



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation A. O. Smith Foundation, Inc.		A Employer identification number 39-6076924
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) 414-359-4000
City or town, state, and ZIP code Milwaukee, WI 53224-9508		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

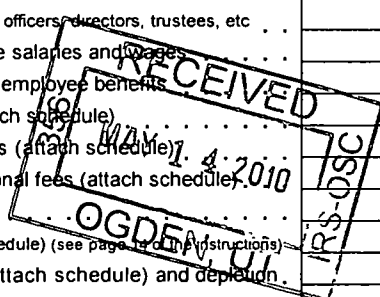
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 3,830,498.00

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc., received (attach schedule)	1,600,000.00			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	60,234.00	60,234.00		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,660,234.00	60,234.00		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 10 of the instructions)	592.00			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	105.00			
	24 Total operating and administrative expenses. Add lines 13 through 23	697.00			
	25 Contributions, gifts, grants paid	1,147,282.00			1,147,282.00
	26 Total expenses and disbursements. Add lines 24 and 25	1,147,979.00			1,147,282.00
	27 Subtract line 26 from line 12	512,255.00			
	a Excess of revenue over expenses and disbursements		60,234.00		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

SCANNED MAY 20 2010



17

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	975,077.00	932,572.00	932,572.00
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	2,310,479.00	2,865,830.00	2,897,926.00
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,285,556.00	3,798,402.00	3,830,498.00	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ EXCISE TAXES)	343.00	934.00	
23 Total liabilities (add lines 17 through 22)	343.00	934.00		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	3,285,213.00	3,797,468.00	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	3,285,213.00	3,797,468.00	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,285,556.00	3,798,402.00		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,285,213.00
2 Enter amount from Part I, line 27a	2	512,255.00
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,797,468.00
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,797,468.00

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,162,384.00	3,099,738.00	0.3750
2007	1,211,230.00	3,729,733.00	0.3247
2006	1,131,268.00	3,752,472.00	0.3015
2005	1,133,439.00	4,517,163.00	0.2509
2004	1,145,023.00	5,247,804.00	0.2182
2 Total of line 1, column (d)			2 1.4703
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.2941
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 2,831,396.29
5 Multiply line 4 by line 3			5 832,713.65
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 602.00
7 Add lines 5 and 6			7 833,315.65
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 1,147,282.00

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	602.00
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	602.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	602.00
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	271.00	
b Exempt foreign organizations-tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	271.00	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	331.00	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1 b		X
c Did the foundation file Form 1120-POL for this year?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ <u>NONE</u> (2) On foundation managers <input checked="" type="checkbox"/> \$ <u>NONE</u>			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ <u>NONE</u>			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4 b		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> <u>Wisconsin</u>			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8 b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	9		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		X

Form **990-PF** (2009)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **WWW.AOSMITH.COM**

The books are in care of **MARK PETRARCA** Telephone no **414-359-4000**

Located at **11270 W PARK PLACE, MILWAUKEE, WI** ZIP + 4 **53224**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year **15**

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X

Form 990-PF (2009)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED				

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,074,580.00
b	Average of monthly cash balances	1b	799,934.00
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,874,514.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,874,514.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	43,117.71
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,831,396.29
6	Minimum investment return. Enter 5% of line 5	6	141,569.81

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	141,569.81
2a	Tax on investment income for 2009 from Part VI, line 5	2a	602.00
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	602.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	140,967.81
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	140,967.81
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	140,967.81

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,147,282.00
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,147,282.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	602.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,146,680.00

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				140,967.81
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004 885,129.00				
b From 2005 911,786.00				
c From 2006 947,428.00				
d From 2007 1,027,646.00				
e From 2008 1,007,891.00				
f Total of lines 3a through e	4,779,880.00			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 1,147,282.00				
a Applied to 2008, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				140,967.81
e Remaining amount distributed out of corpus . .	1,006,314.00			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,786,194.00			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	885,129.00			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	4,901,065.00			
10 Analysis of line 9				
a Excess from 2005 911,786.00				
b Excess from 2006 947,428.00				
c Excess from 2007 1,027,646.00				
d Excess from 2008 1,007,891.00				
e Excess from 2009 1,006,314.00				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

MARK PETRARCA, P.O. BOX 245008, MILWAUKEE, WI 53224-9508

b The form in which applications should be submitted and information and materials they should include

A LETTER INCLUDING A COPY OF THE IRS EXEMPT STATUS DETERMINATION.

