV PFD	Corporate Equity Security	210,136	267,467
	AMR CORP	Corporate Equity Security	1,897,480	4,880,120
	ANADARKO PETRO CORP COM	Corporate Equity Security	6,021,005	7,389,824
	AON PLC COM	Corporate Equity Security	3,957,864	6,408,740
	APACHE CORP COM	Corporate Equity Security	1,300,449	1,372,350
	APPLE COMPUTER INC	Corporate Equity Security	1,960,957	2,224,280
	AQUARIUS PLATINUM LTD (UKM LISTING)	Corporate Equity Security	310,540	64,763
	ASSURANT INC COM	Corporate Equity Security	4,372,183	7,468,100
	ASSURED GUARANTY LTD (BERMUDA) COM STK	Corporate Equity Security	1,412,460	1,500,607
	ATLAS AIR WORLDWIDE HLDGS INC COM STK	Corporate Equity Security	1,947,605	1,960,858
	AVON PRODUCTS INC COM USD0.25	Corporate Equity Security	160,900	178,300
	AWARE INC/MASS	Corporate Equity Security	1,194,693	1,257,592
	BABCOCK & WILCOX CO	Corporate Equity Security	2,535,801	3,437,339
	BADGER METER INC COM	Corporate Equity Security	68,070	109,860
	BANK NEW YORK MELLON CORP COM STK	Corporate Equity Security	1,484,954	2,190,500
	BARRICK GOLD CORP	Corporate Equity Security	23,996	21,717
	BECTON DICKINSON & CO COM	Corporate Equity Security	547,081	760,130
	BLUCORA INC	Corporate Equity Security	704,236	1,356,059
	BLUEKNIGHT ENERGY PARTNE 11% PERPETUAL	Corporate Equity Security	569,254	678,335
	BLUEKNIGHT ENERGY PARTNERS L	Corporate Equity Security	2,131,412	3,009,469
	BMW AG PREF SHARES	Corporate Equity Security	392,261	399,859
	BOEING CO COM	Corporate Equity Security	4,348,603	8,055,000
	BOISE CASCAD LLC	Corporate Equity Security	2,832,988	2,916,182
	BOSTON SCIENTIFIC CORP COM	Corporate Equity Security	577,806	1,158,000
	BOULDER BRANDS INC COM USD0.01	Corporate Equity Security	508,129	1,224,800
	BOYD GAMING CORP COM	Corporate Equity Security	309,495	458,000
	BP PLC USD0.25	Corporate Equity Security	1,829,510	1,983,738
	BRINKS CO COM STOCK	Corporate Equity Security	313,669	402,360
	BRISTOL MYERS SQUIBB CO COM	Corporate Equity Security	554,925	770,700
	BROWN FORMAN CORP CL A CL A	Corporate Equity Security	158,655	223,440
	BRUNSWICK CORP COM STK	Corporate Equity Security	159,703	336,626
	BUNGE LTD CONV PFD	Corporate Equity Security	390,133	427,376
	CABLE & WIRELESS COMMUNICATIONS ORD USD0.05	Corporate Equity Security	610,107	781,186
	CABLEVISION SYS CORP CL A COM STK	Corporate Equity Security	2,615,099	2,934,750
	CAMECO CORP	Corporate Equity Security	6,270,382	6,009,430
	CANTEL MEDICAL CORP COM	Corporate Equity Security	180,637	485,160
	CAPITAL ONE FINL CORP COM	Corporate Equity Security	1,703,657	1,985,584
	CAREER EDUCATION CORP	Corporate Equity Security	373,577	308,050
	CBS CORP NEW CL A	Corporate Equity Security	59,785	117,460
	CBS CORP NEW CL B	Corporate Equity Security	146,242	292,800
	Cecon ASA	Corporate Equity Security	74	2,106
	CENTERPOINT ENERGY INC CONV PFD	Corporate Equity Security	474,469	676,728
	CENTURYLINK INC COM	Corporate Equity Security	935,492	767,500
	CERMAQ ASA (NOR LISTING)	Corporate Equity Security	256,991	248,397
	CF INDS HLDGS INC COM STK	Corporate Equity Security	3,490,978	3,887,841
	CHEESECAKE FACTORY INC COM	Corporate Equity Security	479,602	731,250
	CHEMED CORP NEW COM	Corporate Equity Security	136,101	155,860
	CHIMERA INVESTMENT CORP	Corporate Equity Security	799,975	772,900
	CHINACAST EDUCATION CORP	Corporate Equity Security	46,568	17,933
	CHURCHILL DOWNS INC COM	Corporate Equity Security	426,485	646,920
	CIN BELL INC NEW COM STK	Corporate Equity Security	449,976	352,000
	CIRCOR INTL INC COM	Corporate Equity Security	869,084	2,062,580
	CITIGROUP INC COM NEW COM NEW	Corporate Equity Security	1,319,364	1,852,200
	CLEAR CHANNEL OUTDOOR HLDGS INC COM CL ACOM CL A	Corporate Equity Security	416,552	398,250
	CLEVELAND UNLIMITED INC.	Corporate Equity Security	245,000	262,169
	COHEN & STEERS INC COM	Corporate Equity Security	359,736	481,320
	COMMScope HOLDING CO INC	Corporate Equity Security	736,960	758,322
	COMVERSE INC COM STK	Corporate Equity Security	1,047,448	1,198,630
	CONSOL ENERGY INC COM	Corporate Equity Security	589,369	604,860
	CONTINENTAL AIRLINES FINANCE TRUST II CO	Corporate Equity Security	456,250	478,130
	CORNING INC COM	Corporate Equity Security	1,836,784	2,425,360
	CRANE CO COM	Corporate Equity Security	365,356	498,480
	CROCODILE GOLD CORP	Corporate Equity Security	886,697	175,016

