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 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

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 12/01/2016 and ending 11/30/2017

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] 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:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
AEROJET ROCKETDYNE (GENCORP) CONSOLIDATED PENSION PLAN

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 10/17/2003

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
AEROJET ROCKETDYNE HOLDINGS, INC.

P.O. BOX 537012
SACRAMENTO, CA 95853-7012

2001 AEROJET ROAD
BUILDING 20-019, ROOM #502
RANCHO CORDOVA, CA 95742

2b Employer Identification Number (EIN) 34-0244000

2c Plan Sponsor's telephone number 916-355-4000

2d Business code (see instructions) 336410

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	Filed with authorized/valid electronic signature.	09/10/2018	ALRIC OISHI
	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)

Preparer's telephone number

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
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:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	17411
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	1986
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	1790
b	Retired or separated participants receiving benefits	**6b**	7078
c	Other retired or separated participants entitled to future benefits	**6c**	2948
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	11816
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2277
f	Total. Add lines **6d** and **6e**.	**6f**	14093
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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 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)** [X] 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)** [X] 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)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 12/01/2016 and ending 11/30/2017

▶ **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
AEROJET ROCKETDYNE (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
AEROJET ROCKETDYNE HOLDINGS, INC.

D Employer Identification Number (EIN)
34-0244000

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 12 Day 01 Year 2016

2 Assets:

a Market value	**2a**	963975304
b Actuarial value	**2b**	963975304

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	12280	924306154	924306154
b For terminated vested participants	3168	136543549	136543549
c For active participants	1955	138316639	144066629
d Total	17403	1199166342	1204916332

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**	5.92 %
6 Target normal cost	**6**	14970000

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

Signature of actuary — Date: 08/29/2017

JELENA ERHART — Type or print name of actuary

17-06609 — Most recent enrollment number

TOWERS WATSON DELAWARE INC. — Firm name

415-733-4100 — Telephone number (including area code)

345 CALIFORNIA ST. SUITE 2000
SAN FRANCISCO, CA 94104-2612

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 [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 6.70%	0	0
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(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.12 %		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		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)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	80.00%
15	Adjusted funding target attainment percentage	15	80.00%
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	80.00%
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
03/14/2017	8757603	0	06/14/2018	1969891	0
06/14/2017	8757603	0	08/15/2018	1725000	0
09/14/2017	8752941	0			
10/02/2017	255036	0			
12/14/2017	8752941	0			
03/14/2018	1969891	0			
			Totals ► 18(b)	40940906	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	243062
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	38915546

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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	(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:	2nd segment:	3rd segment:	
4.43%	5.91%	6.65%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	64

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**	14970000
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	240941028	23931961
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**	38901961

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	38901961
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	38915546
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	13585
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**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 12/01/2016 and ending 11/30/2017

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

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).. . . . . [X] 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

CORNELL CAPITAL LLC

46-2290795

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

ASHE CAPITAL MANAGEMENT, LP

46-2983914

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

ENTRUST PARTNERS, LLC

13-4021839

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

SOUTHFIELD MEZZANINE ASSOCIATES LP

45-3756107

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

WI HARPER INC FUND VI LTD

98-0440312

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

CRESCENT COVE CAPITAL MANAGEMENT

81-1597099

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

NORTHERN RIGHT CAPITAL MANAGEMENT

20-1718136

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

RAGING CAPITAL MANAGEMENT, LLC

20-4306350

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

RNK CAPITAL LLC

20-1090307

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

RP MANAGEMENT LLC

61-1450238

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

TELEIOS CAPITAL PARTNERS GMBH

98-1161553

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

THELEME

98-0659083

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 DELAWARE, INC.

53-0181291

(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?
11 17 50	NONE	1722996	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

GAMCO ASSET MANAGEMENT, 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 51	NONE	1407990	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

KINYAN CAPITAL MANAGEMENT, LLC

90-0123075

(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 50 51	NONE	1359658	Yes [ ] No [X]	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)

AEROJET ROCKETDYNE HOLDINGS, 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 50	PLAN SPONSOR	1044352	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NEUBERGER BERMAN INVESTMENT ADVISER

02-0654486

(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 51 52 55 59 68 71 72	NONE	908685	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

EAGLE CAPITAL MANAGEMENT, LLC

22-3361201

(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 51 52	NONE	795379	Yes [ ] No [X]	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)

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 50	NONE	746448	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

AEROJET ROCKETDYNE HOLDINGS, 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?
28 31 70	PARTY-IN-INTEREST	672155	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

THE 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?
25 28 50 51	NONE	501123	Yes [X] No [ ]	Yes [ ] No [X]	1200	Yes [ ] No [X]

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)

DECHERT LLP

23-1425587

(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 50	NONE	412107	Yes [ ] No [X]	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 51	NONE	249889	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BARES CAPITAL MANAGEMENT

74-2961140

(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 51	NONE	203375	Yes [ ] No [X]	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)

TRUCKER HUSS, APC

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 50	NONE	181581	Yes [ ] No [X]	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 50	NONE	89908	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

JEFFERIES LLC

520 MADISON AVENUE
10TH FLOOR
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?
52 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	79253	Yes [ ] No [X]

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)

MOSS ADAMS LLP

91-0189318

(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 50	NONE	65000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CAPITOL DIGITAL

56-2668746

(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 50	NONE	62128	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CONDUENT HUMAN RESOURCE SERVICE

81-2983623

(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 17 50 64	NONE	51716	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

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 51	NONE	38566	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

INDST & COMM BANK OF CHINA

1633 BROADWAY
28TH FLOOR
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?
52 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	29397	Yes [ ] No [X]

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

TIMOTHY M. MLSNA & ASSOCIATES, LTD.

36-3448629

(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 50	NONE	26250	Yes [ ] No [X]	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, INC.

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?
49 50	NONE	15435	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LOYENS & LOEFF

FRED. ROESKESTRAAT 100
AMSTERDAM, NORTH HOLLAND 1076 ED NL

(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 40 50	NONE	9922	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

D RISK ANALYSIS, LLC

20-3957224

(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 50	NONE	8500	Yes [ ] No [X]	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, INC.

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?
16 50 70	NONE	6175	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

KCG AMERICAS LLC

300 VESEY STREET
NEW YORK, NY 10282

(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?
52 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	4743	Yes [ ] No [X]

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

LIQUIDNET, INC.

498 SEVENTH AVE
15TH FLOOR
NEW YORK, NY 10018

(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?
52 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	4345	Yes [ ] No [X]

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)

DOWLING PARTNERS

190 FARMINGTON AVENUE
FARMINGTON, CT 06032

(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?
52 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	1942	Yes [ ] No [X]

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

B. RILEY AND CO., LLC

11100 SANTA MONICA BLVD.
SUITE 800
LOS ANGELES, CA 90025

(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?
52 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	1802	Yes [ ] No [X]

(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
B. RILEY AND CO., LLC	52 71	1802

(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.
COHANZICK MANAGMEMENT LLC 13-3900000	BROKERAGE COMMISSIONS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DOWLING PARTNERS	52 71	1942

(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.
EAGLE CAPITAL MANAGEMENT, LLC 22-3361201	BROKERAGE COMMISSIONS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
INDST & COMM BANK OF CHINA	52 71	29397

(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.
GAMCO ASSET MANAGEMENT, INC. 13-4044521	BROKERAGE COMMISSIONS

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
JEFFERIES LLC	52 71	79253

(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.
WPN CORPORATION 13-3410792	BROKERAGE COMMISSIONS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
KCG AMERICAS, LLC	52 71	4743

(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.
BARES CAPITAL MANAGEMENT 74-2961140	BROKERAGE COMMISSIONS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
LIQUIDNET, INC.	52 71	4345

(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.
EAGLE CAPITAL MANAGEMENT, LLC 22-3361201	BROKERAGE COMMISSIONS

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
THE NORTHERN TRUST COMPANY	52 71	1200

(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.
KINYAN CAPITAL MANAGEMENT, LLC 90-0123075	BROKERAGE COMMISSIONS

(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.

Part II Service Providers Who Fail or Refuse to Provide Information

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 12/01/2016 and ending 11/30/2017

A Name of plan
AEROJET ROCKETDYNE (GENCORP) CONSOLIDATED PENSION PLAN

B Three-digit plan number (PN) ▶ 005

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
AEROJET ROCKETDYNE HOLDINGS, INC.

D Employer Identification Number (EIN)
34-0244000

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)

a Name of MTIA, CCT, PSA, or 103-12 IE: MFB NT CLTV EAFE INDEX FD

b Name of sponsor of entity listed in (a): NORTHERN TRUST

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)
45-6138589-024	C	332805

a Name of MTIA, CCT, PSA, or 103-12 IE: MFB NT CLTV AG BD INDEX FD

b Name of sponsor of entity listed in (a): NORTHERN TRUST

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)
45-6138589-088	C	3750735

a Name of MTIA, CCT, PSA, or 103-12 IE: MFB NT CLTV RSL 3000 INDEX F

b Name of sponsor of entity listed in (a): NORTHERN TRUST

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)
45-6138589-097	C	814776

a Name of MTIA, CCT, PSA, or 103-12 IE: MFB NT CLTV TIPS INDEX FD

b Name of sponsor of entity listed in (a): NORTHERN TRUST

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)
45-6138589-091	C	1715386

a Name of MTIA, CCT, PSA, or 103-12 IE: MFB NT CLTV GVT SHT TM INVT FD

b Name of sponsor of entity listed in (a): NORTHERN TRUST

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)
45-6138589-068	C	25219950

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 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 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 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 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 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 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 plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 12/01/2016 and ending 11/30/2017

A Name of plan
AEROJET ROCKETDYNE (GENCORP) CONSOLIDATED PENSION PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
AEROJET ROCKETDYNE HOLDINGS, INC.

D Employer Identification Number (EIN)
34-0244000

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	5728425	1427091
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	43608353	14417723
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	15476245	1215793
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	16881760	11437092
(2) U.S. Government securities	1c(2)	0	20185024
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	33885619	101460586
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	382689246	474837766
(5) Partnership/joint venture interests	1c(5)	65905203	92605917
(6) Real estate (other than employer real property)	1c(6)	516636	0
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	238126312	31833652
(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)	0	11421973
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	180994466	186511949

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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**	983812265	947354566
	Liabilities			
g	Benefit claims payable	**1g**		
h	Operating payables	**1h**	15929999	10331491
i	Acquisition indebtedness	**1i**	0	0
j	Other liabilities	**1j**	2375036	0
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	18305035	10331491
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	965507230	937023075

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)**	40940906	
	(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)**		40940906
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	221574	
	(B) U.S. Government securities	**2b(1)(B)**	-5287515	
	(C) Corporate debt instruments	**2b(1)(C)**	8583063	
	(D) Loans (other than to participants)	**2b(1)(D)**	694491	
	(E) Participant loans	**2b(1)(E)**	0	
	(F) Other	**2b(1)(F)**	4128483	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		8340096
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**	0	
	(B) Common stock	**2b(2)(B)**	6132160	
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	309418	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		6441578
	(3) Rents	**2b(3)**		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	444078710	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	455408494	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		-11329784
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**	0	
	(B) Other	**2b(5)(B)**	98159496	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		98159496

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1070822
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		22555
c Other income	2c		1040623
d Total income. Add all **income** amounts in column (b) and enter total	2d		144686292
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	118031114	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	34729000	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		152760114
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	2424268	
(2) Contract administrator fees	2i(2)	140234	
(3) Investment advisory and management fees	2i(3)	5709990	
(4) Other	2i(4)	12135841	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		20410333
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		173170447
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-28484155
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: MOSS ADAMS (2) EIN: 91-0189318

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		X	
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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
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?	4g		X	
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?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
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.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
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			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4065804. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

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 sections 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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 12/01/2016 and ending 11/30/2017

A Name of plan
AEROJET ROCKETDYNE (GENCORP) CONSOLIDATED PENSION PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
AEROJET ROCKETDYNE HOLDINGS, INC.

D Employer Identification Number (EIN)
34-0244000

Part I Distributions

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** 0

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): 36-3046063

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** 76

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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

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.

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: 43.0 % Investment-Grade Debt: 2.0 % High-Yield Debt: 13.0 % Real Estate: 0.0 % Other: 42.0 %

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):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter ____/____/____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter ____/____/____.

Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan

Financial Statements and Supplemental Schedules
November 30, 2017 and 2016

Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan
Financial Statements and Supplemental Schedules
November 30, 2017 and 2016

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Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) 21

Schedule H, Line 4(j) – Schedule of Reportable Transactions 37

* Other schedules required by 29 Code of Federal Regulations ("CFR") 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.

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Report of Independent Auditors

To the Plan Administrator of
Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan (the Plan), which comprise the statements of net assets available for benefits as of November 30, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years ended November 30, 2017 and 2016, 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 these 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 these 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 (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, 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, 2017 and 2016, and for the years ended November 30, 2017 and 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

Assurance, tax, and consulting offered through Moss Adams LLP. Investment advisory services offered through Moss Adams Wealth Advisors LLC. Investment banking offered through Moss Adams Capital LLC.

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 these financial statements.