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

LIMITED TO CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL ORGANIZATIONS.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHMENT				1,147,282.00
Total.			3a	1,147,282.00
b <i>Approved for future payment</i>				
Total.			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 28 to verify calculations)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee		Date	TREASURER Title	
	Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions)
		Firm's name (or yours if self-employed), address, and ZIP code			EIN
					Phone no.

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF.

2009

Name of the organization

Employer identification number

A. O. Smith Foundation, Inc.

39-6076924

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

A. O. Smith Foundation, Inc.

Employer identification number

39-6076924

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	A.O. SMITH CORPORATION P.O. BOX 245008, ATTN: TAX DEPT MILWAUKEE, WI 53224-9508	\$ 1,600,000.00	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

A. O. SMITH FOUNDATION, INC. EIN: 39-6076924
TAX YEAR 2009
FORM 990-PF, PART I

LINE 18 – TAXES

PROVISION FOR EXCISE TAX	\$ 592.00
--------------------------	-----------

LINE 23 – OTHER EXPENSES

MISCELLANEOUS FEES	\$ 105.00
--------------------	-----------

A. O. SMITH FOUNDATION, INC. EIN: 39-6076924
TAX YEAR 2009
FORM 990-PF, PART VIII
LIST OF OFFICERS AND DIRECTORS

Paul Jones 11270 W Park Place, Milwaukee, WI, 53224	Director
--------------------------------------------------------	----------

Edward J. O'Connor 11270 W Park Place, Milwaukee, WI, 53224	Director
----------------------------------------------------------------	----------

Mark A. Petrarca 11270 W Park Place, Milwaukee, WI, 53224	Secretary, Director
--------------------------------------------------------------	---------------------

Bruce M. Smith 11270 W Park Place, Milwaukee, WI, 53224	President, Director
------------------------------------------------------------	---------------------

Roger S. Smith 11270 W Park Place, Milwaukee, WI, 53224	Director
------------------------------------------------------------	----------

John Kita 11270 W Park Place, Milwaukee, WI, 53224	Treasurer
-------------------------------------------------------	-----------

No compensation paid to any officers or directors.

A O SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2009 to December 31, 2009

<u>TOTALS</u>		
Civic & Cultural	\$	158,650
Education		317,425
Health & Hospitals		133,850
Human Services		304,775
United Way		209,500
Matching Gifts		23,082
	\$	<u>1,147,282</u>

A. O. SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2009 to December 31, 2009

CIVIC & CULTURAL		
March	ALTRUSA-HONORARIUM FOR LEADERS OF BUSINESS & INDUSTRY Ashland City, Tennessee Support of Leadership Program	400
December	BETTY BRINN CHILDREN'S MUSEUM Milwaukee, Wisconsin Support early childhood exhibits and programs	5,000
March	BOY SCOUTS OF AMERICA Ashland City, Tennessee Support scouting activities	5,000
December	BOY SCOUTS OF AMERICA Charlotte, North Carolina Support scouting activities	1,000
September & December	BOY SCOUTS OF AMERICA-MILWAUKEE Milwaukee, Wisconsin Contribute to leadership recognition programs and distinguished citizens award	5,250
June	CEDARBURG PERFORMING ARTS CENTER Cedarburg, Wisconsin Support of Performing Arts Center activities	1,000
September	CHANNEL 10/36 FRIENDS, INC Milwaukee, Wisconsin Support instructional television programming	10,000
September	CUMBERLAND RIVER CHALLENGE Ashland City, Tennessee Support of educational programs	500
June & September	DISCOVERY WORLD Milwaukee, Wisconsin Support of Discovery World at Pier Wisconsin	17,500
June	FRIENDS OF VILLA TERRACE Milwaukee, Wisconsin Support of Museum	15,000
March	GIRL SCOUTS OF AMERICA Ashland City, Tennessee Support scouting activities	2,000
September	GIRL SCOUTS OF MILWAUKEE Milwaukee, Wisconsin Support Urban Outreach Program	5,000
June	HANDS ON REGIONAL MUSEUM Johnson City, Tennessee Support of educational programs	500
December	MILWAUKEE ART MUSEUM Milwaukee, Wisconsin Support museum activities, programs, and general expenses	5,000
September	MILWAUKEE PUBLIC LIBRARY Milwaukee, Wisconsin Sponsor awards recognition programs	2,000
March & September	MILWAUKEE PUBLIC MUSEUM Milwaukee, Wisconsin Support scientific and educational programs	10,500