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Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value	
	CURTISS WRIGHT CORP COM	Corporate Equity Security	519,450	791,550
	CYPRESS SEMICONDUCTOR CORP COM	Corporate Equity Security	1,058,622	1,017,450
	D R HORTON INC COM	Corporate Equity Security	433,958	397,600
	DANA HLDG CORP COM	Corporate Equity Security	1,041,882	1,318,200
	DEERE & CO COM	Corporate Equity Security	3,799,805	3,959,280
	DELTA AIR LINES INC DEL COM NEW COM NEW	Corporate Equity Security	389,210	579,600
	DEMAND MEDIA INC	Corporate Equity Security	1,000,021	692,855
	DENBURY RES INC HLDG CO COM NEW	Corporate Equity Security	1,554,493	1,514,544
	DEPOMED INC	Corporate Equity Security	566,609	588,753
	DEVON ENERGY CORP NEW COM	Corporate Equity Security	935,690	909,300
	DIAGEO PLC SPONSORED ADR NEW	Corporate Equity Security	120,216	178,738
	DIEBOLD INC COM	Corporate Equity Security	90,435	102,390
	DIRECTV COM COM	Corporate Equity Security	86,290	132,220
	DONALDSON INC COM	Corporate Equity Security	202,744	250,380
	DONNER METALS LTD	Corporate Equity Security	99,589	2,628
	EBAY INC	Corporate Equity Security	5,709,698	5,557,200
	EBAY INC COM USD0.001	Corporate Equity Security	319,769	505,200
	EL PASO ELEC CO COM NEW	Corporate Equity Security	291,098	324,270
	ELECTR ARTS COM	Corporate Equity Security	47,259	66,540
	EMULEX CORP COM NEW	Corporate Equity Security	1,340,796	1,422,734
	ENSCO PLC SHS CLASS A COM	Corporate Equity Security	1,731,405	1,973,272
	EXXON MOBIL CORP COM	Corporate Equity Security	545,921	841,320
	FEDERAL-MOGUL HOLDINGS CORP COM STK	Corporate Equity Security	588,382	1,292,760
	FEDEX CORP COM	Corporate Equity Security	4,402,281	6,935,000
	FERRO CORP COM	Corporate Equity Security	819,357	2,298,450
	FIRE RIVER GOLD CORP	Corporate Equity Security	63,435	6,195
	FIRE RIVER GOLD CORP PRIVATE 09/19/2017	Corporate Equity Security	24,294	-
	FLOWSERVE CORP COM	Corporate Equity Security	632,983	1,213,460
	FLY LEASING LTD-ADR	Corporate Equity Security	561,768	694,350
	FORD MOTOR CO	Corporate Equity Security	5,066,261	5,089,840
	FOREST OIL CORP COM STK	Corporate Equity Security	819,818	569,734
	FORTUNE BRANDS HOME & SEC INC COM	Corporate Equity Security	469,626	1,133,600
	FREDDIE MAC EQUITY PREFERENCE 0.0	Corporate Equity Security	128,646	324,970
	FREDDIE MAC PREFERENCE	Corporate Equity Security	95,328	158,116
	FREEPORT-MCMORAN COPPER & GOLD INC	Corporate Equity Security	1,475,036	1,491,670
	FREEPORT-MCMORAN COPPER AND GOLD INC	Corporate Equity Security	2,063,061	2,116,090
	FRONTIER COMMUNICATIONS CORP SER B	Corporate Equity Security	4,924,415	5,522,400
	FURIEX PHARMACEUTICALS	Corporate Equity Security	706,281	830,790
	GATX CORP COM	Corporate Equity Security	426,280	501,700
	GENERAL ELECTRIC CO	Corporate Equity Security	2,190,995	2,666,000
	GENERAL MILLS INC COM	Corporate Equity Security	430,639	554,730
	GENERAL MOTORS	Corporate Equity Security	813,139	1,463,413
	GENERAL MOTORS CO	Corporate Equity Security	3,160,528	3,175,860
	GENERAL MOTORS-CW16 WRNT 10.00 10 Jul 16	Corporate Equity Security	-	234,148
	GENERAL MOTORS-CW19 WRNT 18.33 10 Jul 19	Corporate Equity Security	-	171,304
	GENUINE PARTS CO COM	Corporate Equity Security	310,153	414,200
	GOL LINHAS AEREAS INTEL-ADR	Corporate Equity Security	739,430	716,680
	GORMAN RUPP CO COM	Corporate Equity Security	480,790	715,190
	GRACO INC COM	Corporate Equity Security	2,180,717	3,243,660
	GRAFTECH INTL LTD COM	Corporate Equity Security	131,210	138,240
	GREATBATCH INC COM	Corporate Equity Security	120,765	203,150
	GRIFFIN LD & NURSERIES INC COM	Corporate Equity Security	213,540	264,000
	GRIFFON CORP COM	Corporate Equity Security	538,915	643,000
	GULF COAST ULTRA DEEP RTY TR ROYALTY TR UNIT ROYALTY TR UNIT	Corporate Equity Security	192,296	223,000
	HARBINGER GROUP INC	Corporate Equity Security	1,750,368	2,052,000
	HARLEYSVILLE SVNGS FIN CORP	Corporate Equity Security	305,941	359,671
	HARTFORD FINL SVCS GROUP INC COM	Corporate Equity Security	124,936	142,520
	HAYNES INTL INC COM NEW COM NEW	Corporate Equity Security	139,867	162,660
	HEWLETT PACKARD CO COM	Corporate Equity Security	183,451	218,800
	HEWLETT-PACKARD CO COM STK	Corporate Equity Security	796,731	535,677
	HILLSHIRE BRANDS CO COM	Corporate Equity Security	454,074	534,720
	HONEYWELL INTL INC COM STK	Corporate Equity Security	587,019	885,100
	IAC / INTERACTIVECORP COM STK	Corporate Equity Security	903,853	1,022,457
	ING GROEP EUR0.24 (NET LISTING)NEW SH	Corporate Equity Security	1,799,692	2,593,372
	INTERDIGITAL INC COM STK	Corporate Equity Security	725,632	839,218
	INTERMUNE INC COM STK	Corporate Equity Security	705,999	865,149
	INTERNAP DELAWARE INC COM PAR \$.001 COM STK	Corporate Equity Security	693,412	769,000
	INTERNATIONAL BUSINESS MACHS CORP COM	Corporate Equity Security	5,836,845	5,570,080
	INTERNATIONAL PAPER CO COM STK	Corporate Equity Security	3,787,488	3,936,467
	INVENSYS PLC ORD GBP0.125CREST (UKM LIS	Corporate Equity Security	1,256,463	3,449,143
	IPATH S&P 500 VIX S/T FU ETN	Corporate Equity Security	22,311	10,894
	JANUS CAP GROUP INC COM	Corporate Equity Security	830,964	1,088,000
	JC PENNEY CO INC COM STK	Corporate Equity Security	514,631	285,921
	JOURNAL COMMUNICATIONS INC COM	Corporate Equity Security	282,443	531,300
	JPMORGAN CHASE & CO COM	Corporate Equity Security	4,301,516	6,294,200
	KAMAN CORP COM	Corporate Equity Security	988,565	1,116,080
	KELLOGG CO COM USD0.25	Corporate Equity Security	877,979	1,030,880
	KOHL'S CORP COM	Corporate Equity Security	1,783,496	2,211,200
	KRISPY KREME DOUGHNUTS INC COM STK	Corporate Equity Security	101,798	355,320