Other Matter

The Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of November 30, 2017, and Schedule H, Line 4(j) – Schedule of Reportable Transactions for the year ended November 30, 2017, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Moss Adams LLP

San Francisco, California
August 31, 2018

Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan

Statements of Net Assets Available for Benefits

As of November 30, 2017 and 2016

	As of November 30,	
	2017	2016
Assets		
Investments at fair value (Note 5):		
Interest-bearing cash	$ 11,437,092	$ 16,881,760
Corporate equity securities	474,837,766	382,689,246
Corporate debt securities	101,460,586	33,885,619
Asset-backed securities	32,593,436	75,446,483
Municipal bonds	—	27,397,500
Foreign bonds	429,083	—
U.S. government securities	20,185,024	—
Common/collective trusts	31,833,652	238,126,312
Registered investment companies	11,421,973	—
Private assets	92,605,917	65,905,203
Hedge funds	153,350,561	77,974,630
Real estate investments	—	516,636
Total investments	930,155,090	918,823,389
Non-interest-bearing cash	1,427,091	5,728,425
Prepaid investment management fee	138,869	175,853
Receivables:		
Company contributions (Note 1)	14,417,723	43,608,353
Interest and dividend income	1,146,863	1,911,826
Pending trade sales	68,930	13,564,419
Total receivables	15,633,516	59,084,598
Total assets	947,354,566	983,812,265
Liabilities		
Written options	—	30,456
Short sales	—	2,344,580
Pending trade purchases	8,500,684	14,064,950
Accrued investment management fee and administrative expenses	1,830,807	1,865,049
Total liabilities	10,331,491	18,305,035
Net assets available for benefits	$ 937,023,075	$ 965,507,230

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

Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan
Statements of Changes in Net Assets Available for Benefits
For the Years Ended November 30, 2017 and 2016

	Years Ended November 30,	
	2017	2016
Additions		
Net appreciation in fair value of investments	$ 87,238,071	$ 28,627,005
Interest and dividend income	16,507,315	40,623,948
Company contributions	40,940,906	52,319,028
Total additions	144,686,292	121,569,981
Deductions		
Benefits paid to participants	118,031,114	119,974,347
Purchase of annuity contracts (Note 1)	34,729,000	—
Interest and dividend expense	—	1,662,149
Investment management fee and administrative expenses	20,410,333	20,091,811
Total deductions	173,170,447	141,728,307
Net decrease	(28,484,155)	(20,158,326)
Net assets available for benefits		
Beginning of year	965,507,230	985,665,556
End of year	$ 937,023,075	$ 965,507,230

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

1. Description of the Plan

The following description of the Aerojet Rocketdyne (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 Aerojet Rocketdyne Holdings, 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 Aerojet Rocketdyne Holdings, 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, 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 ERISA.

The Plan's benefit accruals were discontinued for all programs except for Program H in the plan year ended November 30, 2009. Effective November 30, 2014, and December 31, 2014, future benefit accruals for certain Rocketdyne bargaining-unit employees under Program H were discontinued. Effective April 1, 2016, the future benefit accruals for the remaining Rocketdyne bargaining-unit employees under Program H were discontinued. No employees lost their previously earned pension benefits.

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 (the "BMC") is the named fiduciary with authority to determine the Plan's investment strategy, select investment managers, and monitor investment performance.

On October 17, 2017, the Plan purchased non-participating annuity contracts in the amount of $34.7 million for approximately 2,800 participants.

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 uses actuaries from Willis Towers Watson ("WTW") 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. 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 companies to defer cash payments into the Plan. For plan years ended November 30, 2017 and 2016, the Company made contributions of $40.9 million and $52.3 million, respectively, to the Plan. In addition, the Plan's adjusted funding target attainment percentage as of December 1, 2017 and 2016 was 81.29% and 80.00%, respectively.

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 Internal Revenue Code (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 BMC 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, 2017 and 2016. The 401(h) account held no assets at November 30, 2017 and 2016.

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 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 Florida 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 California 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. Program F 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 is determined on October 31 of each year (to be effective on the following December 1) based upon a formula set forth in the Plan, which uses

specific data in Plan Valuation Reports provided by the Northern Trust Company ("Northern Trust"), the Plan's Trustee. 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.

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, for participants at the De Soto, California facility only, the fifth anniversary date from hire if the participant is over age 60 at the date of hire. 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, or 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 incurred for the general administration of the Plan are paid by the Company, but allocated to and 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.

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 August 2014, the Financial Accounting Standards Board (the "FASB") issued an amendment to the accounting guidance related to the evaluation of an entity to continue as a going concern. The amendment establishes management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern in connection with preparing financial statements for each annual and interim reporting period. The update also gives guidance to determine whether to disclose information about relevant conditions and events when there is substantial doubt about an entity's ability to continue as a going concern. The Plan adopted this guidance as of November 30, 2017, and no additional information was required to be presented as a result of adoption. As such, the new guidance did not have an impact on the Plan's financial statements.

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"). Certain reclassifications have been made to financial information for the prior year to conform to the current year's presentation. Such reclassifications have no impact on the net assets available for benefits.

Investment Valuation and Income Recognition

Investments held in the Plan are stated at fair value (see Note 5).

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 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 primarily 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.

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.

Subsequent Events

The Plan Administrator has evaluated subsequent events through August 31, 2018, the date the financial statements were available to be issued.

3. Actuarial Present Value of Accumulated Plan Benefits

The Plan used actuaries from WTW to determine the actuarial present value of accumulated plan benefits, which is the amount that primarily 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 computations of the actuarial present value of accumulated plan benefits were made as of December 1, 2016 and 2015. Had the valuations been performed as of November 30, 2016 and 2015, there would be no significant differences.

The actuarial present value of accumulated plan benefits is as follows:

	November 30, 2016
Vested benefits	
Participants currently receiving payments	$ 887,352,332
Other participants	252,051,054
	1,139,403,386
Nonvested benefits	5,218,790
Present value of administrative expenses	95,700,000
Actuarial present value of accumulated plan benefits	$ 1,240,322,176

The changes in the actuarial present value of accumulated plan benefits for the year ended November 30, 2016 are as follows:

Actuarial present value of accumulated plan benefits at beginning of year	$ 1,311,180,389
Increase (decrease) during the year attributable to:	
Benefits accumulated and net actuarial gains	(1,835,156)
Increase for interest due to decrease in discount period	87,654,545
Benefits paid	(119,974,347)
Change in actuarial assumptions*	(23,148,231)
Plan amendments	23,761
Change in variable benefit liabilities due to change in unit value	(499,355)
Present value of administrative expenses	(13,079,430)
Actuarial present value of accumulated plan benefits at end of year	$ 1,240,322,176

* The net gains from change in actuarial assumptions are primarily due to update in mortality assumption, change in variable fund investment return and change in form of payment assumption.

Significant actuarial assumptions underlying the actuarial computations are as follows:

Discount rate	7.0%
Retirement age	Age 55 is the earliest assumed retirement age, and age 70 is the latest assumed retirement age for active employees
Mortality basis	Healthy: RP-2014 with no collar adjustments projected back to 2006 with Scale MP-2014 then forward generationally using a customized Scale MP-2016 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.

4. Derivative Instruments

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 (losses) upon expiration of the options. The difference between the premium and the amount paid or received on effecting a closing purchase or sale transaction is also treated as realized gains (losses). If an option is exercised, the premium paid or received is recorded as realized gains (losses) if sold or an adjustment to cost if acquired.

There were no options at November 30, 2017. At November 30, 2016, the Plan had written options with gross notional amounts of $(0.2) million as presented below:

	Written Options	
	Number of Contracts	Fair Value
November 30, 2016	132	$ (30,456)

5. 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, 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, 2017 and 2016.

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 Northern Trust, 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 measured at NAV and included as a reconciling item to the fair value tables below. 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 brokerage accounts, or invested in money market funds or the Short-Term Investment Fund ("STIF"), a CCT managed by Northern Trust. Cash and cash equivalents held in brokerage accounts or invested in money market funds are classified as Level 1 investments. The STIF is measured at NAV and included as a reconciling item to the fair value tables below (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 measured at NAV and included as a reconciling item to the fair value tables below (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, asset-backed securities, and other investment vehicles.

CCTs that are invested in U.S. government securities are measured at NAV and included as a reconciling item to the fair value tables below (see discussion of CCT above).

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 that are valued using pricing models maximizing the use of observable inputs for similar securities are classified as Level 2 investments. Corporate bonds priced by investment managers using unobservable inputs such as extrapolated data, proprietary models, or indicative quotes are classified as Level 3 investments. CCTs are measured at NAV and included as a reconciling item to the fair value tables below (see discussion of CCT above).

Asset-backed securities, including government-backed mortgage securities, non-government-backed collateralized mortgage obligations, and commercial mortgage-backed securities, are valued using pricing models maximizing the use of observable inputs for similar securities and classified as Level 2 investments.

Municipal bonds and foreign bonds 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.

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.

Registered investment companies
The shares of registered investment companies are invested in mutual funds which are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and are classified as Level 1 investments.

Real estate investments
Real estate investments as of November 30, 2016, include residential lots located in Benicia, California and are classified as Level 3 investments.

Private assets
Private assets 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 individual investments within the partnerships or funds are valued at public market, private market, or appraised value. Private assets 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 included as a reconciling item to the fair value tables below.

Hedge funds
Hedge funds primarily consist of multi-strategy commingled hedge funds that invest across a range of equity and debt securities in a variety of industry sectors. Hedge funds are valued at NAV calculated by investment managers using unobservable inputs such as extrapolated data, proprietary data, or indicative quotes and are included as a reconciling item to the fair value tables below.

As of November 30, 2017 and 2016, 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 (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
November 30, 2017				
Cash and cash equivalents	$ 12,864,183	$ —	$ —	$ 12,864,183
Corporate equity securities	470,996,400	25,111	3,816,255	474,837,766
Corporate debt securities	—	90,188,531	11,272,055	101,460,586
Asset-backed securities	—	32,593,436	—	32,593,436
Foreign bonds	—	429,083	—	429,083
U.S. government securities	—	20,185,024	—	20,185,024
Registered investment companies	11,421,973	—	—	11,421,973
Private assets	—	—	24,505,799	24,505,799
Total	$ 495,282,556	$ 143,421,185	$ 39,594,109	678,297,850
Investments measured at NAV				
CCT				31,833,652
Private assets				68,100,118
Hedge funds				153,350,561
Total investments measured at NAV				253,284,331
Total investments				$ 931,582,181

	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
November 30, 2016				
Cash and cash equivalents	$ 22,610,185	$ —	$ —	$ 22,610,185
Corporate equity securities	380,937,076	1,189,869	562,301	382,689,246
Corporate debt securities	—	26,380,943	7,504,676	33,885,619
Asset-backed securities	—	75,446,483	—	75,446,483
Municipal bonds	—	27,397,500	—	27,397,500
Written options	(30,456)	—	—	(30,456)
Short sales	(1,589,059)	(755,521)	—	(2,344,580)
Real estate investments	—	—	516,636	516,636
Total	$ 401,927,746	$ 129,659,274	$ 8,583,613	540,170,633
Investments measured at NAV				
CCT				238,126,312
Private assets				65,905,203
Hedge funds				77,974,630
Total investments measured at NAV				382,006,145
Total investments				$ 922,176,778

Fair value measurements of investments in certain entities that calculate NAV at November 30, 2017 and 2016 are as follows:

	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
November 30, 2017						
Private assets *	$ 68,100,118	$ 104,509,767	1 to 11 years	N/A	Up to 90 days	N/A
Common/collective trusts investing in cash and cash equivalents	25,219,950	—	N/A	Daily prior to fund cut-off time	N/A	Same Day
Common/collective trusts investing in U.S. government securities	5,466,121	—	N/A	Daily prior to fund cut-off time	N/A	1 day
Common/collective trusts investing in domestic equity securities	814,776	—	N/A	Daily prior to fund cut-off time	N/A	1 day
Common/collective trusts investing in international equity securities	332,805	—	N/A	Daily prior to fund cut-off time	N/A	2 days
Total common/ collective trusts	31,833,652	—				
Long/short strategy which focuses primarily on small to mid-cap US equities	31,554,321	—	N/A	Three-year staggered rolling lock-up: i) Sub-Tranche 1 - any or all as of the 4th full calendar quarter following purchase; ii) Sub-Tranche 2 - any or all as of the 8th full calendar quarter following purchase; iii) Sub-Tranche 3 - any or all as of the 12th full calendar quarter following purchase	Up to 60 days	60 days written notice
Long/short strategy which focuses primarily on European small to mid-cap equities	11,177,816	—	N/A	Redemptions upon 90 calendar days written notice (following three-year lock-up) with 25% investor-level gate, as of the last day of each calendar quarter occurring on or after the 36-month anniversary of purchase date, and every 36-month period thereafter	Up to 90 days	90 days written notice

	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
Value-oriented and concentrated long/short strategy focused on small-cap equities	9,995,176	—	N/A	Quarterly up to 25% (following one-year lock-up)	Up to 90 days	90 days written notice
Global long/short equity strategy centered around fundamental research, valuation discipline and a long-term investment horizon	33,361,834	—	N/A	Three-year rolling lock-up with a 90-day redemption notice; annual option to redeem 10% of market value, subject to 30-day notice	Up to 90 days	90 days written notice for staggered redemption; 30 days written notice for 10% annual option
Research intensive, concentrated-value investment partnership with long-term committed capital and the ability to influence the creation of value by management	67,261,414	—	N/A	Five-year staggered lock-up, with one third of each tranche expiring on December 31 of the 4th, 5th, and 6th anniversary. Annual option of 5% of market value, distributed in January	Up to 90 days	180 days written notice for staggered redemption; 30 days written notice for 5% annual option
Total hedge funds	153,350,561	—				
	$ 253,284,331	$ 104,509,767				

* This category includes eight private assets that invest in environmental assets, biopharmaceutical products, a small business investment company, a portfolio of technology companies in China, special situations in the venture and growth capital nexus, market leading companies in stable industries, and opportunistic co-investments/allocations.