A O SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid – January 1, 2009 to December 31, 2009

CIVIC & CULTURAL		
June	MILWAUKEE SYMPHONY ORCHESTRA Milwaukee, Wisconsin Support Milwaukee Symphony activities	20,000
December	NEXT DOOR FOUNDATION Milwaukee, Wisconsin Support of renovation of the Community Center	5,000
June & September & December	UNITED PERFORMING ARTS FUND Milwaukee, Wisconsin Support Performing Arts Center activities	40,000
March	WILLIAMSON COUNTY GIRL SCOUTS Franklin, Tennessee Support scouting activities	500
March & September	ZOOLOGICAL SOCIETY Milwaukee, Wisconsin Support school science and environmental education programs	7,500
Total Support to Civic & Cultural		\$ 158,650

A. O. SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2009 to December 31, 2009

EDUCATION		
December	ALAMANCE COMMUNITY COLLEGE Graham, North Carolina Support educational activities	10,000
March	ARCHDIOCESE OF MILWAUKEE Milwaukee, Wisconsin Support of Scholarship Program	1,500
December	AWE, INC. Milwaukee, Wisconsin Support educational activities	2,500
September	BOONE COUNTY HIGH SCHOOL Florence, Kentucky Support educational programs	1,000
June	CARDINAL STRITCH UNIVERSITY Milwaukee, Wisconsin Support of Scholarship Program	7,500
September	CENTENNIAL HIGH SCHOOL Franklin, Tennessee Support educational activities	400
March	CHEATHAM COUNTY CENTRAL HIGH SCHOOL Ashland City, Tennessee Support educational programming	1,000
September	COMMUNITIES IN SCHOOLS Charlotte, North Carolina Support educational activities	1,000
March	ECONOMIC'S WISCONSIN Milwaukee, Wisconsin Support economics' programs and competition	3,500
March	ENGINEERS & SCIENTISTS OF MILWAUKEE Milwaukee, Wisconsin Support of 2009 Rube Goldberg Machine Contest	3,000
June	EXECUTIVE WOMEN INTERNATIONAL Milwaukee, Wisconsin Support of Scholarship Program	850
September	FRANKLIN HIGH SCHOOL Franklin, Tennessee Support educational programs	400
March	HARPETH HIGH SCHOOL Ashland City, Tennessee Support educational programs	1,000
September	HARRISON COUNTY HIGH SCHOOL Florence, Kentucky Support educational programs	1,000
September	HERITAGE FOUNDATION Franklin, Tennessee Contribute to scholarship fund	1,500
March	IMAGINATION LIBRARY Ashland City, Tennessee Support of educational programs	1,500

A. O. SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid – January 1, 2009 to December 31, 2009

EDUCATION		
June	JUNIOR ACHIEVEMENT OF GREATER PUGET SOUND Seattle, Washington Support educational programs	250
December	JUNIOR ACHIEVEMENT OF WISCONSIN, INC. Milwaukee, Wisconsin Support educational programs	10,000
December	KENTUCKY INDEPENDENT COLLEGE FOUNDATION Danville, Kentucky Support independent educational institutions in Kentucky	500
March	LITERACY SERVICES OF WISCONSIN Milwaukee, Wisconsin Support adult literacy programs	4,000
September	MARQUETTE UNIVERSITY HIGH SCHOOL Milwaukee, Wisconsin Support of Scholarship Programs	8,000
September	McBEE ELEMENTARY SCHOOL McBee, South Carolina Support educational programs	1,000
September	McBEE HIGH SCHOOL McBee, South Carolina Support educational programs	1,000
June	McLAURIN ELEMENTARY SCHOOL McBee, South Carolina Support educational programs.	500
March	MILWAUKEE ACADEMY OF SCIENCE Milwaukee, Wisconsin Support of school expansion	10,000
March	MILWAUKEE SCHOOL OF ENGINEERING Milwaukee, Wisconsin Support of Advanced Energy Technologies Laboratory	9,000
September	OAK VIEW ELEMENTARY SCHOOL Franklin, Tennessee Support educational activities	400
March	OHIO FOUNDATION OF INDEPENDENT COLLEGES Columbus, Ohio Support independent educational institutions in Ohio	1,100
September	PAGE HIGH SCHOOL Franklin, Tennessee Support educational programs	400
September	PAGE MIDDLE SCHOOL Franklin, Tennessee Support educational programs	400
March	PUBLIC SCHOOL FORUM OF TENNESSEE Ashland City, Tennessee Support educational programs.	2,000
June	RIVEREDGE NATURE CENTER Milwaukee, Wisconsin Support education in preservation science	2,500