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GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

(a)	(b) (c)	(d)	(e)	
Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value	
	LAKES ENTERTAINMENT INC	Corporate Equity Security	410,573	597,919
	LANXESS (GFR LISTING)	Corporate Equity Security	1,471,274	1,562,563
	LEGG MASON INC COM	Corporate Equity Security	2,695,586	3,911,000
	LENNAR CORP CL A CL A	Corporate Equity Security	2,097,116	2,217,120
	LENNAR CORP CL B	Corporate Equity Security	1,990,351	2,016,880
	LIBERTY GLOBAL PLC COM STK	Corporate Equity Security	326,441	364,082
	LIBERTY INTERACTIVE CORP INTERACTIVE COMSER A	Corporate Equity Security	203,542	336,960
	LIBERTY INTERACTIVE CORP LIBERTY VENTURES COM SER A	Corporate Equity Security	224,719	607,750
	LINCOLN NATL CORP COM	Corporate Equity Security	482,706	641,625
	LIVE NATION ENTERTAINMENT INC	Corporate Equity Security	1,917,314	1,910,480
	Loral Space & Communications L COM STK	Corporate Equity Security	655,806	797,824
	LOUISIANA-PACIFIC CORP COM	Corporate Equity Security	279,564	574,000
	LYDALL INC COM	Corporate Equity Security	88,786	160,470
	M & T BK CORP COM	Corporate Equity Security	1,416,375	2,018,800
	MARCUS CORP DEL COM	Corporate Equity Security	747,246	875,400
	MATERION CORP COM	Corporate Equity Security	271,296	316,360
	MBIA INC COM STK	Corporate Equity Security	3,490,853	4,213,973
	MEDIA GEN INC COM	Corporate Equity Security	486,966	1,810,000
	MERCK & CO INC NEW COM	Corporate Equity Security	616,452	896,940
	MESA AIR GROUP	Corporate Equity Security	425,175	107
	MESA AIR GROUP 02/15/2017 PRIVATE	Corporate Equity Security	419,172	280,693
	METLIFE INC COM EQUITY UNIT CONV PFD STKUNIT	Corporate Equity Security	17,298,561	9,258,000
	METLIFE INC COM STK USD0.01	Corporate Equity Security	3,897,789	5,062,430
	MICRON TECHNOLOGY INC	Corporate Equity Security	4,856,020	7,385,000
	MICROSOFT CORP COM	Corporate Equity Security	5,976,433	7,626,000
	MILLICOM INTERNATIONAL CELLULAR COM USD1.50 (POST-SUBD)	Corporate Equity Security	1,071,185	1,077,840
	MOBISTAR BEF ORDS	Corporate Equity Security	373,835	380,468
	MOCON INC COM	Corporate Equity Security	143,283	140,400
	MOLYCORP INC COM STK	Corporate Equity Security	1,333,189	1,180,765
	MONDELEZ INTL INC COM	Corporate Equity Security	915,709	1,140,020
	MOTORS LIQUIDATION CO GUC TR EQUITY PRIV 0.0	Corporate Equity Security	-	104,728
	MUELLER INDS INC COM	Corporate Equity Security	1,679,393	2,076,720
	NATIONAL BANK OF GREECE -ADR	Corporate Equity Security	1,435,410	1,542,420
	NATL FUEL GAS CO COM	Corporate Equity Security	1,343,058	1,821,960
	NAVISTAR INTL CORP NEW COM	Corporate Equity Security	2,401,117	3,375,960
	NEWCASTLE INVESTMENT CORP	Corporate Equity Security	3,481,266	3,409,290
	NEWMONT MINING CORP NEW COM	Corporate Equity Security	3,003,619	1,589,120
	NEWS CORP - CLASS A	Corporate Equity Security	2,093,268	2,253,100
	NEXTERA ENERGY INC CONV PFD 09/01/2015	Corporate Equity Security	213,563	239,488