	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
November 30, 2016						
Private assets *	$ 65,905,203	$ 113,091,621	1 to 7 years	N/A	Up to 90 days	N/A
Common/collective trusts investing in cash and cash equivalents	231,823,563	—	N/A	Daily prior to fund cut-off time	N/A	Same Day
Common/collective trusts investing in U.S. government securities	5,187,611	—	N/A	Daily prior to fund cut-off time	N/A	1 day
Common/collective trusts investing in domestic equity securities	801,762	—	N/A	Daily prior to fund cut-off time	N/A	1 day
Common/collective trusts investing in international equity securities	313,376	—	N/A	Daily prior to fund cut-off time	N/A	2 days
Total common/ collective trusts	238,126,312	—				
Long/short strategy which focuses primarily on small to mid-cap US equities	20,004,563	—	N/A	Three-year staggered rolling lock-up: i) Sub-Tranche 1 - any or all as of the 4th full calendar quarter following purchase; ii) Sub-Tranche 2 - any or all as of the 8th full calendar quarter following purchase; iii) Sub-Tranche 3 - any or all as of the 12th full calendar quarter following purchase	Up to 60 days	60 days written notice
Research intensive, concentrated-value investment partnership with long-term committed capital and the ability to influence the creation of value by management	57,970,067	—	N/A	Five-year staggered lock-up, with one third of each tranche expiring on December 31 of the 4th, 5th, and 6th anniversary. Annual option of 5% of market value, distributed in January	Up to 90 days	180 days written notice for staggered redemption; 30 days written notice for 5% annual option
Total hedge funds	77,974,630	—				
	$ 382,006,145	$ 113,091,621				

* This category includes six private assets that invest in environmental assets, biopharmaceutical products, a small business investment company, a portfolio of technology companies in China, and opportunistic co-investments/allocations.

Changes in the fair value of the Plan's Level 3 investments during the years ended November 30, 2017 and 2016 are as follows:

	Balance at November 30, 2016	Total gains (losses) (realized/ unrealized) included in changes in net assets available for benefits	Purchases	Sales	Settlements	Balance at November 30, 2017
Real estate investments	$ 516,636	$ (10,177)	$ —	$ (506,459)	$ —	$ —
Private assets	—	—	25,668,131	—	(1,162,332)	24,505,799
Corporate equity securities	562,301	3,255,994	65	—	(2,105)	3,816,255
Foreign bond	—	31,250	—	—	(31,250)	—
Corporate debt securities	7,504,676	2,034,388	2,644,250	(377,550)	(533,709)	11,272,055
Total	$ 8,583,613	$ 5,311,455	$28,312,446	$ (884,009)	$ (1,729,396)	$ 39,594,109

	Balance at November 30, 2015	Total gains (realized/ unrealized) included in changes in net assets available for benefits	Purchases	Sales	Transfer into Level 3	Balance at November 30, 2016
Real estate investments	$ 685,800	$ 10,356	$ —	$ (179,520)	$ —	$ 516,636
Corporate equity securities	469,351	92,950	—	—	—	562,301
Corporate debt securities	—	194,097	7,033,709	—	276,870	7,504,676
Total	$ 1,155,151	$ 297,403	$ 7,033,709	$ (179,520)	$ 276,870	$ 8,583,613

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

During the years ended November 30, 2017 and 2016, the transfer into Level 3 was zero and $0.3 million, respectively. These transfers were primarily due to changes 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 for the period included in changes in net assets available for benefits attributable to the change in unrealized gains relating to Level 3 investments still held at November 30, 2017 and 2016 are as follows:

	Year Ended November 30,	
	2017	2016
Corporate equity securities	$ 3,253,890	$ 92,950
Foreign bond	44,719	—
Corporate debt securities	2,106,898	194,097
Total	$ 5,405,507	$ 287,047

6. 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 Note 5 regarding investments held at November 30, 2017 and 2016, and interest and dividend income and net appreciation in fair value of investments for the years ended November 30, 2017 and 2016, 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 Northern Trust. 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 assets, certain hedge funds, and real estate investments held at November 30, 2017 and 2016, and the related investment income for the years then ended, is not considered included in the certification. Investment information considered certified by Northern Trust at and for the years ended November 30, 2017 and 2016 is as follows:

	November 30,	
	2017	2016
Statements of Net Assets Available for Benefits		
Investments at fair value	$ 632,960,775	$ 707,215,894
Non-interest-bearing cash	—	475
Receivables:		
Interest and dividend income	1,073,121	1,293,025
Pending trade sales	68,930	12,961,264
Liabilities:		
Pending trade purchases	8,499,003	13,052,880
Non-interest-bearing cash	3,513	—
Investment income		
Net appreciation in fair value of investments	$ 65,230,486	$ 27,889,528
Interest and dividend income	9,434,149	16,266,317

7. Income Tax Status

The Plan received a determination letter from the Internal Revenue Service ("IRS") dated July 6, 2017, stating that the Plan is qualified under Section 401(a) of the Code, and therefore the related trust is exempt from taxation. Once qualified, plans are required to operate in conformity with the Code to maintain their qualification. Subsequent to the issuance of the determination letter, the Plan was amended. The Company believes the Plan, as amended, 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.

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, 2017 and 2016, 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.

8. 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 including the actuarial present value of accumulated plan benefits.

9. Related Party Transactions

Certain investments in CCTs held by the Plan are managed by Northern Trust. Northern Trust Securities, Inc. ("NT Securities") and Jefferies LLC are the prime brokers of certain investments held by the Plan. At November 30, 2017 and 2016, the Plan held interest-bearing cash valued at $11.1 million and $9.6, respectively, in NT Securities prime brokerage accounts.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2017

Number and average accrued benefit limited by IRC §401(a)(17) distributed by attained age and attained years of credited service

All monetary amounts shown in US Dollars

Attained Age	Attained Years of Credited Service[5]										
	0	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	Total
Under 25	0	1	0	0	0	0	0	0	0	0	1
	0	0	0	0	0	0	0	0	0	0	1,972
25-29	4	5	0	0	0	0	0	0	0	0	9
	0	0	0	0	0	0	0	0	0	0	428
30-34	13	41	12	6	0	0	0	0	0	0	72
	0	1,382	0	0	0	0	0	0	0	0	1,332
35-39	13	76	33	5	0	0	0	0	0	0	127
	0	2,244	3,381	0	0	0	0	0	0	0	2,333
40-44	8	63	55	10	1	0	0	0	0	0	137
	0	2,623	5,648	0	0	0	0	0	0	0	3,910
45-49	8	79	56	19	8	7	1	0	0	0	178
	0	2,493	5,948	0	0	0	0	0	0	0	4,298
50-54	8	112	77	31	25	57	29	5	4	0	348
	0	3,184	6,875	9,647	17,850	14,107	4,995	0	0	0	7,493
55-59	13	110	97	46	43	97	70	41	20	4	541
	0	3,856	7,626	10,886	16,232	17,858	15,315	5,378	2,462	0	10,083
60-64	6	67	68	29	29	56	58	41	22	8	384
	0	3,864	7,045	9,286	17,231	19,888	17,566	14,872	3,307	0	11,324
65-69	4	27	23	7	7	20	17	13	11	6	135
	0	3,550	5,505	0	0	23,324	0	0	0	0	10,972
70 & over	0	3	9	2	1	3	3	0	0	2	23
	0	0	0	0	0	0	0	0	0	0	20,603
Total	77	584	430	155	114	240	178	100	57	20	1,955
	559	2,972	6,283	9,055	15,818	17,549	14,641	11,037	3,517	12,800	8,217
Average: Age		54.0									
Service		12.8									
Census data as of December 1, 2016											

[5] Age and service for purposes of determining category are based on exact (not rounded) values.

Plan Name: Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan
EIN / PN: 34-0244000/005
Plan Sponsor: Aerojet Rocketdyne Holdings, Inc.
Valuation Date December 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis

■ Applicable month	August 2016 (segment rates based on bond yields through July)
■ Interest rate 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	4.43%	1.55%
■ Second segment rate	5.91%	3.76%
■ Third segment rate	6.65%	4.73%
■ Effective interest rate	5.92%	3.85%

Variable Unit Value	25.41394
Rate of Return on Variable Asset (benefits indexed by rate of return over a hurdle rate of 3.5%)	3.75%
Non-investment administrative expenses	Service cost includes $14,970,000 in administrative expenses expected to be paid from the trust.

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.

SCHEDULE SB ATTACHMENTS

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 (12/1/2014-12/1/2017)

Program H: 9.2% from December 1, 2014 until December 1, 2016, 9.2% if less than 10 years of service, 6.2% if over 10 years of service after December 1, 2016.

All others: 9.2% if less than 10 years of service, 6.2% if over.

Termination (After 12/1/2017)

All programs: 5% if less than 10 years of service, 2% if over.

Disability

None

Retirement (12/1/2014-12/1/2017)

Rates at which participants are assumed to retire by age are shown below.

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

Rates varying by age as follows:					
Age/Program	B	E	F	G	H
55	9.2%	9.2%	9.2%	9.2%	9.2%
56	9.2%	9.2%	9.2%	9.2%	9.2%
57	9.2%	9.2%	9.2%	9.2%	9.2%
58	9.2%	9.2%	9.2%	9.2%	9.2%
59	9.2%	9.2%	9.2%	9.2%	9.2%
60	14.2%	14.2%	14.2%	14.2%	14.2%
61	14.2%	14.2%	14.2%	14.2%	14.2%
62	19.2%	24.2%	19.2%	19.2%	24.2%
63	19.2%	24.2%	19.2%	19.2%	24.2%
64	19.2%	24.2%	19.2%	19.2%	24.2%
65	24.2%	44.2%	24.2%	24.2%	44.2%
66	24.2%	34.2%	24.2%	24.2%	34.2%
67	24.2%	34.2%	24.2%	24.2%	34.2%
68	24.2%	34.2%	24.2%	24.2%	34.2%
69	24.2%	34.2%	24.2%	24.2%	34.2%
70	100%	100%	100%	100%	100%

Deferred vested participants (All Programs):

20% at age 55, 30% at age 62 and 100% at age 65.

SCHEDULE SB ATTACHMENTS

Retirement (After 12/1/2017)

Rates at which participants are assumed to retire by age are shown below.

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

Rates varying by age as follows:					
Age/Program	B	E	F	G	H
55	5%	5%	5%	5%	5%
56	5%	5%	5%	5%	5%
57	5%	5%	5%	5%	5%
58	5%	5%	5%	5%	5%
59	5%	5%	5%	5%	5%
60	10%	10%	10%	10%	10%
61	10%	10%	10%	10%	10%
62	15%	20%	15%	15%	20%
63	15%	20%	15%	15%	20%
64	15%	20%	15%	15%	20%
65	20%	40%	20%	20%	40%
66	20%	30%	20%	20%	30%
67	20%	30%	20%	20%	30%
68	20%	30%	20%	20%	30%
69	20%	30%	20%	20%	30%
70	100%	100%	100%	100%	100%

Deferred vested participants (All Programs):

20% at age 55, 30% 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

SCHEDULE SB ATTACHMENTS

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 50%	N/A	0%	N/A	N/A	0%	25%	0%
	J&S 100%	N/A	0%	N/A	N/A	50%	25%	30%
Deferred Vested:	SLA	30%	20%	100%	100%	50%	50%	70%
	5 CC	40%	25%	0%	0%	0%	0%	0%
	J&S 50%	30%	0%	0%	0%	20%	20%	0%
	J&S 100%	0%	55%	0%	0%	30%	30%	30%

Program H, California participants 50% SLA, 50% J&S 50%

Program H, Florida participants 50% SLA, 25% J&S 50%, 25% J&S 100%

Percent married

70% of Males, 45% of Females

Spouse age

Female 2 years younger than Male

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.

Timing of benefit payments

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

Methods

Valuation date

December 1st

Funding target

Present value of accrued benefits as required by regulations under IRC §430.

Target normal cost

Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.

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 2015 plan year, discounted using the effective interest rate for the 2015 plan year.

SCHEDULE SB ATTACHMENTS

Benefits not valued	All benefits described in the Plan Provisions section of this report were valued based on the discussions with Aerojet Rocketdyne Holdings, Inc. regarding the likelihood that these benefits will be paid. Willis Towers Watson has reviewed the plan provisions with Aerojet Rocketdyne Holdings, Inc. and, based on that review, is not aware of any significant benefits required to be valued that were not.

Sources of Data and Other Information

Aerojet Rocketdyne Holdings, Inc. through Willis Towers Watson, its third party administrator, furnished participant data as of 12/1/2016. Information on assets, contributions and plan provisions was supplied by Aerojet Rocketdyne Holdings, Inc.. Data and other information were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with Aerojet Rocketdyne Holdings, Inc., assumptions or estimates were made when data were not available, and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. Please refer to section 3.4 of this report for data assumptions that were made, in consultation with Aerojet Rocketdyne Holdings, Inc., for missing and apparently inconsistent data elements

We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumptions Rationale - Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Variable fund investment return	The variable fund investment return was chosen by the plan sponsor based on market information on the measurement date. Willis Towers Watson provided information from Willis Towers Watson's October 31, 2016 Portfolio Return Simulator – U.S. Neutral Model.
Rates of increase in Compensation	Assumed compensation increases are based on plan sponsor expectations.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Disabled Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Termination	Termination rates were based on an experience study conducted in July 2015, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.

SCHEDULE SB ATTACHMENTS

Retirement	Retirement rates were based on an experience study conducted in July 2015, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.
Benefit commencement date for deferred benefits:	
• Preretirement death benefit	Surviving spouses are assumed to begin benefits at the earliest permitted commencement date because ERISA requires benefits to start then unless the spouse elects to defer. If the spouse elects to defer, actuarial increases from the earliest commencement date must be given, so that a later commencement date is expected to be of approximately equal value, and experience indicates that most spouses do take the benefit as soon as it is available.
• Deferred vested benefit	Deferred vested participants are assumed to begin benefits based on rates applied to a number of commencement ages based on an analysis of actual commencement patterns.
Form of payment	The percentage of retiring participants assumed to take joint and survivor annuities, and the assumed survivor percentages, are based on observed experience over the period 2013-2016.
Percent married	The assumed percentage married is based on the percentage married observed among recent retirees and recognition of national averages.
Spouse age	The assumed age difference for spouses is based on the age difference observed among recent retirees.

