

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580



Office of the Secretary

September 3, 2004

Tom D. Smith, Esquire
Jones Day
51 Louisiana Avenue, NW
Washington, D.C. 20001-2113

Re: *In the Matter of GenCorp Inc.*, Docket No. C-4099.

Dear Mr. Smith:

This letter responds to the April 14, 2004, Motion for Extension of Time under Order for Divestiture ("Motion") of GenCorp Inc. ("GenCorp"), requesting that the Commission extend the time by which GenCorp is required to comply with its divestiture obligations in the above-referenced Decision and Order by 120 days.

After consideration of the request as set forth in the Motion, the Commission has determined to extend the time by which GenCorp is required to comply with its divestiture obligations until September 30, 2004. In so doing, the Commission has relied upon the information submitted and representations made in connection with GenCorp's Motion, and has assumed them to be accurate and complete.

By direction of the Commission, Chairman Majoras recused.

Donald S. Clark
Secretary