	NEXTERA ENERGY INC CONV PFD 09/01/2016	Corporate Equity Security	182,813	187,613
	NII HLDGS INC COM NEW CL B NEW	Corporate Equity Security	624,520	160,020
	NORTH ATLANTIC DRILLING LTD	Corporate Equity Security	6,763,620	7,654,581
*	NORTHERN TR CORP COM	Corporate Equity Security	450,479	589,900
	NXP SEMICONDUCTORS NV	Corporate Equity Security	2,454,114	4,751,670
	O REILLY AUTOMOTIVE INC NEW COM USD0.01	Corporate Equity Security	791,693	999,680
	OCCIDENTAL PETROLEUM CORP	Corporate Equity Security	4,644,190	4,985,400
	OMNIAMERICAN BANCORP INC COM	Corporate Equity Security	214,520	393,588
	ORACLE CORP COM	Corporate Equity Security	1,035,407	1,376,310
	ORBCOMM INC	Corporate Equity Security	1,300,730	1,734,565
	PAR PETROLEUM CORP	Corporate Equity Security	672,849	774,900
	PATTERSON COS INC COM	Corporate Equity Security	1,357,721	1,659,600
	PEABODY ENERGY CORP COM STK	Corporate Equity Security	564,832	546,000
	PENN NATIONAL GAMING INC	Corporate Equity Security	1,933,791	2,040,141
	PENN WEST PETROLEUM LTD COM STK	Corporate Equity Security	1,728,440	1,700,000
	PENN WEST PETROLEUM TRUST	Corporate Equity Security	5,419,079	4,675,000
	PEP BOYS-MANNY MOE & JACK COM	Corporate Equity Security	884,621	1,185,050
	PERKINELMER INC COM STK	Corporate Equity Security	1,787,304	2,024,184
	PFIZER INC COM	Corporate Equity Security	4,355,730	6,139,755
	PIONEER NAT RES CO COM STK	Corporate Equity Security	2,562,816	4,443,750
	PLY GEM HOLDINGS INC	Corporate Equity Security	1,574,972	1,300,591
	PNC FINANCIAL SERVICES GROUP COM STK	Corporate Equity Security	2,044,868	2,539,350
	PNM RES INC COM	Corporate Equity Security	148,160	186,160
	PORSCHE AUTOMOBIL HOLDING SE	Corporate Equity Security	1,901,088	2,556,610
	POST HLDGS INC COM STK	Corporate Equity Security	656,102	1,063,650
	PRELIOS SPA (ITA LISTING)	Corporate Equity Security	105,506	81,876
	PROCTER & GAMBLE COM NPV	Corporate Equity Security	187,746	336,880
	PULTE GROUP INC	Corporate Equity Security	2,294,847	2,532,600
	QUALCOMM INC COM STK	Corporate Equity Security	787,003	854,705
	QUANTA SERVICES INC	Corporate Equity Security	4,419,155	4,559,940
	RALPH LAUREN CORPORATION COM STK	Corporate Equity Security	1,725,725	1,811,878
	REALOGY HOLDINGS CORP	Corporate Equity Security	5,029,381	6,492,430
	REMY INTERNATIONAL INC	Corporate Equity Security	1,513,674	1,832,522
	REPUBLIC AIRWAYS HOLDINGS IN	Corporate Equity Security	4,874,973	6,497,020
	ROLLS ROYCE HLDGS ORD GBP0.001 C	Corporate Equity Security	-	2,667
	ROWAN COMPANIES PLC	Corporate Equity Security	5,204,579	5,193,000
	RPC INC COM	Corporate Equity Security	127,424	212,040
	RYMAN HOSPITALITY PPTYS INC COM	Corporate Equity Security	1,215,508	1,967,890
	SALEM COMMUNICATIONS -CL A	Corporate Equity Security	214,412	669,440
	SANDISK CORP COM STK	Corporate Equity Security	742,181	1,452,958

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GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

