

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Mar 30 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 805175 (7)**

1. Corporation Name  
**GENCORP INC.**



Principal Place of Business <b>175 GHENT ROAD                  FAIRLAWN OH 44333-3300                  US</b>	Mailing Address <b>175 GHENT ROAD                  FAIRLAWN OH 44333-3300                  US</b>
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DO NOT WRITE IN THIS SPACE

<b>21</b> Principal Place of Business	<b>2a.</b> Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
<b>22</b> City & State	<b>27</b> City & State
<b>23</b> Zip	<b>28</b> Zip
Country	Country
<b>24</b>	<b>29</b>
<b>25</b>	<b>30</b>

**3.** Date Incorporated or Qualified  
**02/20/1940**

**4.** FEI Number  
**34-0244000**

**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 owes or has paid the current year Intangible Personal Property Tax due June 30.  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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

**12. OFFICERS AND DIRECTORS**

TITLE	<b>S</b>	<input type="checkbox"/> DELETE
NAME	<b>DYE, E.R.</b>	
STREET ADDRESS	<b>175 GHENT ROAD</b>	
CITY-ST-ZIP	<b>FAIRLAWN OH</b>	
TITLE	<b>VPCF</b>	<input type="checkbox"/> DELETE
NAME	<b>STEUERT, D. M.</b>	
STREET ADDRESS	<b>175 GHENT ROAD</b>	
CITY-ST-ZIP	<b>FAIRLAWN OH</b>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

**13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12**

<b>1.1</b> TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>1.2</b> NAME	
<b>1.3</b> STREET ADDRESS	
<b>1.4</b> CITY-ST-ZIP	
<b>2.1</b> TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>2.2</b> NAME	
<b>2.3</b> STREET ADDRESS	
<b>2.4</b> CITY-ST-ZIP	
<b>3.1</b> TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>3.2</b> NAME	
<b>3.3</b> STREET ADDRESS	
<b>3.4</b> CITY-ST-ZIP	
<b>4.1</b> TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>4.2</b> NAME	
<b>4.3</b> STREET ADDRESS	
<b>4.4</b> CITY-ST-ZIP	
<b>5.1</b> TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>5.2</b> NAME	
<b>5.3</b> STREET ADDRESS	
<b>5.4</b> CITY-ST-ZIP	
<b>6.1</b> TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>6.2</b> NAME	
<b>6.3</b> STREET ADDRESS	
<b>6.4</b> CITY-ST-ZIP	

**14.** I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; 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 if changed, or on an attachment with an address.

**SIGNATURE:**  **3/17/98 (330)869-4446**

CP2E034 (10/97)

DIRECTORS AND OFFICER OF GENCORP INC.  
175 GHENT ROAD  
FAIRLAWN, OHIO 44333-3300

Directors

John B. Yasinsky - Chairman  
Charles A.(Chuck) Corry  
William K.(Bill) Hall  
Robert K. (Bob) Jaedicke  
Paul X.(PX) Kelley  
Robert D.(Bob) Kunisch

Diane E. McGarry  
James M.(Jim) Osterhoff  
Paul J. Phoenix  
R. Byron Pipes  
James R. (Jim) Stover

Officers

John B. Yasinsky

Chairman of the Board, President  
and Chief Executive Officer

Samuel W.(Sam) Harmon

Senior Vice President, Human Resources

James K.(Jim) Lambert

Senior Vice President, Operations and Total Quality

Nathaniel J. (Nat) Mass

Senior Vice President, Strategic Growth

William R. (Bill) Phillips

Senior Vice President, Law; General Counsel

D. Michael (Mike) Steuert

Senior Vice President and Chief Financial Officer

Rosemary Younts

Senior Vice President, Communications

Edward R. (Ed) Dye

Secretary

Michael E. (Mike) Hicks

Treasurer

Kevin M. McMullen

Vice President; President, Decorative Products  
Group

P. David(Dave) Mittiga

Vice President; President, Decorative and Building  
Products Division

Roger I. Ramseier

Vice President; President, Aerojet-General Corp.

Wayne A. Smith

Vice President; President, Vehicle Sealing Division

Philip A. (Phil) Spanninger

Vice President, International

James W. (Jim) Ward

Vice President; President, Wallcovering Division

Gregg R. Weida

Vice President; President, Penn Racquet Sports Div.

Dalton I. Windham

Vice President; President, Designed Products  
Manufacturing Division

Marvin W. (Marv) Zima

Vice President; President, Specialty Polymers Div.

Robert F. (Bob) Rywalski

Assistant Secretary