Source of Prescribed Methods

Funding methods	The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are “prescribed methods set by law”, as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan

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

For the Year Ended November 30, 2017

Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan
EIN 34-0244000, Plan #005

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expenses Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Part A								
NORTHERN TRUST	NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	$ —	$ 60,000,000	$ —	$ —	$ 60,000,000	$ 60,000,000	$ —
NORTHERN TRUST	NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	—	49,881,574	—	—	49,881,574	49,881,574	—
Part C								
NORTHERN TRUST	NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	$ 337,701,165	$ —	$ —	$ —	$ 337,701,165	$ 337,701,165	$ —
NORTHERN TRUST	NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	—	543,443,385	—	—	543,443,385	543,443,385	—

SCHEDULE SB (Form 5500)	Single-Employer Defined Benefit Plan Actuarial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.	2016 This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 12/01/2016 and ending 11/30/2017

▶ **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	B Three-digit plan number (PN) ▶
AEROJET ROCKETDYNE (GENCORP) CONSOLIDATED PENSION PLAN	005

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF	D Employer Identification Number (EIN)
AEROJET ROCKETDYNE HOLDINGS, INC.	34-0244000

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 12 Day 01 Year 2016

2 Assets:

a Market value	2a	963,975,304
b Actuarial value	2b	963,975,304

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	12,280	924,306,154	924,306,154
b For terminated vested participants	3,168	136,543,549	136,543,549
c For active participants	1,955	138,316,639	144,066,629
d Total	17,403	1,199,166,342	1,204,916,332

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	5.92%
6 Target normal cost	6	14,970,000

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

Signature of actuary	Date
	8/29/2018
Jelena Erhart	1706609
Type or print name of actuary	Most recent enrollment number
Towers Watson Delaware Inc.	415-733-4100
Firm name	Telephone number (including area code)
345 California St. Suite 2000 San Francisco CA 94104-2612 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 [ ]

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Summary of Plan Provisions

Plan Provisions – Program A

Program A is a closed group of inactive participants. The following provisions are applicable for prior Aerojet Rocketdyne Holdings, Inc. employees eligible for benefits under Aerojet Rocketdyne (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 Aerojet Rocketdyne Holdings, Inc.. After August 31, 2004, there are no Aerojet Rocketdyne Holdings, Inc. employees eligible to accrue benefits under Aerojet Rocketdyne (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 section 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 $645 to $1,565 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.

SCHEDULE SB ATTACHMENTS

Eligibility for Benefits	
Normal retirement	Retirement on the participants Normal Retirement Date (Age 65.)
Early retirement	Retirement before NRD and participant has attained age 55 and completed at least 10 years of service.
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, early, special early or disability benefits for certain locations only. This benefit is a one-time lump sum payment paid to a surviving spouse married to pensioner at date of death. (At certain locations, payable to the estate if there is no spouse)

Benefits Paid Upon the Following Events	
Normal retirement	Monthly pension benefit determined as of Normal Retirement Date.
Early retirement	Early retirement provisions vary by location. Some of the provisions are as follows: a) Regular Early 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. b) Special Early 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. c) "55/30" early 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 $645 to $1,565 depending on age and Years of Pension Benefit Service at time of termination) over the individual's Accrued Monthly Pension.

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 NRD, the monthly pension benefit is actuarially increased from age 65 to the commencement date and no later than April 1st of the year that follows the calendar year age 70.5 is attained.
Vested termination	Vested accrued benefit, commencing at NRD. Optionally, the participants may elect to receive a reduced benefit commencing prior to the Normal Retirement Date and 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.

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Other Plan Provisions

Forms of payment	The Normal Form for single participants is generally a five-year certain and life annuity; however, a portion of the group including RKO salaried participants and some hourly locations have a life annuity as the Normal Form. For married participants the Normal Form is a reduced 50% joint and survivor annuity. Optional forms are available.
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 Discontinued Operations	Benefit rate(s) 2007 & 2008	Death Benefit
Ada	$5.75	$0.00
Ashtabula	$14.50	$0.00
Jonesboro	$2.00	$0.00
Lawrence	$15.00	$1,750.00
Reading	$14.00	$$0.00
Toledo Plant	$15.00	$$0.00
Logansport	$20.50	$2,250.00
Marion-FRP & VS	$20.00-$24.00	$2,000.00
Batesville	$23.00	$2,500.00
Wabash Plant	$28.00	$2,000.00
Peru	$19.50	$1,500.00
Cuba	$7.50	$0.00
Evansville	$20.50	$0.00
Ft. Smith	$17.00	$2,000.00
Phoenix	$12.00	$0.00

SCHEDULE SB ATTACHMENTS

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 Aerojet Rocketdyne Holdings, Inc. employees who are or were eligible for benefits under the Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan "Program B."

Covered Employees	All Aerojet Rocketdyne Holdings, Inc. salaried employees, excluding those who are covered by a collective bargaining agreement or those who are concurrently covered by another Program of the Aerojet Rocketdyne (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	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 Aerojet Rocketdyne Holdings, Inc. and Participating Subsidiaries. No Annual Plan Compensation paid on or after the Freeze Date is considered.
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)	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. 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.
Normal Retirement Date (NRD)	First of month coinciding with or next following the attainment of age 65.

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Monthly pension benefit	Generally, the maximum of (A) or (B) or (C), minus (D) where: (A) One-twelfth of the sum of a. 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; b. 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 c. 2% of Annual Plan Compensation for each year of credited service over 35; or (B) One-twelfth of the sum of a. 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; b. 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 c. 1.5% of Average Plan Compensation times years of credited service over 35; or (C) Applicable benefit rate (by location) times years of credited service; (D) Participant's expected monthly pension benefits derived from his employer-purchased pre-1972 shares under the Company's profit-sharing plan.

Eligibility for Benefits

Normal retirement	Retirement on the Normal Retirement Date (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 (AR Headquarters) 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.

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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.

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Benefits Paid Upon the Following Events

Normal Retirement

Monthly pension benefit determined as of Normal Retirement Date.

Early retirement

A. Vested Participants who:

a. have less than 10 years of Vesting Service; OR

b. terminate employment prior to attaining age 55;

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 can continue to accrue Vesting Service after the Freeze Date when determining eligibility for Early Retirement Reduction Factors.

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 at Aerojet General) (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

SCHEDULE SB ATTACHMENTS

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 65, the monthly pension benefit is actuarially increased from age 65 to the commencement date and no later than April 1st of the year that follows the calendar year age 70.5 is attained.
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.

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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.
Aerojet Rocketdyne Holdings 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.
Participant Contributions	Prior to December 1, 1979, participants were required to contribute to the plan. Interest is credited monthly 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.)

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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 Aerojet Rocketdyne (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).
Participation Date	Date of hire, or eligibility if later.

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 60 months of vesting service or upon attainment of age 65 as an active employee.
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	Program C: 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. Program E: 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 or at the rate in effect at termination if termination date is earlier.

Eligibility for Benefits

Normal retirement	Retirement on Normal Retirement Date (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.
Disability	Permanent and total disability after completing ten years of vesting service and following six months of disability.

[1] Under Program E

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

A. Vested Participants who:

a. have less than 10 years of Vesting service (including service with any Affiliated Company); OR

b. terminate employment prior to attaining age 55,

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.

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). Participants can continue to accrue Vesting service after the Freeze Date when determining eligibility for Enhanced Early Retirement Reduction Factors.

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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) 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	Unless otherwise preselected, 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.

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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)

Location	2008	2007	Maximum on credited service
Aerojet Electrosystems Co.	$ 42.00	$ 42.00	45 years
Aerojet Ordnance			
▪ 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

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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 Aerojet Rocketdyne (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 Aerojet Rocketdyne (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 Aerojet Rocketdyne Holdings, 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. Compensation on or after the Freeze Date[1] is excluded.
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

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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. $44 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.

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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

A. Vested Participants who:

a. have less than 10 years of Cumulative Service (including service with any Affiliated Company); OR

b. terminate employment prior to attaining age 55;

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 can continue to accrue Cumulative Service after the Freeze Date when determining eligibility for Early Retirement Reduction Factors.

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

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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 (5 years if hired prior to December 1,1992 at Aerojet General) (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.

SCHEDULE SB ATTACHMENTS

Preretirement death	Unless otherwise preselected, 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[1] were required to contribute to the plan. Interest is credited monthly 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.)

[1] Under Program F

SCHEDULE SB ATTACHMENTS

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 Aerojet Rocketdyne (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	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. Covered compensation is determined as of the earlier of (1) the participant's last day worked under Program G or (2) the Freeze Date.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65.

Monthly pension benefit	Projected benefit based on the credited service at NRD is equal to one-twelfth of the sum of: 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. 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.
ARC Offset	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.
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 55th 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.

SCHEDULE SB ATTACHMENTS

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 1/180th per month for each of the first 60 months and 1/360th for each of the next 60 months prior to age 65.
Postponed retirement	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. The actuarial equivalent of the Monthly pension benefit is determined as a percentage increase to the Monthly pension benefit equal to: 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.

SCHEDULE SB ATTACHMENTS

Plan Provisions – Program H – West Palm Beach (Florida)

Benefit Accrual for Program H participants employed at the West Palm Beach Florida facility were frozen effective April 1, 2016, the "Freeze Date."

Covered Employees	Employees of Aerojet Rocketdyne Holdings, Inc. covered by a collective bargaining agreement which provides for participation under this Program at the West Palm Beach facility (local 971).
Participation Date	Eligible Employees become participants on the date of employment or 6/30/13 for "Heritage Employees" who transferred to Aerojet Rocketdyne Holdings, Inc. as part of the acquisition of the Pratt Whitney Rocketdyne business from United Technologies Corp (UTC) on 6/14/13.

Definitions

Annual Earnings	Base pay, overtime and bonuses paid during the calendar year including pre-tax contributions to the savings plan and pre-tax contributions to a cafeteria plan. Base pay rate in the last partial year is annualized. Annual earnings are limited each year to the applicable Section 401(a)(17) pay limit, as indexed.
Final Average Earnings	The average Annual Earnings for the highest five (excluding years of no Annual Earnings) calendar years in the ten calendar years immediately preceding the earlier of (1) the participant's date of termination with the Company under Program H, or (2) the Freeze Date. The highest five years must be consecutive.
Credited Service	The total period of a participant's employment prior to the Freeze Date, including service after Normal Retirement Date but excluding: • a break in service which exceeds 30 days, • leaves of absence without compensation in excess of one year, and • service counted as Credited Service under any other defined benefit retirement plan of the company.
Accrued Benefit	The monthly life annuity payable at retirement adjusted to reflect accruals with the UTC Plan up to June 30, 2013.

SCHEDULE SB ATTACHMENTS

Monthly Level Benefit

Monthly benefit level from the table below based on Final Average Earnings times months of Credited Service:

Table A

Final Average Earnings	Monthly Benefit Level
Up to $36,999	36.00
37,000 - 37,999	37.00
38,000 - 38,999	38.00
39,000 - 39,999	39.00
40,000 - 40,999	40.00
41,000 - 41,999	41.00
42,000 - 42,999	42.00
43,000 - 43,999	43.00
44,000 - 44,999	44.00
45,000 - 45,999	45.00
46,000 - 46,999	46.00
47,000 - 47,999	47.00
48,000 - 48,999	48.00
49,000 - 49,999	49.00
50,000 – 50,999	50.00
51,000 – 51,999	51.00
52,000 – 52,999	52.00
53,000 – 53,999	53.00
54,000 – 54,999	54.00
55,000 – 55,999	55.00
56,000 – 56,999	56.00
57,000 – 57,999	57.00
58,000 – 58,999	58.00
59,000 – 59,999	59.00
60,000 – 60,999	60.00
61,000 – 61,999	61.00
62,000 – 62,999	62.00
63,000 – 63,999	63.00
64,000 and over	64.00

The monthly benefit levels in the above table are effective on 1/1/2013.

As of April 1, 2016, the benefit level used to determine a Participant's accrued benefit is $64.00.

Eligibility for Benefits

Normal retirement	Retirement when a participant attains age 65.
Early retirement	Retirement after the attainment of age 55 as an active employee and the completion of 10 years of service, but before the normal retirement date.
Postponed retirement	Retirement after the normal retirement date.

SCHEDULE SB ATTACHMENTS

Vested termination	Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
Disability Benefit	Disability after completing 5 years of service and receiving Social Security disability benefits.
Pre-retirement Death Benefits	Death of a vested participant before the participant is receiving a retirement benefit.

Benefits Paid Upon the Following Events

Normal retirement[1]	The accrued benefit determined at normal retirement date payable monthly.
Early retirement[1]	The accrued benefit at retirement payable monthly reduced 2.4% per year for each year benefit commencement precedes age 62. The benefit is unreduced if the participant retires on or after the attainment of age 62.
Postponed retirement[1]	The accrued benefit at retirement after normal retirement date payable monthly.
Vested termination[1]	The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55, with the benefit reduced 5% per year for each year benefit commencement precedes the Normal Retirement Date.
Disability Benefit[1]	The accrued benefit at disability payable monthly commencing on the first of the month following one year of disability and continuing during the participant's lifetime until the earliest of: ▪ the date Social Security disability benefits cease ▪ the date retirement benefits commence ▪ death
Pre-retirement Death Benefits[1]	(i) If the participant dies after becoming eligible for an early, normal or postponed retirement benefit, a 100% contingent annuitant benefit is payable, and payment commences immediately, reduced as described in the early retirement section above, or if the contingent annuitant is the spouse, as late as when the participant would have attained age 65. (ii) If the participant dies after completing 10 years of service and is married, but does not meet the requirements of (i) above, a 100% spouse's benefit is payable, and payment commences when the participant would have attained age 55, reduced as described in the vested termination section above, or age 65. (iii) If the participant dies after completing five years of service and is married, but does not meet the requirements of (i) or (ii)

[1] The amount for Heritage Employees is reduced to reflect the benefits earned under the UTC Plan as of 6/30/13; including reduction for commencement of benefits prior to attaining age 65.