(a)	(b) (c)	(d)	(e)	
Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value	
	SEADRILL LIMITED SHS	Corporate Equity Security	4,314,411	5,552,300
	SEADRILL LTD COM STK	Corporate Equity Security	1,146,372	1,388,075
	SEQUENOM INC	Corporate Equity Security	841,074	772,215
	SNYDERS-LANCE INC COM	Corporate Equity Security	1,022,478	1,267,640
	STARWOOD PROPERTY TRUST INC COM REIT	Corporate Equity Security	940,078	1,365,630
	STATE STR CORP COM	Corporate Equity Security	1,100,702	1,742,640
	SUNEDISON INC COM STK	Corporate Equity Security	729,961	1,708,898
	SUPERIOR INDS INTL INC COM	Corporate Equity Security	616,347	651,420
	TECHNICOLOR- REGR (FRA LISTING)	Corporate Equity Security	2,032,783	2,284,688
	TELEPHONE & DATA SYS INC COM STK	Corporate Equity Security	248,551	278,100
	TEXTRON INC COM	Corporate Equity Security	280,518	332,300
	THE NEWARK GROUP INC	Corporate Equity Security	1,132,884	1,799,795
	TOWER GROUP INC COM STK	Corporate Equity Security	4,936,221	1,765,795
	TRAVELERS COS INC COM STK	Corporate Equity Security	4,029,499	6,215,690
	TREDEGAR CORP INC	Corporate Equity Security	458,267	602,140
	TWIN DISC INC COM	Corporate Equity Security	499,704	660,790
	TYCO INTERNATIONAL LTD(SWITZERLAND) COM USD0.80	Corporate Equity Security	564,389	877,220
	U.S. CELLULAR CORP COM	Corporate Equity Security	889,994	998,325
	UNITED CONTINENTAL HOLDINGS INC	Corporate Equity Security	519,941	738,607
	UNITED CONTL HLDGS INC COM STK	Corporate Equity Security	479,501	588,750
	UNITED PARCEL SVC INC CL B	Corporate Equity Security	1,695,150	2,354,740
	UNUM GROUP	Corporate Equity Security	3,530,540	5,706,900
	US AIRWAYS GROUP INC	Corporate Equity Security	5,630,898	7,842,320
	VANTAGE DRILLING CO	Corporate Equity Security	1,463,702	1,411,745
	VANTAGE DRILLING COMPANY	Corporate Equity Security	2,027,697	2,055,130
	VERINT SYS INC COM STK	Corporate Equity Security	555,246	697,235
	VIACOM INC NEW CL A	Corporate Equity Security	2,663,014	3,603,674
	VIACOM INC NEW CL B	Corporate Equity Security	1,710,320	2,886,120
	VINCI EUR13.00 ORDS	Corporate Equity Security	1,741,448	2,244,304
	VISA INC COM CL A STK	Corporate Equity Security	112,827	406,920
	VOLKSWAGEN NPV ORDS(GFR LISTING)	Corporate Equity Security	1,280,587	1,808,723
	WATTS WTR TECHNOLOGIES INC	Corporate Equity Security	182,035	270,540
	WEATHERFORD INTL LTD	Corporate Equity Security	2,147,309	2,662,200
	WELLS FARGO & CO NEW COM STK	Corporate Equity Security	3,084,102	3,961,800
	WHITING PETE CORP COM STK	Corporate Equity Security	3,670,886	4,832,000
	WMI HLDGS CORP	Corporate Equity Security	171,395	187,450
	WYNN RESORTS LTD COM	Corporate Equity Security	85,383	132,696
	XEROX CORP COM	Corporate Equity Security	1,646,575	2,332,900
	XYLEM INC COM	Corporate Equity Security	528,667	691,200
	EUR FX	Forward exchange contracts	-	(68,998)
	GBP FX	Forward exchange contracts	-	(84,962)
	HKD FX	Forward exchange contracts	-	1,716
	NOK FX	Forward exchange contracts	-	717
	CELTIC PHARMACEUTICAL HOLDINGS LP	Private Equity	14,641,037	8,744,849
	CF RTY PHARMA CAYMAN III LTD SER A FD	Private Equity	11,058,486	38,613,633
	GREY K ENVIRONMENTAL FUND II, LP	Private Equity	8,754,039	3,360,294
	GREY K ENVIRONMENTAL FUND L.P.	Private Equity	5,661,645	1,182,237
	SOUTHFIELD MEZZANINE CAPITAL LP	Private Equity	625,000	411,574
	VINTAGE ARGONAUT I LP	Private Equity	17,500,000	18,130,502
	VINTAGE ARGONAUT II LP	Private Equity	17,500,000	18,114,899
	W. I. HARPER INC FUND VI, LTD	Private Equity	6,057,904	9,198,144
	April 14 Calls on COV US 19 Apr 14 60.00 CALL	Purchased option	20,185	47,520
	IWM 106 STRIKE AMER PUT 12/31/2013	Purchased option	31,336	8,010
	January 14 Calls on GPS US 18 Jan 14 40.00 CALL	Purchased option	24,176	14,245
	PUT - IWM 100 @ 80 EXP 01/18/2014	Purchased option	177,720	840
	PUT - IWM 100 @ 85 EXP 03/22/2014	Purchased option	57,756	3,465
	BENICIA 2 AT BENICIA, CA	Real Estate - Income Producing	421,503	147,218
	BENICIA AT BENICIA, CA	Real Estate - Income Producing	565,073	850,392
	HOERNER AT ST. LOUIS, MO	Real Estate - Income Producing	932,161	2,472,525
	MALLINCKRODT AT IRVINE, CA	Real Estate - Income Producing	8,242,280	12,279,260
	ADT CORP/THE	Short Sale	(1,062,465)	(1,014,000)
	AFFILIATED MANAGERS GROUP INC COM	Short Sale	(104,070)	(143,179)
	AKORN INC COM STK	Short Sale	(134,227)	(173,040)
	ALON USA ENERGY INC COM	Short Sale	(256,446)	(298,356)
	AMADEUS IT HOLDING SA - A SHS	Short Sale	(392,248)	(742,880)
	AMERICAN PUBLIC EDUCATION	Short Sale	(785,926)	(948,990)
	AMERICAN RESIDENTIAL PROPERTIES	Short Sale	(133,906)	(134,158)
	AMTRUST FINL SVCS INC COM STK	Short Sale	(1,130,018)	(1,255,387)
	ANALOG DEVICES INC COM STK	Short Sale	(162,634)	(180,439)
	AOL INC	Short Sale	(13,060)	(14,934)
	ARM HOLDINGS ORD GBP0.05P	Short Sale	(1,266,663)	(1,524,044)
	ARM HOLDINGS PLC CAMBRIDGE ADR	Short Sale	(410,233)	(434,729)
	ARUBA NETWORK INC	Short Sale	(123,226)	(85,882)
	ASCENA RETAIL GROUP INC	Short Sale	(415,765)	(532,500)
	ASCENT MEDIA CORP	Short Sale	(278,280)	(305,229)
	ATLAS COPCO AB SER A	Short Sale	(457,943)	(458,383)
	B & G FOODS INC NEW CLASS A	Short Sale	(468,533)	(847,535)
	BARRICK GOLD CORP EURO 3.850 01 Apr 22	Short Sale	(193,438)	(180,814)
	BELGACOM (BEL LISTING)	Short Sale	(365,356)	(383,146)