A. O SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2009 to December 31, 2009

EDUCATION		
Misc.	SCHOLARSHIP AMERICA St. Peter, Minnesota Support of A. O. Smith Scholarship Program	131,225
June	SCHOOL CHOICE WISCONSIN Milwaukee, Wisconsin Support of Community Education Project	5,000
June	SOUTH CAROLINA INDEPENDENT COLLEGES & UNIVERSITIES Columbia, South Carolina Support independent educational institutions in South Carolina	500
March	ST. JOAN ANTIDA HIGH SCHOOL Milwaukee, Wisconsin Support scholarship funding	10,000
March	SYCAMORE HIGH SCHOOL Ashland City, Tennessee Support educational programs	1,000
June	THURGOOD MARSHALL SCHOLARSHIP FUND Milwaukee, Wisconsin Support scholarship programs	1,000
June	TIPP CITY SCHOOLS Tipp City, Ohio Support educational programs	1,000
June	TIPP MONROE COMMUNITY SERVICES Tipp City, Ohio Support of school activities	2,000
June	TROY CITY SCHOOLS, 6TH GRADE Troy, Ohio Support of "Artist in Residency" Program	3,600
December	UNITED NEGRO COLLEGE FUND Milwaukee, Wisconsin Contribute to annual operating fund	5,000
September	UNIVERSITY OF WISCONSIN - SCHOOL OF BUSINESS Milwaukee, Wisconsin Support of International Business	20,000
December	UNIVERSITY SCHOOL OF MILWAUKEE Milwaukee, Wisconsin Support scholarship programs & Next Generation Campaign	5,000
June	UPPER GRAND LEARNING FOUNDATION Fergus, Ontario, Canada Support of educational programs	2,000
June	URBAN DAY SCHOOL Milwaukee, Wisconsin Support of renovation of school	12,500
September	WINSTEAD ELEMENTARY SCHOOL Franklin, Tennessee Support educational programs	400
March	WISCONSIN CHAMBER OF COMMERCE FOUNDATION Madison, Wisconsin Support summer education program, Business World 2009	1,000

A. O SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2009 to December 31, 2009

EDUCATION		
September	WISCONSIN EQUAL JUSTICE FUND, INC. Milwaukee, Wisconsin Support educational programs	10,000
March	WISCONSIN FOUNDATION FOR INDEPENDENT COLLEGES Milwaukee, Wisconsin Support independent educational institutions in Wisconsin	10,000
March	WISCONSIN LUTHERAN HIGH SCHOOL Milwaukee, Wisconsin Support renewable minority scholarship fund	6,000
March	YOUTH LEADERSHIP CHEATHAM COUNTY Ashland City, Tennessee Support of educational programs	1,500
Total Support to Education		\$ 317,425

A O SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid – January 1, 2009 to December 31, 2009

HEALTH & HOSPITALS		
June	AMERICAN CANCER SOCIETY Ashland City, Tennessee Support Relay for Life program	1,500
March	AMERICAN CANCER SOCIETY Johnson City, Tennessee Support Relay for Life program	2,500
March	AMERICAN CANCER SOCIETY McBee, South Carolina Support Relay for Life program	2,500
March	AMERICAN CANCER SOCIETY Mt Sterling, Kentucky Support Relay for Life program	1,000
September	AMERICAN HEART ASSOCIATION Ashland City, Tennessee Support heart disease research	1,500
June	AMERICAN HEART ASSOCIATION McBee, South Carolina Support heart disease research	2,000
September	AMERICAN HEART ASSOCIATION Milwaukee, Wisconsin Support community CPR training	10,000
March & September	AMERICAN LUNG ASSOCIATION Milwaukee, Wisconsin Support Children's' Asthma and other major research programs	7,000
December	ARTHRITIS FOUNDATION LaVerne, Tennessee Support of Arthritis research	1,000
December	AURORA VISITING NURSE ASSOCIATION Milwaukee, Wisconsin Support of Pediatric IMPACT Fund	7,500
March	CENTRAL KENTUCKY BLOOD CENTER Lexington, Kentucky Contribute to general operating expenses	1,500
March	CHILDREN'S HOSPITAL Ashland City, Tennessee Support children's healthcare system	2,000
June	CHILDREN'S HOSPITAL FOUNDATION Milwaukee, Wisconsin Support children's healthcare system	1,000
September	CHILDREN'S SERVICE SOCIETY OF WISCONSIN Milwaukee, Wisconsin Support Volunteer Respite Program & Services	6,750
March	CHILDREN'S MEDICAL CENTER Tipp City, Ohio Support children's health care	2,000
December	EPILEPSY FOUNDATION OF SOUTHEAST WISCONSIN Milwaukee, Wisconsin Support epilepsy research	2,000

