



United States of America
FEDERAL TRADE COMMISSION
Washington, DC 20580

June 7, 2013

Jeffrey P. Bialos, Esquire
Counsel For GenCorp Inc.
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004

Re: GenCorp Inc.'s Proposed Acquisition of Pratt & Whitney Rocketdyne from United Technologies Corp., File No. 121-0182

Dear Mr. Bialos:

The Commission has been conducting an investigation to determine whether GenCorp, Inc.'s proposed acquisition of Pratt & Whitney Rocketdyne from United Technologies Corp. may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon further review of this matter, it now appears that no further action is warranted by the Commission at this time. Accordingly, the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

By direction of the Commission.

Donald S. Clark
Secretary