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Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value	
	BIOMED REALTY TRUST INC COM STK	Short Sale	(281,729)	(285,110)
	BLUCORA INC COM STK	Short Sale	(460,136)	(572,731)
	BOSTON SCIENTIFIC CORP 6.000 15 Jan 20	Short Sale	(276,572)	(268,197)
	BROWN-FORMAN CORP CL B COM STK	Short Sale	(339,443)	(520,489)
	BUCKLE INC COM STK	Short Sale	(829,449)	(832,511)
	BUNGE LTD COM STK	Short Sale	(192,105)	(227,941)
	CADENCE DESIGN SYS INC COM STK	Short Sale	(482,084)	(573,394)
	CAPITA PLC (UKM LISTING)	Short Sale	(835,255)	(1,172,369)
	CBIZ INC COM STK	Short Sale	(373,561)	(443,386)
	CEMEX S.A.B. DE C.V. ADR	Short Sale	(723,079)	(740,704)
	CERNER CORP COM STK	Short Sale	(290,082)	(471,714)
	CGI GROUP INC - CL A	Short Sale	(1,384,958)	(1,438,710)
	CHART INDUSTRIES INC	Short Sale	(461,684)	(423,742)
	CHEESECAKE FACTORY (THE)	Short Sale	(361,329)	(414,375)
	CHEESECAKE FACTORY INC COM STK	Short Sale	(584,044)	(846,349)
	CHIQUITA BRANDS INTL INC COM STK	Short Sale	(19,620)	(21,140)
	CONNS INC COM STK	Short Sale	(1,314,488)	(2,978,371)
	COUNTRY GARDEN HOLDINGS	Short Sale	(798,163)	(1,048,104)
	COVIDIEN INTL FINANCE SA EURO 4.200 15 Jun 20	Short Sale	(288,792)	(289,054)
	CUBIST PHARMACEUTICALS INC COM STK	Short Sale	(526,663)	(817,667)
	CURRENCYSHARES JAPANESE YEN TRUST	Short Sale	(1,774,707)	(1,711,162)
	DDR CORP COM REIT	Short Sale	(210,799)	(195,478)
	DFC GLOBAL CORP COM STK	Short Sale	(95,903)	(78,278)
	EMERSON ELECTRIC CO COM STK	Short Sale	(314,546)	(367,574)
	EMULEX CORP COM NEW	Short Sale	(105,884)	(101,605)
	ENCORE CAP GROUP INC COM STK	Short Sale	(428,887)	(659,314)
	ENDO PHARMACEUTICALS HLDGS INC COM STK	Short Sale	(173,185)	(227,102)
	ENERGY XXI BERMUDA LTD COM STK	Short Sale	(174,471)	(173,009)
	ENPRO INDUSTRIES INC COM STK	Short Sale	(549,590)	(740,611)
	ESTEE LAUDER COMPANIES INC CL A COM STK	Short Sale	(92,611)	(149,920)
	FANNIE MAE PREFERENCE	Short Sale	(112,085)	(191,189)
	FASTENAL CO COM STK	Short Sale	(734,766)	(1,199,218)
	FOREST CITY ENTERPRISES INC CL A COM STK	Short Sale	(309,901)	(333,743)
	GAP INC/THE 5.950 12 Apr 21	Short Sale	(306,390)	(311,595)
	GROUP 1 AUTOMOTIVE INC COM STK	Short Sale	(967,480)	(921,337)
	HCI GROUP INC COM STK	Short Sale	(623,722)	(713,989)
	HEALTHWAYS INC	Short Sale	(292,913)	(263,248)
	HUN 8.625 15MAR2020	Short Sale	(431,156)	(429,275)
	HUN 8.625 15MAR2021	Short Sale	(528,297)	(530,145)