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment

A. Normal Form:

(i) Life annuity for unmarried participants

(ii) An actuarially reduced 50% joint and survivor annuity for married participants

B. Optional Forms:

(i) 5, 10, or 15 year certain and continuous annuity

(ii) 50%, 75%, or 100% contingent annuity

(iii) Life annuity for married participants

(iv) 50%, 75%, or 100% contingent annuity pop-up option

(v) Social Security level income annuity (SSLI)

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex); except SSLI uses 417(e) mortality and interest.

C. Automatic Lump Sum Payment:

For participants whose benefit has a lump sum value of $5,000 or less under 417(e) government mandated basis.

above, a 50% spouse's benefit is payable, and payment commences when the participant would have attained age 55, reduced as described in the vested termination section above, or age 65.

SCHEDULE SB ATTACHMENTS

Plan Provisions – Program H – California

Benefit Accrual for certain employees of Aerojet Rocketdyne Holdings, Inc. employed at the Desoto California facility were frozen effective November 30, 2014 or December 31, 2014, the "Freeze Dates."

Covered Employees	Employees of Aerojet Rocketdyne Holdings, Inc. covered by a collective bargaining agreement which provides for participation under this Program at the DeSoto California facility (local 887, 2295, 461).
Participation Date	Eligible Employees become participants on the date of employment or 6/30/13 for "Heritage Employees" who transferred to Aerojet Rocketdyne Holdings, Inc. as part of the acquisition of the Pratt Whitney Rocketdyne business from United Technologies Corp (UTC) on 6/14/13.

Definitions

Monthly Pension Benefit	$64 x years of Credited Service (Effective 9/1/12) [$66 effective 9/1/13 and $68 effective 9/1/14].
Credited Service	Credited Service prior to July 1, 2013 is based on the provisions of the plan as then in effect to the nearest one-twelfth of a year. After that date, but before the Freeze Date (if applicable), Credited Service is based on hours of service in each Plan year as follows:

Hours of Service During the Plan Year	Fraction of year of Credited Service
74.5 – 224.4	0.0833
224.5 – 374.4	0.1667
374.5 – 524.4	0.2500
524.5 – 674.4	0.3333
674.5 – 824.4	0.4167
824.5 – 974.4	0.5000
974.5 – 1,124.4	0.5833
1,124.5 – 1,274.4	0.6667
1,274.5 – 1,424.4	0.7500
1,424.5 – 1,574.4	0.8333
1,574.5 – 1,724.4	0.9167
1,724.5 or more	1.0000

Hours of Service with Aerojet Rocketdyne in December 2013 of a California Employee who is a Heritage Employee shall be credited as Credited Service in both the Plan Year ended November 30, 2013 and the Plan Year ended November 30, 2014.

Accrued Benefit	The monthly life annuity payable at retirement adjusted to reflect accruals with the UTC Plan up to June 30, 2013.

SCHEDULE SB ATTACHMENTS

Eligibility for Benefits

Normal retirement	Retirement when a participant attains age 65 and has 5 years of continuous service, but not later than April 1 of the calendar year following the calendar year in which the employee attains age 70[1/2].
Early retirement	Retirement after a participant has attained age 55 and completed 10 years of service. Participants with frozen accrued benefits will be able to grow into early retirement eligibility, with the exception of the Supplemental Benefit (described below under the heading "Benefits Paid Upon the Following Events; Early Retirement"). Participants must be at least age 50 and have at least 20 years of Credited Service at the Freeze Date in order to be eligible for the Supplemental Benefit.
Postponed retirement	Retirement after the normal retirement date.
Vested Termination	Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
Disability Benefit	Total and permanent disability after completing 10 years of service.
Pre-retirement Death Benefits	Death of a vested participant (or former participant) before the participant is receiving a retirement benefit.
Lump Sum Post-retirement Death Benefit	Death while receiving a disability or retirement benefit.

Benefits Paid Upon the Following Events

Normal Retirement[4]	The accrued benefit at retirement payable monthly.
Early Retirement[1]	The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 62. The benefit is unreduced if the participant retires on or after the attainment of age 60 and the completion of 20 years of Credited Service, or after the attainment of age 55 and the completion of 30 years of Credited Service, or attainment of age 62 and the completion of at least 10 years of Continuous Service. Supplemental Benefit: Available to any participant who retires before age 62 and has satisfied one of the following criteria: ▪ Age 60 with 20 years of Credited Service ▪ Age 55 with 30 years of Credited Service ▪ Age 55 with age plus years of Credited Service at least 85. A Supplemental Benefit of $650 per month is payable until the earliest of age 62, eligibility for Social Security benefits, or death.

[4] The amount for Heritage Employees is reduced to reflect the benefits earned under the UTC Plan as of 6/30/13; including reduction for commencement of benefits prior to attaining age 65.

SCHEDULE SB ATTACHMENTS

Postponed Retirement[1]	The accrued benefit at retirement payable monthly.
Vested Termination[1]	The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit any time after the attainment of age 55 and the completion of 10 years of service, with the benefit actuarially reduced for each month benefit commencement precedes the Normal Retirement Date.
Disability Benefit[1]	The accrued benefit at disability payable monthly commencing six months after disablement.
Pre-retirement Death Benefits[1]	A 55% spouse's benefit is payable, and payment commences on the first day of the month following death or, if later, the earliest date on which the participant would have been eligible to retire based on service at death.
Lump Sum Post-retirement Death Benefit	A $1,000 lump sum benefit payable to the participant's beneficiary or estate

Other Plan Provisions

Forms of payment

A. Normal Form:

(i) Life annuity for unmarried participants

(ii) A subsidized 55% joint and survivor annuity with pop-up for married participants (married at least one year). The initial reduction factor of 5% is then reduced 0.5% for each year the participant's age exceeds the spouse's age or increased 0.5% for each year the spouse's age exceeds the participant's age (maximum increase is 5%).

B. Optional Forms:

(i) Level income

(ii) 55% joint and survivor level income with pop-up

(iii) 75% joint and survivor level income with pop-up

(iv) 75% contingent annuity with pop-up

The normal form of payment is converted to the 75% contingent annuity optional form using 6% interest rate and GAR-94 Mortality (unisex); except level income options uses 417(e) mortality and interest.

The 55% contingent annuity benefit is converted as described above under A(ii).

C. Automatic Lump Sum Payment:

For participants whose benefit has a lump sum value of $5,000 or less under 417(e) government mandated basis.

SUPPLEMENTAL SCHEDULES

Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan
EIN 34-0244000, Plan #005

(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**
	ALLY AUTO 1.81% DUE 06-15-2020	Asset-backed Securities	$ 1,019,999	$ 1,019,458
	ALLY AUTO RECEIVABLES TR SER 17-3 CL A2 1.53% 03-16-2020	Asset-backed Securities	1,323,898	1,322,699
	AMERN EXPRESS CR A/C MASTER TR FLTG RT SER 2014-4 CL A 12-15-2021	Asset-backed Securities	2,008,281	2,007,240
	ARGENT SECS INC FLTG RT 2.32135% DUE 10-25-2033	Asset-backed Securities	107,160	107,414
	ARGENT SECS INC FLTG RT 2.46135% DUE 04-25-2034	Asset-backed Securities	208,177	215,215
	BA CR CARD TR FLTG RT 1.94947% DUE 10-15-2021	Asset-backed Securities	1,662,326	1,662,267
	CAP 1 MULTI-ASSET 1.39% DUE 01-15-2021	Asset-backed Securities	69,989	69,979
	CAP 1 MULTI-ASSET FLTG RT 1.91945% DUE 06-15-2022	Asset-backed Securities	2,571,273	2,569,969
	CAP 1 MULTI-ASSET FLTG RT 2.00945% DUE 02-15-2022	Asset-backed Securities	50,309	50,225
	CHASE ISSUANCE TR NT CL A 2016-1 05-17-2021 REG	Asset-backed Securities	2,513,438	2,509,498
	CITIBANK CR CARD ISSUANCE TR NT CL 2013-A7 FLTG RATE 09-10-2020 REG	Asset-backed Securities	2,508,594	2,506,250
	CMO MORTGAGEIT TR 2005-1 MTG BACKED NT CL 2-M-1 FLTG RT 02-25-2035	Asset-backed Securities	53,269	53,206
	FANNIE MAE CONN AVE SECS SER 17-C02 CL 2M2 FLTG 144A 09-25-2029	Asset-backed Securities	637,777	669,892
	FANNIE MAE SER 17-C04 CL 2M2 FLTG 144A 11-25-2029	Asset-backed Securities	74,000	75,720
	FEDERAL HOME LN MTG CORP SER 17-DNA2 CLASS M2 VAR RT DUE 10-25-2029	Asset-backed Securities	626,143	663,927
	FEDERAL HOME LN MTG CORP SR 17-HQA2 CL M2 FLTG RT 12-25-2029	Asset-backed Securities	250,000	253,170
	FHLMC GOLD SINGLE FAMILY 3% 15 YEARS SETTLES DECEMBER	Asset-backed Securities	445,399	443,029
	FHLMC GOLD SINGLE FAMILY 3% 30 YEARS SETTLES DECEMBER	Asset-backed Securities	260,059	259,332
	FHLMC GOLD SINGLE FAMILY 3.5% 15 YEARS SETTLES DECEMBER	Asset-backed Securities	103,775	103,441
	FHLMC GOLD SINGLE FAMILY 3.5% 30 YEARS SETTLES DECEMBER	Asset-backed Securities	1,104,748	1,101,950
	FHLMC GOLD SINGLE FAMILY 4% 30 YEARS SETTLES DECEMBER	Asset-backed Securities	1,500,241	1,493,839
	FNMA CONN AVE SECS SER 2017-C03 144A CL 1M-2 10-25-2029	Asset-backed Securities	130,173	134,589
	FNMA NT 5.625 07-15-2037	Asset-backed Securities	41,903	41,534
	FNMA SINGLE FAMILY MORTGAGE 3% 15 YEARS SETTLES DECEMBER	Asset-backed Securities	465,915	463,537
	FNMA SINGLE FAMILY MORTGAGE 3% 30 YEARS SETTLES DECEMBER	Asset-backed Securities	250,000	249,367

Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan

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

November 30, 2017

(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
	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES DECEMBER	Asset-backed Securities	991,761	989,465
	FNMA SINGLE FAMILY MORTGAGE 4% 30 YEARS SETTLES DECEMBER	Asset-backed Securities	1,711,248	1,702,969
	FNMA SINGLE FAMILY MTG 4.5 30 YEARS SETTLES DEC	Asset-backed Securities	112,235	111,683
	GM FINL CNSMR 1.71% DUE 09-16-2020	Asset-backed Securities	1,439,876	1,437,656
	GNMA II JUMBOS 3.5% 30 YEARS SETTLES DECEMBER	Asset-backed Securities	346,883	346,417
	HONDA AUTO RECEIVABLES OWNER TR SER 2017-3 CL A2 1.57% DUE 01-21-2020	Asset-backed Securities	1,209,892	1,207,255
	I/O CMO 1ST HORIZON MTG PASSTHRU TR SER 2006-FA1 CL IA2 FLTRT 04-25-2036 BEO	Asset-backed Securities	9,920	—
	NISSAN AUTO 1.56% DUE 05-15-2020	Asset-backed Securities	1,999,918	1,995,313
	PVTPL CANADIAN PACER AUTO RECEIVABLES TRSER 2017-1A CL A2A 1.772% 12-19-2019	Asset-backed Securities	660,000	659,273
	PVTPL NAVIENT STUDENT LN TR SR 2017-3 CL A-1 FLTG DUE 07-26-2066	Asset-backed Securities	77,250	77,344
	PVTPL SECURITIZED TERM AUTO RECEIVABLES TR 2017-2A CL A2A 1.82% 01-27-2020	Asset-backed Securities	530,000	529,435
	TOYOTA AUTO 1.46000003815% DUE 01-15-2020	Asset-backed Securities	119,997	119,839
	TOYOTA AUTO RECEIVABLES OWNER TRUST SR 2017-D CL A2A 2.03% DUE 08-17-2020	Asset-backed Securities	1,139,945	1,139,096
	TOYOTA AUTO RECEIVABLES SER 2017-C CLS A2A 1.58% DUE 07-15-2020	Asset-backed Securities	1,705,876	1,702,093
	WORLD OMNI AUTO 1.61% DUE 02-16-2021	Asset-backed Securities	529,944	528,851
	DREYFUS TR& AG CASH MGMT-PT	Interest-bearing Cash	274,100	274,100
	DREYFUS TREASURY PRIME FUND	Interest-bearing Cash	90,550	90,550
	INTEREST-BEARING CASH IN JEFFERIES PRIME BROKERAGE ACCOUNTS	Interest-bearing Cash	(48,096)	(48,096)
*	NORTHERN US GOV'T MONEY MARKET FUND	Interest-bearing Cash	11,120,538	11,120,538
	ABBOTT LABS 4.9% DUE 11-30-2046	Corporate Debt Securities	88,966	94,619
	ABBVIE INC 4.45% DUE 05-14-2046	Corporate Debt Securities	88,634	94,721
	AIG GLOBAL FDG SR FLTG RT 1.773632% DUE 07-02-2020	Corporate Debt Securities	1,629,338	1,628,697
	AMERICAN EXPRESS CO NT FLTG 09-29-2020	Corporate Debt Securities	2,623,250	2,622,892
	ANHEUSER-BUSCH 4.7% DUE 02-01-2036	Corporate Debt Securities	61,385	60,944
	ANHEUSER-BUSCH INBEV FIN INC GTD NT FLTGRATE DUE 02-01-2019 REG	Corporate Debt Securities	2,886,750	2,886,388
	APPLE INC 4.65% DUE 02-23-2046	Corporate Debt Securities	102,626	108,483

Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan

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

November 30, 2017

(a) Party in Interest	(b) (c) Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	APPLE INC NT FLTG RATE DUE 05-11-2020 REG	Corporate Debt Securities	2,558,730	2,557,772
	APPVION INC TERM LOAN SENIOR SECURED 07-02-2018	Corporate Debt Securities	213,659	220,180
	AT&T INC 3.9% DUE 08-14-2027	Corporate Debt Securities	99,827	99,392
	AT&T INC 4.75% DUE 05-15-2046	Corporate Debt Securities	88,807	90,177
	AT&T INC 5.45% DUE 03-01-2047	Corporate Debt Securities	169,837	168,988
	B A T CAP CORP 4.54% DUE 08-15-2047	Corporate Debt Securities	145,000	149,898
	BANCO SANTANDER SA 3.8% 02-23-2028	Corporate Debt Securities	199,078	199,582
	BANK AMER CORP 3.95% DUE 04-21-2025	Corporate Debt Securities	119,466	123,440
	BANK AMER CORP FLTG RT 2.56465% DUE 04-01-2019	Corporate Debt Securities	1,931,364	1,930,722
	BANK OF AMERICA N A 1.65% DUE 03-26-2018	Corporate Debt Securities	1,250,664	1,250,498
	BARCLAYS PLC 4.337% DUE 01-10-2028	Corporate Debt Securities	175,280	180,695
	BERKSHIRE HATHAWAY FIN FLTG RT 01-12-2018	Corporate Debt Securities	1,594,493	1,593,548
	BERKSHIRE HATHAWAY FLTG RT 2.06532% DUE 03-07-2018	Corporate Debt Securities	1,143,044	1,141,700
	BP CAP MKTS P L C 1.674% DUE 02-13-2018	Corporate Debt Securities	300,327	300,053
	BP CAP MKTS P L C FLTG RT 1.76289% DUE 08-14-2018	Corporate Debt Securities	2,993,007	2,990,346
	BROADCOM CORP / 3.875% 144A 01-15-2027	Corporate Debt Securities	185,612	176,383
	CATERPILLAR FINL FLTG RT 1.61606% DUE 09-11-2018	Corporate Debt Securities	1,020,367	1,020,122
	CATERPILLAR FINL SVCS FLTG RT DUE 12-06-2018	Corporate Debt Securities	2,052,162	2,051,605
	CDN NAT RES LTD FIXED 2.95% DUE 01-15-2023	Corporate Debt Securities	49,927	49,713
	CHARTER 4.908% DUE 07-23-2025	Corporate Debt Securities	179,598	179,593
	CHARTER 6.484% DUE 10-23-2045	Corporate Debt Securities	149,904	149,495
	CISCO SYSTEMS INC SR NT FLTG DUE 02-21-2018 REG	Corporate Debt Securities	2,601,954	2,598,130
	CITIBANK N A FLTG RT 2.04878% DUE 06-12-2020	Corporate Debt Securities	3,049,507	3,051,659
	CONCHO RES INC 3.75% DUE 10-01-2027	Corporate Debt Securities	120,804	120,601
	DAIMLER FIN NORTH AMER LLC NT FLTG RATE 144A DUE 05-18-2018 BEO	Corporate Debt Securities	1,502,877	1,501,985
	DAIMLER FIN NORTH AMER LLC NT FLTG RATE 144A DUE 11-05-2018 BEO	Corporate Debt Securities	705,193	705,499

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	DEERE JOHN CAP FLTG RT 1.94793% DUE 06-22-2020	Corporate Debt Securities	2,740,062	2,737,806
	DIAMOND 1 FIN CORP 5.45% DUE 06-15-2023	Corporate Debt Securities	225,931	226,501
	DISCOVERY COMMUNICATIONS LLC 5.0% DUE 09-20-2037/09-21-2017	Corporate Debt Securities	80,758	80,119
	DISCOVERY COMMUNICATIONS LLC 5.2% 09-20-2047	Corporate Debt Securities	64,921	64,369
	ENERGY TRANSFER 6.5% DUE 02-01-2042	Corporate Debt Securities	98,062	100,966
	ENERGY TRANSFER PARTNERS L P NEW 6.625% 12-31-2040	Corporate Debt Securities	140,000	138,075
	ESCROW GM CORP SR CONV 06/01/2009	Corporate Debt Securities	—	6,786
	EXXON MOBIL CORP NT FLTG DUE 03-01-2018 REG	Corporate Debt Securities	600,210	600,077
	EXXON MOBIL CORP NT FLTG RATE DUE 02-28-2018 REG	Corporate Debt Securities	2,416,555	2,413,466
	GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00749 VAR RT DUE 08-07-2018	Corporate Debt Securities	1,267,356	1,266,393
	GEN MTRS FINL CO 4% DUE 10-06-2026	Corporate Debt Securities	123,463	126,117
	GENERAL ELEC CO 5.25% DUE 12-06-2017	Corporate Debt Securities	2,226,946	2,200,475
	GENERAL ELEC CO FLTG RT 5% DUE 12-29-2049	Corporate Debt Securities	398,872	399,438
	GILEAD SCIENCES 4.6% DUE 09-01-2035	Corporate Debt Securities	61,608	60,713
	GILEAD SCIENCES INC SR NT FLTG RATE 09-20-2018	Corporate Debt Securities	1,190,000	1,190,596
	GOLDMAN SACHS 5.15% DUE 05-22-2045	Corporate Debt Securities	83,911	90,723
	GOLDMAN SACHS FLTG RT 2.90447% DUE 04-23-2020	Corporate Debt Securities	3,202,097	3,199,499
	GOLDMAN SACHS FLTG RT 3.691% DUE 06-05-2028	Corporate Debt Securities	120,000	121,095
	GOLDMAN SACHS FLTG RT 4.017% DUE 10-31-2038	Corporate Debt Securities	85,723	86,647
	HESS CORP 4.3% DUE 04-01-2027	Corporate Debt Securities	152,796	154,358
	HEWLETT PACKARD CO 4.65% DUE 12-09-2021	Corporate Debt Securities	225,162	224,234
	HEWLETT PACKARD ENTERPRISE CO NT STEP UP10-15-2025 12-30-2016	Corporate Debt Securities	93,362	93,726
	HSBC HLDGS PLC 6% 12-31-2049	Corporate Debt Securities	190,000	199,595
	INTEL CORP 1.35% DUE 12-15-2017	Corporate Debt Securities	590,000	589,968
	JPMORGAN CHASE & CO NT FLTG DUE 01-23-2020 REG	Corporate Debt Securities	3,204,157	3,196,394
	KINDER MORGAN INC 5.55% DUE 06-01-2045	Corporate Debt Securities	103,348	106,632

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	LEE ENTERPRISES INC LOAN (SECOND LIEN) DUE 12-15-2022 BEO	Corporate Debt Securities	414,567	397,485
	MICROSOFT CORP FIXED 4.5% DUE 02-06-2057	Corporate Debt Securities	77,222	86,040
	MORGAN STANLEY SR NT FLTG DUE 02-14-2020/02-14-2019 REG	Corporate Debt Securities	3,189,036	3,188,780
	MPLX LP FIXED 4.125% DUE 03-01-2027	Corporate Debt Securities	65,140	66,054
	NBCUNIVERSAL ENTERPRISE INC GTD NT FLTG RATE 144A 3C7 DUE 04-15-2018 BEO	Corporate Debt Securities	3,156,232	3,149,447
	NOBLE ENERGY INC 3.85% DUE 01-15-2028	Corporate Debt Securities	179,438	178,827
	NOBLE ENERGY INC 5.25% DUE 11-15-2043	Corporate Debt Securities	99,490	102,324
	PACIFIC GAS & ELEC CO SR NT FLTG RATE 144A DUE 11-28-2018 BEO	Corporate Debt Securities	830,000	829,902
	PFIZER INC NT FLTG DUE 06-15-2018 REG	Corporate Debt Securities	1,407,922	1,407,075
	PNC BK N A PITT PA FLTG RT 1.79567% DUE 05-19-2020	Corporate Debt Securities	1,204,370	1,202,832
	PVTPL DIAMOND 1 FIN CORP/DIAMOND 2 FIN CORP 1ST LIEN NT 144A 6.02	Corporate Debt Securities	71,882	71,455
	PVTPL ENEL FIN INTL N V BNDS 3.5% DUE 04-06-2028 BEO	Corporate Debt Securities	197,524	194,962
	PVTPL GRUPO BIMBO SAB DE 4.7% 11-10-2047	Corporate Debt Securities	199,552	200,000
	PVTPL SIMON PPTY GROUP L P NT 1.5 DUE 02-01-2018	Corporate Debt Securities	3,304,478	3,304,511
	QUALCOMM INC FLTG RT 1.70567% DUE 05-18-2018	Corporate Debt Securities	1,513,121	1,510,136
	SHALES 10.0% 15 SEP 2018 REGS	Corporate Debt Securities	235,782	12,965
	SHALES 12.0% 15 SEP 2020 REGS	Corporate Debt Securities	401,185	6,695
	SHARECARE, INC. PARTICIPATION IN $25,000,000 NOTE AND WARRANT PURCHASE AGRE**INC	Corporate Debt Securities	9,000,000	10,805,400
	SHELL INTL FIN B V FLTG RT 1.98981% DUE 11-10-2018	Corporate Debt Securities	2,014,672	2,010,072
	SIEMENS FLTG RT 1.74206% DUE 05-25-2018	Corporate Debt Securities	851,569	850,994
	SIEMENS FLTG RT 1.94042% DUE 03-16-2020	Corporate Debt Securities	1,334,586	1,334,514
	TARGET CORP 6% DUE 01-15-2018	Corporate Debt Securities	865,323	864,218
	TOTAL CAP INTL FLTG RT 1.96331% DUE 06-19-2019	Corporate Debt Securities	225,829	225,844
	TOTAL CAP INTL GTD NT FLTG RATE DUE 08-10-2018 REG	Corporate Debt Securities	2,969,679	2,965,699
	TOYOTA MOTOR CREDIT CORP FLTG RT DUE 04-17-2020 REG	Corporate Debt Securities	3,103,541	3,100,636
	U S BK NATL ASSN CINCINNATI FLTG RT 01-26-2018 REG	Corporate Debt Securities	500,935	500,065

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	U S BK NATL ASSN CINCINNATI OHIO MEDIUM FLTG 01-29-2018	Corporate Debt Securities	2,149,641	2,147,730
	US SHALE SOLUTIONS LLC SR NOTES	Corporate Debt Securities	144,250	459,869
	VALE OVERSEAS LTD 6.25% DUE 08-10-2026	Corporate Debt Securities	243,098	255,176
	VERIZON 4.125% DUE 08-15-2046	Corporate Debt Securities	56,245	59,052
	VERIZON 4.272% DUE 01-15-2036	Corporate Debt Securities	79,235	78,698
	VERIZON 4.672% DUE 03-15-2055	Corporate Debt Securities	94,674	99,451
	VIACOM INC NEW 4.375% DUE 03-15-2043	Corporate Debt Securities	121,568	117,056
	VIACOM INC NEW FLTG RT 5.875% DUE 02-28-2057	Corporate Debt Securities	92,007	88,822
	VIRGINIA ELEC & PWR CO 1.2 DUE 01-15-2018	Corporate Debt Securities	2,299,305	2,298,850
	WASTE ITALIA SPA BNDS 10.5% 15/11/2019 IN DEFAULT	Corporate Debt Securities	358,550	38,646
	WELLS FARGO & CO NEW MEDIUM TERM SR NTS FLTG RT DUE 01-30-2020	Corporate Debt Securities	3,203,517	3,205,010
	WESTMORELAND COAL 8.75% 144 A DUE 01-01-2022	Corporate Debt Securities	349,276	184,830
	WESTPAC BKG CORP 5%-FRN SUB PERP USD2000	Corporate Debt Securities	165,000	165,138
	WESTPAC BKG CORP FLTG 03-06-2020 REG	Corporate Debt Securities	1,919,963	1,922,038
	#REORG/CF CORPORATION NAME CHANGE FGL HOLDINGS 2L1AAS2 12-01-2017	Corporate Equity Securities	1,091,650	988,000
	SHARECARE	Corporate Equity Securities	—	749,975
	SHARECARE INC WARRANT EXERCISE PRC $100	Corporate Equity Securities	—	247,600
	SHARECARE INC WARRANT EXERCISE PRC $200	Corporate Equity Securities	—	247,500
	5TH 3RD BANCORP COM	Corporate Equity Securities	751,313	1,189,890
	AARON'S INC CLASS A	Corporate Equity Securities	289,396	414,920
	ADR BP P L C SPONSORED ADR	Corporate Equity Securities	774,181	721,260
	ADR GRUPO TELEVISA SA DE CV SPONSORED ADR REPSTG ORD PARTN SPONS ADR	Corporate Equity Securities	530,812	447,840
	ADR SONY CORP AMERN SH NEW	Corporate Equity Securities	877,979	1,731,600
	AERCAP HOLDINGS N.V. EUR0.01	Corporate Equity Securities	1,115,706	1,127,749
	AES CORP COM	Corporate Equity Securities	215,928	190,440
	AETNA INC	Corporate Equity Securities	3,203,472	4,594,590