A. O. SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2009 to December 31, 2009

HEALTH & HOSPITALS		
December	FROEDTERT HOSPITAL Milwaukee, Wisconsin Support of Donald Schuenke Cancer Endowment	10,000
December	GROVE MEMORIAL HOSPITAL Fergus, Ontario, Canada Support of general operating expenses	1,500
June	HOSPICE OF MIAMI COUNTY Troy, Ohio Support hospice programming	1,000
September	HOSPITAL GUEST HOUSE OF SOUTHERN APPALACHIA, INC Johnson City, Tennessee Support of general operating expenses	1,500
June	JUVENILE DIABETES ASSOCIATION Milwaukee, Wisconsin Support of Juvenile Diabetes research	5,000
June	LEUKEMIA & LYMPHOMA SOCIETY Milwaukee, Wisconsin Support of Leukemia & Lymphoma research	250
December	MACC FUND Milwaukee, Wisconsin Support of Children's Cancer research	2,000
September	MEDICAL COLLEGE OF WISCONSIN Milwaukee, Wisconsin Contribute to Healthcare 2009 campaign	5,000
June , Sept	MEDICAL COLLEGE OF WISCONSIN Milwaukee, Wisconsin Contribute to cardiovascular and digestive research programs	28,600
June	MERCY CHILDREN'S HOSPITAL Franklin, Tennessee Support of Children's Clinic	1,000
March	MIAMI COUNTY DENTAL CLINIC Tipp City, Ohio Support of Dental Clinic	3,000
March	MOUNTAIN STATES HEALTH FOUNDATION Johnson City, Tennessee Support of children's hospital	2,000
March	MUSCULAR DYSTROPHY ASSOCIATION Milwaukee, Wisconsin Support of Muscular Dystrophy Research	2,500
December	NATIONAL BREAST CANCER FOUNDATION LaVerne, Tennessee Support of Breast Cancer research	1,000
September	NATIONAL KIDNEY FOUNDATION OF THE TRI CITIES Johnson City, Tennessee Support of Kidney Research	500
September	NATIONAL MULTIPLE SCLEROSIS SOCIETY Milwaukee, Wisconsin Support Women's Against MS Initiative	15,000
September	SHRINE CIRCUS FUND	250

A. O. SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid – January 1, 2009 to December 31, 2009

HEALTH & HOSPITALS

Johnson City, Tennessee
Support Children's Burn Center

September	TN ASSOCIATION OF THE DEAF Johnson City, Tennessee Support of services and programs	500
December	VANDERBILT CHILDREN'S HOSPITAL LaVergne, Tennessee Contribute to general fund expenses	500
March	VINTAGE AFFAIR Franklin, Tennessee Support for neonatal intensive care unit	1,000

Total Support to Health & Hospitals	\$	133,850
------------------------------------------------	-----------	----------------