	ICONIX BRAND GROUP INC	Short Sale	(405,715)	(511,475)
	ILLUMINA INC COM STK	Short Sale	(333,474)	(329,280)
	INTERMUNE INC COM STK	Short Sale	(58,597)	(78,969)
	INVENSENSE INC CL A COM STK	Short Sale	(1,421,804)	(1,577,280)
	ISHARES BARCLAYS 20+YEAR TREA	Short Sale	(830,278)	(888,347)
	ISHARES RUSSELL 2000	Short Sale	(2,691,461)	(3,950,716)
	ISHARES RUSSELL 2000 VALUE	Short Sale	(1,779,715)	(2,257,450)
	KAMAN CORP COM STK	Short Sale	(358,601)	(421,520)
	L-3 COMMUNICATIONS CORP 5.200 15 Oct 19	Short Sale	(522,375)	(551,855)
	L-3 COMMUNICATIONS HOLDINGS INC	Short Sale	(231,778)	(243,648)
	LAYNE CHRISTENSEN CO COM STK	Short Sale	(134,063)	(132,534)
	LINEAR TECHNOLOGY CORP COM STK	Short Sale	(159,268)	(191,518)
	LONGFOR PPT (HOK LISTING)	Short Sale	(722,645)	(623,021)
	LULULEMON ATHLETICA INC	Short Sale	(303,298)	(313,810)
	LUMBER LIQUIDATORS HLDGS COM STK	Short Sale	(484,084)	(608,772)
	MASCO CORP 6.125 03 Oct 16	Short Sale	(277,900)	(315,000)
	MAXIM INTEGRATED PRODS INC COM STK	Short Sale	(1,059,411)	(952,371)
	MCDONALDS CORP	Short Sale	(607,504)	(632,905)
	MEADOWBROOK INSURANCE GROUP IN COM STK	Short Sale	(290,764)	(313,262)
	MEDNAX INC COM STK	Short Sale	(430,933)	(714,549)
	MERRIMACK PHARMACEUTICALS INC	Short Sale	(119,278)	(132,384)
	MICHAEL KORS HOLDINGS LIMITED COM STK	Short Sale	(1,313,248)	(1,613,630)
	MICRON TECHNOLOGY INC COM STK	Short Sale	(717,247)	(1,135,602)
	MKT VECTORS SEMICONDUCTOR ETF	Short Sale	(643,562)	(763,724)
	NES RENTALS HOLDINGS 7.875 01 May 18	Short Sale	(231,750)	(237,938)
	NETFLIX INC COM STK	Short Sale	(1,896,428)	(2,717,528)
	NETSUITE INC	Short Sale	(1,063,151)	(1,869,429)
	NEXTERA ENERGY INC COM STK	Short Sale	(288,454)	(304,524)
	NORTHSTAR RLTY FIN CORP COM	Short Sale	(489,916)	(534,310)
	NOTE 1.75 05/15/23	Short Sale	(1,222,508)	(1,197,418)
	OMNICARE INC COM STK	Short Sale	(563,834)	(1,033,618)
	PENNYMAC MORTGAGE INVESTMENT	Short Sale	(76,289)	(75,191)
	PUBLIC STORAGE	Short Sale	(868,647)	(1,303,753)
	RADIAN GROUP INC COM STK	Short Sale	(306,528)	(343,666)
	RENESOLA LTD	Short Sale	(54,807)	(45,042)
	RESMED INC COM STK	Short Sale	(618,739)	(652,150)
	RIO TINTO FIN USA PLC EURO 2.875 21 Aug 22	Short Sale	(252,120)	(260,882)
	RITCHIE BROTHERS AUCTIONEERS INC	Short Sale	(722,704)	(725,435)
	ROYAL CARIBBEAN CRUISES LTD	Short Sale	(565,421)	(706,430)
	RTI INTL METALS INC COM STK	Short Sale	(142,522)	(145,059)