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	ALLERGAN PLC. COM STK	Corporate Equity Securities	1,499,893	1,216,810
	ALPHABET INC CAP STK USD0.001 CL C	Corporate Equity Securities	8,129,344	11,148,690
	AMAZON COM INC COM	Corporate Equity Securities	3,358,955	6,413,288
	AMC NETWORKS INC CL A	Corporate Equity Securities	415,206	515,400
	AMERICAN AIRLINES INC COM USD1	Corporate Equity Securities	2,808,397	5,387,283
	AMERICAN EXPRESS CO	Corporate Equity Securities	246,139	488,550
	AMERICAN INTERNATIONAL GROUP INC COM	Corporate Equity Securities	174,091	269,820
	AMETEK INC NEW COM	Corporate Equity Securities	84,525	130,842
	AMPCO-PITTSBURG CORP COM	Corporate Equity Securities	204,607	257,400
	ANADARKO PETRO CORP COM	Corporate Equity Securities	829,873	764,631
	ANALOG DEVICES INC COM	Corporate Equity Securities	1,942,426	1,980,530
	ANSYS INC COM	Corporate Equity Securities	2,780,435	4,371,457
	AON PLC COM	Corporate Equity Securities	6,949,183	13,180,680
	ASSURANT INC COM	Corporate Equity Securities	980,890	2,602,446
	ASTEC INDS INC COM	Corporate Equity Securities	317,281	442,960
	ATHENE HOLDING LTD COM USD0.001 CL A	Corporate Equity Securities	2,128,784	2,067,010
	AUTOZONE INC COM	Corporate Equity Securities	260,201	343,380
	BADGER METER INC COM	Corporate Equity Securities	27,228	74,240
	BANK NEW YORK MELLON CORP COM STK	Corporate Equity Securities	1,591,411	3,558,100
	BANK OF AMERICA CORP	Corporate Equity Securities	12,970,384	20,741,571
	BASSETT FURNITURE INDS INC COM STK	Corporate Equity Securities	153,230	230,400
	BB&T CORP COM	Corporate Equity Securities	1,037,913	1,482,600
	BBA AVIATION PLC ORD GBP0.2976 (POST CONS)	Corporate Equity Securities	464,235	676,554
	BERKLEY W R CORP COM	Corporate Equity Securities	1,330,488	1,624,320
	BERKSHIRE HATHAWAY INC-CL B	Corporate Equity Securities	7,318,683	9,496,092
	BIOPHARMA CREDIT P ORD USD0.01	Corporate Equity Securities	20,127,639	21,310,138

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	BOYD GAMING CORP COM	Corporate Equity Securities	232,121	956,700
	BRISTOL MYERS SQUIBB CO COM	Corporate Equity Securities	554,925	947,850
	BROWN FORMAN CORP CL A CL A	Corporate Equity Securities	156,491	337,736
	BUFFALO WILD WINGS INC COM STK	Corporate Equity Securities	311,225	311,900
	CABOT OIL & GAS CORP COM	Corporate Equity Securities	1,731,713	2,171,250
	CAPITAL ONE FINL CORP COM	Corporate Equity Securities	1,006,678	1,288,000
	CBS CORP NEW CL A	Corporate Equity Securities	353,708	399,350
	CHEESECAKE FACTORY INC COM	Corporate Equity Securities	102,246	147,120
	CHEMED CORP NEW COM	Corporate Equity Securities	68,051	245,940
	CHURCHILL DOWNS INC COM	Corporate Equity Securities	99,968	376,000
	CINCINNATI BELL INC NEW COM NEW COM NEW	Corporate Equity Securities	409,069	434,000
	CIRCOR INTL INC COM	Corporate Equity Securities	768,805	1,114,120
	CITIGROUP INC COM NEW COM NEW	Corporate Equity Securities	11,283,160	16,995,050
	CLEAR CHANNEL OUTDOOR HLDGS INC COM CL ACOM CL A	Corporate Equity Securities	673,973	376,000
	CNH INDUSTRIAL NV COM STK	Corporate Equity Securities	1,490,124	2,600,000
	CNX RESOURCES CORPORATION COM	Corporate Equity Securities	619,911	558,000
	COHEN & STEERS INC COM	Corporate Equity Securities	359,736	558,960
	COMERICA INC COM	Corporate Equity Securities	991,697	1,832,820
	COMMERCEHUB ICOMMERCEHUB INC COM SER CNC COM SER C	Corporate Equity Securities	47,154	85,840
	COMMERCEHUB INC COM SER A COM SER A	Corporate Equity Securities	39,090	68,580
	COMSCORE INC COM	Corporate Equity Securities	1,344,456	1,391,520
	CONSOL ENERGY INC NEW COM	Corporate Equity Securities	111,323	110,000
	COSTAR GROUP INC COM	Corporate Equity Securities	3,197,759	5,218,647
	CRANE CO COM	Corporate Equity Securities	319,687	597,590
	CURTISS WRIGHT CORP COM	Corporate Equity Securities	190,465	683,100
	CYPRESS SEMICONDUCTOR CORP COM	Corporate Equity Securities	393,439	672,420

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	D R HORTON INC COM	Corporate Equity Securities	649,821	1,530,000
	DANA INC COM	Corporate Equity Securities	1,144,341	2,577,120
	DAVIDE DE CAMPARI EUR0.05	Corporate Equity Securities	435,890	701,817
	DELTA AIR LINES INC DEL COM NEW COM NEW	Corporate Equity Securities	2,229,123	2,434,320
	DEVON ENERGY CORP NEW COM	Corporate Equity Securities	842,546	577,950
	DIAGEO PLC SPONSORED ADR NEW	Corporate Equity Securities	373,535	526,186
	DIEBOLD NIXDORF INC COM STK	Corporate Equity Securities	849,816	691,200
	DISCOVERY COMMUNICATIONS INC NEW COM SERA STK	Corporate Equity Securities	728,019	494,520
	DISH NETWORK CORP CL A COM STK	Corporate Equity Securities	3,397,442	3,449,468
	EASTN CO COM	Corporate Equity Securities	395,362	518,400
	ECOLAB INC COM STK USD1	Corporate Equity Securities	4,553,231	5,328,064
	EDGEWELL PERS CARE CO COM	Corporate Equity Securities	1,189,867	869,850
	EL PASO ELEC CO COM NEW	Corporate Equity Securities	291,098	548,100
	ENDO INTL LTD COM STK	Corporate Equity Securities	691,823	308,280
	ENPRO INDS INC COM	Corporate Equity Securities	459,764	742,782
	EOG RESOURCES INC COM	Corporate Equity Securities	1,966,062	2,762,640
	ESC AMR CORP ESCR COM STK	Corporate Equity Securities	—	621,180
	EXXON MOBIL CORP COM	Corporate Equity Securities	242,632	333,160
	FACTSET RESH SYS INC COM STK	Corporate Equity Securities	3,550,706	4,158,304
	FASTENAL CO COM	Corporate Equity Securities	4,861,706	5,409,372
	FEDEX CORP COM	Corporate Equity Securities	2,899,526	6,087,398
	FERRO CORP COM	Corporate Equity Securities	446,922	2,281,500
	FIDELITY NATL INFORMATION SVCS INC COM STK	Corporate Equity Securities	791,761	1,122,527
	FLOWERS FOODS INC COM	Corporate Equity Securities	224,925	299,700
	FLOWSERVE CORP COM	Corporate Equity Securities	521,280	596,120
	FORTUNE BRANDS HOME & SEC INC COM	Corporate Equity Securities	469,626	1,778,920

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	FREEPORT-MCMORAN INC	Corporate Equity Securities	2,301,588	1,767,840
	GAM HOLDING LTD COMSTK	Corporate Equity Securities	73,994	127,094
	GARTNER INC COM	Corporate Equity Securities	3,349,253	4,239,371
	GATX CORP COM	Corporate Equity Securities	830,471	1,199,850
	GCP APPLIED TECHNOLOGIES INC COM	Corporate Equity Securities	1,036,504	1,080,750
	GEN MTRS CO COM	Corporate Equity Securities	3,016,946	3,858,494
	GENERAL DYNAMICS CORP COM	Corporate Equity Securities	779,499	1,077,232
	GENERAL ELECTRIC CO	Corporate Equity Securities	766,848	640,150
	GENERAL MILLS INC COM	Corporate Equity Securities	416,359	565,600
	GENUINE PARTS CO COM	Corporate Equity Securities	279,137	418,365
	GOGO INC COM	Corporate Equity Securities	368,151	352,320
	GOLDMAN SACHS GROUP INC COM	Corporate Equity Securities	1,859,287	2,699,276
	GORMAN RUPP CO COM	Corporate Equity Securities	455,746	658,600
	GRACO INC COM	Corporate Equity Securities	1,994,232	5,000,420
	GRIFFIN INDUSTRIAL REALTY INC. COM USD0.01	Corporate Equity Securities	397,647	547,500
	GRIFFON CORP COM	Corporate Equity Securities	687,055	1,284,250
	HARRIS CORP COM	Corporate Equity Securities	495,790	867,000
	HARTFORD FINL SVCS GROUP INC COM	Corporate Equity Securities	162,725	258,480
	HAYNES INTL INC COM NEW COM NEW	Corporate Equity Securities	197,071	160,200
	HERC HLDGS INC COM	Corporate Equity Securities	1,627,491	2,959,000
	HERTZ GLOBAL HLDGS INC NEW COM	Corporate Equity Securities	1,500,941	1,478,100
	HEWLETT PACKARD ENTERPRISE CO COM	Corporate Equity Securities	108,469	167,400
	HONEYWELL INTL INC COM STK	Corporate Equity Securities	583,890	1,559,600
	HUNTINGTON BANCSHARES INC COM	Corporate Equity Securities	549,594	864,000
	INTERACTIVE BROKERS GROUP INC CL COM	Corporate Equity Securities	4,992,316	7,558,909
	INTERNAP CORP COM PAR $.001 NEW	Corporate Equity Securities	687,940	690,138

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	INTERPUBLIC GROUP COMPANIES INC COM	Corporate Equity Securities	390,100	395,600
	INTL FLAVORS & FRAGRANCES INC COM	Corporate Equity Securities	99,745	155,440
	JOHNSON CTLS INTL PLC COM USD0.01	Corporate Equity Securities	461,776	752,800
	JPMORGAN CHASE & CO COM	Corporate Equity Securities	6,853,765	14,559,636
	KAMAN CORP COM	Corporate Equity Securities	1,166,028	1,909,120
	KELLOGG CO COM USD0.25	Corporate Equity Securities	671,396	860,080
	KEYCORP NEW COM	Corporate Equity Securities	517,842	759,200
	KINNEVIK AB SER'B'NPV (POST SPLIT)	Corporate Equity Securities	1,189,639	1,288,225
	KLX INC COM	Corporate Equity Securities	113,875	168,330
	LEGG MASON INC COM	Corporate Equity Securities	1,940,822	2,877,120
	LENNAR CORP CL A CL A	Corporate Equity Securities	2,061,975	3,892,360
	LENNAR CORP CL B	Corporate Equity Securities	2,613,281	4,513,081
	LIBERTY EXPEDIA HLDGS INC SER A COM SER A COM	Corporate Equity Securities	24,934	90,160
	LIBERTY GLOBAL PLC -SERIES C COM	Corporate Equity Securities	5,856,756	5,772,918
	LIBERTY GLOBAL PLC USD0.01 A	Corporate Equity Securities	176,906	289,969
	LIBERTY INTERACTIVE CORP LIBERTY VENTURES COM SER A NEW SER A NEW	Corporate Equity Securities	33,713	167,430
	LIBERTY INTERACTIVE CORPORATION QVC GROUP SER A	Corporate Equity Securities	171,989	292,800
	LIBERTY LILAC GROUP-A COMMON STOCK	Corporate Equity Securities	61,907	62,400
	LIBERTY MEDIA CORP DEL COM SER C BRAVES GROUP COM SER C BRAVES GROUP	Corporate Equity Securities	576,148	543,360
	LIBERTY TRIPADVISOR HLDGS INC COM USD0.01 'A'	Corporate Equity Securities	273,214	297,003
	LILAC GROUP - CL C W /I COMMON STOCK	Corporate Equity Securities	684,520	423,611
	LINCOLN NATL CORP COM	Corporate Equity Securities	4,600,635	5,802,490
	LOUISIANA-PACIFIC CORP COM	Corporate Equity Securities	207,676	717,860
	LYONDELLBASELL IND N V COM USD0.01 CL 'A'	Corporate Equity Securities	2,442,674	2,868,780
	M & T BK CORP COM	Corporate Equity Securities	737,850	1,182,650
	MARCUS CORP DEL COM	Corporate Equity Securities	726,757	1,629,800

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

November 30, 2017

(a) Party in Interest	(b) (c) Identity of Issue, Borrower, Lessor or Similar Party including Maturity Date, Interest Date, Interest Rate, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	MARINE PRODS CORP COM	Corporate Equity Securities	85,697	166,297
	MARKEL CORP HOLDING CO COM	Corporate Equity Securities	3,234,255	3,950,526
	MARRIOTT INTL INC NEW COM STK CL A	Corporate Equity Securities	2,489,736	4,673,600
	MATERION CORP COM	Corporate Equity Securities	294,406	586,800
	MERCK & CO INC NEW COM	Corporate Equity Securities	479,462	773,780
	MGM RESORTS INTERNATIONAL COM	Corporate Equity Securities	874,644	1,023,600
	MICROSOFT CORP COM	Corporate Equity Securities	7,585,450	15,798,709
	MILLICOM INTERNATIONAL CELLULAR COM USD1.50 (POST-SUBD)	Corporate Equity Securities	3,527,751	3,778,700
	MLP ALLIANCEBERNSTEIN HLDG L P UNIT LTD PARTNERSHIP INTERESTS	Corporate Equity Securities	160,075	250,000
	MONDELEZ INTL INC COM	Corporate Equity Securities	2,655,427	3,177,560
	MORGAN STANLEY COM STK USD0.01	Corporate Equity Securities	942,951	1,775,384
	MUELLER INDS INC COM	Corporate Equity Securities	2,148,329	3,348,800
	MUELLER WTR PRODS INC COM SER A STK	Corporate Equity Securities	430,278	437,150
	MYERS INDS INC COM	Corporate Equity Securities	406,725	640,500
	NATIONAL INSTRS CORP COM	Corporate Equity Securities	3,071,166	4,311,319
	NATL FUEL GAS CO COM	Corporate Equity Securities	1,672,446	1,940,400
	NAVISTAR INTL CORP NEW COM	Corporate Equity Securities	2,229,585	3,663,900
	NEWMONT MINING CORP NEW COM	Corporate Equity Securities	2,121,005	1,775,520
	NOBLE ENERGY INC COM	Corporate Equity Securities	1,882,180	1,315,000
*	NORTHERN TR CORP COM	Corporate Equity Securities	225,239	488,900
	O REILLY AUTOMOTIVE INC NEW COM USD0.01	Corporate Equity Securities	433,216	826,735
	OBSIDIAN ENERGY LTD	Corporate Equity Securities	7,876,429	4,445,000
	ORACLE CORP COM	Corporate Equity Securities	9,550,951	11,921,580
	ORBITAL ATK INC COM	Corporate Equity Securities	531,220	527,760
	PATTERSON COS INC COM	Corporate Equity Securities	1,130,713	1,206,150
	PEPSICO INC COM	Corporate Equity Securities	2,600,977	2,947,956

