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PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # 805175 (7) 1. Corporation Name GENCORP INC.



Principal Place of Business 175 GHENT ROAD FAIRLAWN OH 44333-3300 US Mailing Address 175 GHENT ROAD FAIRLAWN OH 44333-3300 US

3. Date Incorporated or Qualified 02/20/1940 3a. Date of Last Report 04/25/1995

2. Principal Place of Business 21 2a. Mailing Address 26 Suite, Apt. #, etc. 22 27 City & State 23 28 Zip 24 25 Country 29 30 Country 4. FEI Number 34-0244000 Applied For Not Applicable 5. Certificate of Status Desired \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324 10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

Table with 2 main columns: 12. OFFICERS AND DIRECTORS and 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows include names like REYNOLDS, A W and LAFONTANT-MANKARIOUS J.

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, changed, or in an attachment with an address.

SIGNATURE: [Signature] D. M. Steuert, Vice Pres. 4/25/96 330 869-4437

CR2E034 (12/95)

DIRECTORS AND OFFICERS OF GENCORP INC.

Officers

John B. Yasinsky	Chairman, President and Chief Executive Officer
William E. Bachman	Executive Vice President
Marvin L. Isles	Executive Vice President
Roger I. Ramseier	Executive Vice President
Charles R. Ennis	Senior Vice President, Law and Environmental Affairs; General Counsel
D. Michael Steuert	Senior Vice President and Chief Financial Officer
Thomas W. Arndt	Vice President; President, Vibration Control Division
Edward R. Dye	Secretary
Samuel W. Harmon	Vice President, Human Resources
Michael E. Hicks	Treasurer
Sam W. Hughes	Vice President; President, Reinforced Plastics Division
Russell A. Livigni	Vice President , Corporate Technology
P. David Mittiga	Vice President; President, Decorative and Building Products Division
Robert F. Rywalski	Assistant Secretary
Wayne A. Smith	Vice President; President, Vehicle Sealing Division
Philip A. Spanninger	Vice President, International
James W. Ward	Vice President; President, Wallcovering Division
Gregg R. Weida	Vice President; President, Penn Racquet Sports Division
Dalton I. Windham	Vice President; President, Designed Products Manufacturing Division
Rosemary Younts	Vice President, Communications
Marvin W. Zima	Vice President; President, Specialty Polymers Division

Directors

John B. Yasinsky - Chairman	Diane E. McGarry
Charles A. Corry	James M. Osterhoff
William K. Hall	Paul J. Phoenix
Robert K. Jaedicke	R. Byron Pipes
Paul X. Kelley	James R. Stover
Robert D. Kunisch	

Address of Officers and Directors as listed above:
175 Ghent Road, Fairlawn, Ohio 44333-3300