The information in this schedule has been certified as to its completeness and accuracy by the Trustee.

GenCorp Consolidated Pension Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

November 30, 2013

(a)	(b) (c)	(d)	(e)	
Party in Interest	Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value	
	SALIX PHARMACEUTICALS	Short Sale	(875,005)	(967,682)
	SANDISK CORP COM STK	Short Sale	(517,630)	(517,259)
	SCHNEIDER ELECT EUR8 ORDS	Short Sale	(887,487)	(921,287)
	SEACOR HOLDINGS INC COM STK	Short Sale	(380,475)	(433,148)
	SGS SA-REG	Short Sale	(219,694)	(367,381)
	SHUI ON LAND LTD	Short Sale	(105,664)	(87,854)
	SINO-OCEAN LAND HOLDINGS LIMITED	Short Sale	(116,098)	(132,859)
	SL GREEN REALTY CORPORATION COM REIT	Short Sale	(445,806)	(446,017)
	SOLARCITY CORP COM STK	Short Sale	(1,281,489)	(3,537,265)
	SPANSION INC CL A	Short Sale	(186,702)	(216,453)
	SPDR BARCLAYS CAPITAL HIGH EQUITY HEDGEFUND 0.0	Short Sale	(1,687,115)	(1,701,353)
	SPDR LEHMAN HIGH YIELD BOND	Short Sale	(2,882,319)	(2,893,250)
	SPDR S&P 500 ETF TRUST	Short Sale	(1,035,895)	(1,408,904)
	SPDR S&P RETAIL ETF	Short Sale	(398,482)	(571,982)
	SUN HYDRAULICS CORP COM STK	Short Sale	(310,152)	(437,263)
	TAIWAN SEMICONDUCTOR MANUFACTU ADR	Short Sale	(1,379,478)	(1,361,185)
	TELEFLEX INC COM STK	Short Sale	(392,976)	(477,787)
	TEMPUR SEALY INTERNATIONAL INC	Short Sale	(1,528,541)	(1,913,250)
	TESLA MOTORS INC	Short Sale	(354,154)	(471,318)
	TIME WARNER INC	Short Sale	(186,714)	(233,928)
	TIME WRNR CBL	Short Sale	(84,114)	(120,943)
	UNILIFE CORP COM STK	Short Sale	(147,519)	(171,147)
	UNITED CONTINENTAL HOLDINGS INC	Short Sale	(59,571)	(68,491)
	UNITED THERAPEUTICS CORP DEL COM STK	Short Sale	(513,671)	(704,325)
	VIROPHARMA INC COM STK	Short Sale	(661,532)	(959,256)
	WHOLE FOODS MKT INC COM STK	Short Sale	(581,499)	(1,273,387)
	WORKDAY INC	Short Sale	(269,911)	(270,108)
	WORLD ACCEPTANCE CORP (S.C.) COM STK	Short Sale	(636,483)	(816,109)
	YUM! BRANDS INC	Short Sale	(2,303,351)	(2,641,120)
	PROSH ST 20YR TR	U.S. government securities	265,089	265,024
*	MFB NT COLLECTIVE TIPS INDEX FUND - NON LENDING	Value of Interest in Common/Collective Trusts	1,463,064	1,759,728
*	MFB NT COLLECTIVE AGGREGATE BOND INDEX FUND-NON LENDING	Value of Interest in Common/Collective Trusts	3,305,561	3,886,274
*	MFB NT COLLECTIVE EAFE INDEX FUND-NON LENDING	Value of Interest in Common/Collective Trusts	227,382	344,777
*	MFB NT COLLECTIVE RUSSELL 3000 INDEX FUND - NON-LENDING	Value of Interest in Common/Collective Trusts	443,566	845,248
*	NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	Value of Interest in Common/Collective Trusts	124,968,438	124,968,438
	April 14 Calls on COV US 19 Apr 14 67.50 CALL	Written option	(5,331)	(17,280)
	BCOR 30 STRIKE AMER CALL 01/18/2014	Written option	(10,956)	(7,750)
	CALL- BCOR 100 @ 25 EXP 01/18/2014	Written option	(1,900)	(5,950)
	CALL- DRYs 100 @ 4 EXP 01/18/2014	Written option	(1,529)	(450)
	CALL- DRYs 100@3 1/2EXP 01/18/2014	Written option	(3,861)	(2,232)
	CALL- IVR 100 @ 15 EXP 01/18/2014	Written option	(2,648)	(1,280)
	CALL- MU 100 @ 17 EXP 01/18/2014	Written option	(2,755)	(11,180)
	CALL- MU 100 @ 20 EXP 01/18/2014	Written option	(2,299)	(5,013)
	CALL- SOL 100@5 1/2 EXP 01/18/2014	Written option	(3,710)	(2,320)
	CALL- TWX 100 @ 70 EXP 01/18/2014	Written option	(1,476)	(558)
	CALL- UAL 100 @ 34 EXP 12/21/2013	Written option	(7,051)	(13,563)
	CALL- VPHM 100 @ 45 EXP 01/18/2014	Written option	(2,750)	(9,500)
	CALL- WBMD 100 @ 45 EXP 03/22/2014	Written option	(1,164)	(1,080)
	IWM 100 STRIKE AMER PUT 12/31/2013	Written option	(15,562)	(3,625)
	January 14 Calls on GPS US 18 Jan 14 44.00 CALL	Written option	(6,012)	(1,932)
	PUT - TBT 100 @ 69 EXP 03/22/2014	Written option	(15,703)	(5,850)
	PUT - TBT 100 @ 75 EXP 01/18/2014	Written option	(7,879)	(4,020)
	PUT - VXX 100 @ 13 EXP 12/21/2013	Written option	(2,762)	(4,308)
		\$ 1,119,868,204	\$ 1,238,494,027	

* Indicates a party in interest to the Plan

2012 Schedule SB, Line 32 – Schedule of Amortization Bases
Gencorp Consolidated Pension Plan
EIN: 34-0244000 PN: 005

Shortfall Amortization Bases	Date Established	Initial Amount	Remaining Amortization Period (Years) ¹	PV of Future Installments	Amortization Installment	Acceleration Adjustment	Adjusted Amortization Installment
2011 Shortfall	12/01/2011	264,648,550	14	229,351,915	24,097,616	530,000	24,627,616
2012 Shortfall	12/01/2012	(150,668,779)	7	(150,668,779)	(26,102,197)	0	(25,572,197)
Total				78,683,136	0	0	0

¹GenCorp elected the 15-year amortization schedule under PRA

Schedule SB, Line 24 – Change in Non-Prescribed Actuarial Assumptions

Gencorp Consolidated Pension Plan

EIN: 34-0244000 PN: 005

The following non-prescribed actuarial assumptions were reviewed. As a result, the following changes were made:

- The variable unit value was changed from 25.65075 to 26.45926 to reflect the unit value applicable during the plan year beginning 12/1/2012.
- The assumed plan-related expenses added to target normal cost were updated from \$4,529,000 to \$5,351,000.