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	PFIZER INC COM	Corporate Equity Securities	385,925	725,200
	PIONEER NAT RES CO COM	Corporate Equity Securities	2,562,816	3,901,000
	PNC FINANCIAL SERVICES GROUP COM STK	Corporate Equity Securities	3,083,507	6,465,760
	PNM RES INC COM	Corporate Equity Securities	148,160	364,000
	POST HLDGS INC COM STK	Corporate Equity Securities	93,729	238,350
	PVTPL SHARECARE INC COM STK	Corporate Equity Securities	65	1,950,000
	REMY COINTREAU EUR1.60	Corporate Equity Securities	253,004	399,914
	RYMAN HOSPITALITY PPTYS INC COM	Corporate Equity Securities	1,376,121	3,335,040
	SCHULMAN A INC COM	Corporate Equity Securities	131,461	227,700
	SCRIPPS E W CO OHIO CL A NEW COM STK	Corporate Equity Securities	1,443,432	1,507,000
	SNYDERS-LANCE INC COM	Corporate Equity Securities	706,845	1,160,400
	STATE STR CORP COM	Corporate Equity Securities	1,100,702	2,288,400
	SUN TR BANKS INC COM	Corporate Equity Securities	917,019	1,571,565
	SYNERGETICS USA INC	Corporate Equity Securities	—	25,111
	TCF FNCL CORP COM	Corporate Equity Securities	871,205	1,117,050
	TELEPHONE & DATA SYS INC COM STK	Corporate Equity Securities	248,551	276,900
	TEXTRON INC COM	Corporate Equity Securities	1,722,447	2,367,675
	THERMO FISHER CORP	Corporate Equity Securities	1,901,766	2,505,880
	TIMKENSTEEL CORP COM NPV 'WI'	Corporate Equity Securities	532,126	724,800
	T-MOBILE US INC COM	Corporate Equity Securities	979,909	977,120
	TOLL BROS INC COM	Corporate Equity Securities	2,528,200	4,127,060
	TRAVELERS COS INC COM STK	Corporate Equity Securities	1,252,968	2,887,641
	TREDEGAR CORP INC	Corporate Equity Securities	907,610	985,000
	TRIBUNE MEDIA COMPANY CLASS A COMMON STOCK	Corporate Equity Securities	370,830	494,400
	TRINITY IND INC COM	Corporate Equity Securities	189,000	285,200
	TRIPADVISOR INC COM USD0.001	Corporate Equity Securities	1,598,313	1,585,596

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	TWENTY-FIRST CENTY FOX INC CL B CL B	Corporate Equity Securities	5,664,518	6,064,905
	TWIN DISC INC COM	Corporate Equity Securities	511,116	899,200
	U.S. CELLULAR CORP COM	Corporate Equity Securities	1,369,573	1,324,400
	UNDER ARMOUR INC CL C COM	Corporate Equity Securities	5,458,171	2,708,683
	UNITED RENTALS INC COM	Corporate Equity Securities	2,592,768	3,987,000
	UNITEDHEALTH GROUP INC COM	Corporate Equity Securities	3,019,287	5,122,417
	US BANCORP	Corporate Equity Securities	1,171,718	1,654,500
	VALVOLINE INC COM	Corporate Equity Securities	886,416	986,400
	VIACOM INC NEW CL A	Corporate Equity Securities	3,315,222	2,111,100
	VIACOM INC NEW CL B	Corporate Equity Securities	273,813	283,200
	VISA INC COM CL A STK	Corporate Equity Securities	112,827	900,720
	WADDELL & REED FINL INC CL A COM	Corporate Equity Securities	253,222	304,500
	WATERS CORP COM	Corporate Equity Securities	2,806,266	4,055,195
	WATTS WTR TECHNOLOGIES INC	Corporate Equity Securities	182,035	334,800
	WEATHERFORD INTERNATIONAL LTD(IE)USD0.001	Corporate Equity Securities	2,316,018	792,000
	WEBSTER FNCL CORP WATERBURY CONN COM	Corporate Equity Securities	289,461	573,700
	WELLS FARGO & CO NEW COM STK	Corporate Equity Securities	6,643,250	8,570,734
	WHIRLPOOL CORP COM	Corporate Equity Securities	3,802,002	3,641,112
	WMIH CORP COMMON STOCK	Corporate Equity Securities	5,336,204	1,886,043
	WPX ENERGY INC COM SHS	Corporate Equity Securities	2,620,412	2,419,970
	WYNN RESORTS LTD COM	Corporate Equity Securities	826,810	1,422,720
	XYLEM INC COM	Corporate Equity Securities	370,067	970,760
	ZIMMER BIOMET HLDGS INC COM	Corporate Equity Securities	211,642	210,780
	ZOETIS INC COM USD0.01 CL 'A'	Corporate Equity Securities	214,925	361,450
	MOROCCO KGDM U S AID AGY PROM NT FLTG RATE DUE 02-01-2025 REG	Foreign Bonds	83,849	—

Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan

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

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	PVPTL PETROLEOS MEXICANOS MEDIUM TERM NT 144A S 6.5% 03-13-2027	Foreign Bonds	110,761	115,789
	STH AFRICA(REP OF) 6.5% BDS 28/02/41 ZAR'R214'	Foreign Bonds	336,935	313,294
	ASHE CAPITAL PARTNERS LP	Hedge Funds	50,000,000	67,261,414
	CF RAGING CAPITAL OFFSHORE FUND, LTD CL 1B SERIES 1 (GENCORP ONLY)	Hedge Funds	18,750,000	16,442,551
	CF RAGING CAPITAL OFFSHORE FUND, LTD CL 1B SERIES 25(GENCORP ONLY)	Hedge Funds	9,375,000	7,521,001
	CF RAGING CAPITAL OFFSHORE FUND, LTD CL 1B SERIES 27 (GENCORP ONLY)	Hedge Funds	9,375,000	7,590,769
	CF TELEIOS GLOBAL OPPORTUNITIES MASTER FUND, LTD	Hedge Funds	10,000,000	11,177,816
	Northern Right Capital (QP), LP	Hedge Funds	10,000,000	9,995,176
	THELEME PARTNERS , LLP	Hedge Funds	30,000,000	33,361,834
	BLUE OCEAN ONSHORE FUND LP	Private Assets	24,505,799	24,505,799
	CORNELL CAPITAL PARTNERS III LP	Private Assets	5,727,772	5,691,566
	CRESCENT COVE CAPITAL II-B, LP	Private Assets	2,500,000	2,500,000
	ENTRUSTPERMAL AJRD PARTNERS LP	Private Assets	28,393,961	32,921,274
	GREY K ENVIRONMENTAL FUND II, LP	Private Assets	6,165,212	882,219
	GREY K ENVIRONMENTAL FUND L.P.	Private Assets	3,447,430	295,764
	RPS BIOPHARMA HOLDINGS LP	Private Assets	11,058,486	11,410,859
	SOUTHFIELD MEZZANINE CAPITAL LP	Private Assets	4,125,000	4,753,932
	W. I. HARPER INC FUND VI, LTD	Private Assets	54,378	9,644,504
	UNITED STATES 0.0% T-BILL 01-11-2018	U.S. Government Securities	2,493,363	2,496,825
	UNITED STATES OF AMER TREAS BONDS 0.625% TIPS INFL IDX 02-15-2043 USD1000	U.S. Government Securities	170,047	172,337
	UNITED STATES TREAS BDS DTD 00218 3.875%DUE 08-15-2040 REG	U.S. Government Securities	1,710,627	1,730,938
	UNITED STATES TREAS BDS DTD 02/15/2006 4.5% DUE 02-15-2036 REG	U.S. Government Securities	107,462	108,012
	UNITED STATES TREAS BDS INFLATION INDEX LINKED 3.875% 04-15-2029	U.S. Government Securities	1,162,604	1,152,819
	UNITED STATES TREAS BILLS 01-04-2018 DTD01/05/2017	U.S. Government Securities	7,979,109	7,991,690

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

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	UNITED STATES TREAS BILLS 05-24-2018 UNITED STATES TREAS BILLS	U.S. Government Securities	297,062	297,974
	UNITED STATES TREAS NTS 1.375 DUE 11-30-2018	U.S. Government Securities	385,196	383,827
	UNITED STATES TREAS NTS 2.125% 12-31-2021	U.S. Government Securities	367,988	365,955
	UNITED STATES TREAS NTS DTD 02/29/2016 1.5% DUE 02-28-2023 REG	U.S. Government Securities	843,876	840,875
	UNITED STATES TREAS NTS DTD 04/30/2015 1.375% DUE 04-30-2020 REG	U.S. Government Securities	183,172	182,883
	UNITED STATES TREAS NTS DTD 08/31/2011 1.5% DUE 08-31-2018 REG	U.S. Government Securities	636,662	634,578
	UNITED STATES TREAS NTS DTD 1.5% DUE 01-31-2019 REG	U.S. Government Securities	385,813	384,007
	UNITED STATES TREAS NTS DTD 683 1.625% DUE 02-15-2026 REG	U.S. Government Securities	1,800,256	1,788,258
	UNITED STATES TREAS NTS NT 2.625% DUE 04-30-2018 REG	U.S. Government Securities	273,895	271,318
	US TREAS BDS INDEX LINKED 2.00 DUE 01-15-2026 REG	U.S. Government Securities	763,387	763,121
	US TREAS BDS INDEX LINKED 2.5 DUE 01-15-2029 REG	U.S. Government Securities	621,613	619,607
*	MFB NT COLLECTIVE TIPS INDEX FUND - NON LENDING	Value of Interest in Common/ Collective Trusts	1,372,421	1,715,386
*	MFB NT COLLECTIVE AGGREGATE BOND INDEX FUND-NON LENDING	Value of Interest in Common/ Collective Trusts	3,007,485	3,750,735
*	MFB NT COLLECTIVE EAFE INDEX FUND-NON LENDING	Value of Interest in Common/ Collective Trusts	213,973	332,805
*	MFB NT COLLECTIVE RUSSELL 3000 INDEX FUND - NON-LENDING	Value of Interest in Common/ Collective Trusts	351,624	814,776
*	NTGI COLLECTIVE GOVERNMENT SHORT TERM INVESTMENT FUND	Value of Interest in Common/ Collective Trusts	25,219,950	25,219,950
	MFO NEUBERGER BERMAN HI IN B-INS	Value of Interest in Registered Investment Companies	5,886,440	5,865,648
	MFO NEUBERGER BERMAN INCOME FDS NEW FLOATING RATE INCOME FD INSTL CL	Value of Interest in Registered Investment Companies	2,153,314	2,151,148
	MFO NEUBERGER EMERGING MARKETS DEBT INSTL	Value of Interest in Registered Investment Companies	3,359,664	3,405,177
			$ 776,635,720	$ 930,155,090

*Indicates a party-in-interest to the Plan

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2017

Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)[1]	Outstanding Balance	Amortization Payment
Shortfall	12/01/2016	10,347,402	7	10,347,402	1,709,633
Shortfall	12/01/2015	127,304,155	6	113,134,996	21,171,065
Shortfall	12/01/2014	38,510,440	5	29,604,840	6,445,068
Shortfall	12/01/2013	(23,286,361)	4	(14,707,280)	(3,919,224)
Shortfall	12/01/2012	(150,668,779)	3	(73,508,303)	(25,572,197)
Shortfall	12/01/2011	264,648,550	9	176,069,373	24,097,616
Total				240,941,028	23,931,961

[1]Aerojet Rocketdyne elected the 15-year amortization schedule under PRA.

Plan Name:	Aerojet Rocketdyne (GenCorp) Consolidated Pension Plan
EIN / PN:	34-0244000/005
Plan Sponsor:	Aerojet Rocketdyne Holdings, Inc.
Valuation Date	December 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24
Change in Actuarial Assumptions

- The variable unit value was changed from 25.45390 to 25.41394 to reflect the unit value applicable during the plan year beginning 12/1/2015.
- The variable fund investment return was changed from 3.80% to 3.75% to reflect current market conditions.
- The assumed plan-related expenses added to the target normal cost were changed from $12,500,000 in 2015 to $14,970,000 for 2016.
- For FY 2015 through FY 2017, termination and retirement rates are increased to reflect the impact of the Competitive Improvement Program. Impact is assumed to be a reduction of 10% of current active population over three years in addition to already expected terminations and retirements. After FYE 2017, termination and retirement rates will return to their original levels.
- Form of Payment was changed to better reflect experience and anticipated future elections for Program F and deferred participants in Program E.
- Retirement rates for deferred participants were updated to better reflect experience and future expectations.