A. O SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2009 to December 31, 2009

HUMAN SERVICES		
September	AGAPE Franklin, Tennessee Support programs and services	\$ 500
December	ALLIANCE FOR CHILDREN AND FAMILIES Milwaukee, Wisconsin Support community outreach services	5,000
March & September	AMERICAN RED CROSS Milwaukee, Wisconsin Support programs and services	17,500
June	ASHLAND CITY FIREFIGHTERS FUND Ashland City, Tennessee Support programs and services	1,000
March	ASHLAND CITY POLICE DEPARTMENT Ashland City, Tennessee Support programs and services	1,000
December	AUDIO & BRAILLE LITERACY ENHANCEMENT Milwaukee, Wisconsin Support programs and services	5,000
March	BETHESDA CENTER Ashland City, Tennessee Support programs and services	2,000
March, June & December	BOYS & GIRLS CLUBS OF GREATER MILWAUKEE Milwaukee, Wisconsin Support of youth literacy initiative	115,500
March	BOYS & GIRLS CLUB OF HARTSVILLE McBee, South Carolina Support programs & services	1,000
March	BRISTOL ROTARY CLUB CHILDREN CHARITIES OF TRI CITIES Johnson City, Tennessee Support programs and services	3,200
June	CHEATHAM COUNTY SHERIFF'S DEPARTMENT Ashland City, Tennessee Support programs and services	1,000
March	CHILD CRISIS CENTER OF EL PASO El Paso, Texas Support programs and services	2,500
March	CHOICES FOR CHANGE Stratford, Canada Support programs and services	2,000
December	COA YOUTH & FAMILY CENTERS Milwaukee, Wisconsin Support early childhood and family support services	7,500
June	CRISIS CLINIC 2-1-1 PROGRAM Renton, Washington Support community programs	500
March	DAME LA MANO El Paso, Texas Support programs and services	2,500

A. O. SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid – January 1, 2009 to December 31, 2009

HUMAN SERVICES		
March	DARLINGTON COUNTY HABITAT FOR HUMANITY Darlington, South Carolina Support on-going programs	1,000
June	DAWN OF HOPE FOUNDATION Johnson City, Tennessee Support of activities	2,000
March	EXCHANGE CLUB FAMILY CENTER Ashland City, Tennessee Support continuing programs	1,000
September	FAMILY SERVICE OF CINCINNATI AREA Cincinnati, Ohio Support continuing programs	2,000
June	FERGUS HIGHLAND GAMES Fergus, Ontario, Canada Support of activities	4,000
March	FIRST IN FAMILIES OF MECKLENBURG COUNTY Charlotte, North Carolina Support of services and programs	1,000
March	FRANKLIN CITY BOYS AND GIRLS CLUB Franklin, Tennessee Support programs and services	500
September	FRATERNAL ORDER OF POLICE, LODGE 81 Ashland City, Tennessee Support programs and services	500
June	FRATERNAL ORDER OF POLICE, LODGE 301 (DARE PROGRAM) Johnson City, Tennessee Support continuing programs	300
September	GOOD SAMARITAN MINISTRIES, INC Johnson City, Tennessee Support programs and services	500
September	GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN Milwaukee, Wisconsin Support Opportunity Worker Program	12,500
June	GOODWILL OF SOUTHERN PIEDMONT Charlotte, North Carolina Support Opportunity Worker Program	1,000
September	HABITAT FOR HUMANITY Johnson City, Tennessee Support on-going building programs	1,000
September	HABITAT FOR HUMANITY, MILWAUKEE CHAPTER Milwaukee, Wisconsin Support on-going building programs	1,500
September	HARTSVILLE RESCUE SQUAD Hartsville, South Carolina Support rescue squad activities	500
June	HENRIETTA VOLUNTEER FIRE DEPARTMENT Ashland City, Tennessee Support programs and services	500
December	HUNGER TASK FORCE	6,000

A. O. SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid — January 1, 2009 to December 31, 2009

HUMAN SERVICES

	Milwaukee, Wisconsin Contribute to annual fund	
March	HUNGRY KIDS INTERNATIONAL El Paso, Texas Support programs and services	2,000
September	JOHNSON CITY FOP LODGE #30 "SHOP WITH A COP" Johnson City, Tennessee Support of "Shop with a Cop" Program	300
June	JOHNSON CITY FIRE DEPARTMENT Johnson City, Tennessee Support programs and services	450
September	JOHNSON CITY SENIOR CITIZEN CENTER Johnson City, Tennessee Support programs and activities	1,000
December	JOURNEY HOUSE Milwaukee, Wisconsin Contribute to programs and services	2,500
September	LAKE ROBINSON RESCUE SQUAD McBee, South Carolina Support rescue services and activities	1,500
March	MARCH OF DIMES Johnson City, Tennessee Support of programs and services	500
September	MC BEE RESCUE SQUAD Mc Bee, South Carolina Support community services	2,000
June	MILWAUKEE RESCUE MISSION Milwaukee, Wisconsin Support of programs and services	7,500
December	NASHVILLE HABITAT FOR HUMANITY Nashville, Tennessee Support on-going building programs	1,775
March	NEEDY BASKET Tipp City, Ohio Support of programs and services	500
December	NEIGHBORHOOD HOUSE OF MILWAUKEE Milwaukee, Wisconsin Support community service programs	2,500
March	NEW BEGINNINGS ARE POSSIBLE Milwaukee, Wisconsin Support of renovation of facility	10,000
March	OPERATION NOEL El Paso, Texas Support community programs	2,500
December	OUR NEXT GENERATION, INC. Milwaukee, Wisconsin Support programs and services	1,000
March	PEE DEE COALITION AGAINST CRIMINAL & DOMESTIC VIOLENCE McBee, South Carolina	3,000

A. O. SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2009 to December 31, 2009

HUMAN SERVICES

	Support of programs and services	
June	PEGRAM VOLUNTEER FIRE DEPARTMENT Ashland City, Tennessee Support of services	750
March	PENFIELD CHILDREN'S CENTER Milwaukee, Wisconsin Support programs and services	3,000
June	PLEASANT VIEW ATHLETIC ASSOCIATION Ashland City, Tennessee Support of services	1,000
March	PLEASANT VIEW FIRE DEPARTMENT Ashland City, Tennessee Support of services	1,000
June	PLEASANT VIEW VOLUNTEER FIRE DEPARTMENT Ashland City, Tennessee Support of services	750
June	RONALD McDONALD HOUSE Johnson City, Tennessee Support programs and services	2,500
December	RONALD McDONALD HOUSE LaVergne, Tennessee Support programs and services	500
June	ST. FRANCIS CHILDREN'S CENTER Milwaukee, Wisconsin Support of Center's education, therapy and support services	10,000
June	SAFE & SOUND Milwaukee, Wisconsin Support programs and services	5,000
December	SALVATION ARMY Milwaukee, Wisconsin Support of 2009 Christmas Tree of Lights Campaign	1,500
June	SECOND HARVEST FOOD BANK Johnson City, Tennessee Support community services	2,000
September	SECOND HARVEST OF WISCONSIN Milwaukee, Wisconsin Support community services	2,500
September	SERVICE CLUB OF MILWAUKEE Milwaukee, Wisconsin Support of programs and services	500
September	SHARP LITERACY, INC Milwaukee, Wisconsin Support of programs and services	5,000
September	SOJOURNER FAMILY PEACE CENTER Milwaukee, Wisconsin Support shelter and rehabilitation programs	6,500
March	SOUTH CAROLINA LAW ENFORCEMENT OFFICERS FOUNDATION McBee, South Carolina Support programs and services	5,000

A. O. SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid – January 1, 2009 to December 31, 2009

HUMAN SERVICES

June	SPECIAL OLYMPICS OF WASHINGTON Renton, Washington Support programs and services	750
June	THE DOOR YOUTH CENTRE Fergus, Canada Support community services	1,000
March	THE VETERAN'S INSTITUTE Tipp City, Ohio Support of services and programs	1,000
June	TIPP CITY COMMUNITY SERVICES Tipp City, Ohio Support community services	1,000
June	TIPP CITY EMERGENCY SERVICES Tipp City, Ohio Support community services	1,000
June	TWO RIVERS VOLUNTEER FIRE DEPARTMENT Ashland City, Tennessee Support community services	500
March	WISCONSIN FAMILIES FOR HANDS AND VOICES Milwaukee Wisconsin Support of programs and services	1,000
June	YMCA OF GREATER DAYTON Tipp City, Ohio Support of "New Opportunities Campaign"	7,500
March	YMCA STRONG KIDS PROGRAM Tipp City, Ohio Support of Strong Kids Program	1,000
<hr/> Total Support to Human Services		\$ 304,775

A. O SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2009 to December 31, 2009

UNITED WAY		
March	UNITED WAY OF BLUEGRASS Mt. Sterling, Kentucky	3,000
September	UNITED WAY OF CHESTERFIELD COUNTY Chesterfield, South Carolina	1,000
December	UNITED WAY OF FERGUS Fergus, Canada	4,500
March/June Sept. / Dec.	UNITED WAY OF GREATER MILWAUKEE Milwaukee Wisconsin	179,000
September	UNITED WAY OF HARTSVILLE Hartsville, South Carolina	1,000
September	UNITED WAY OF JOHNSON CITY Johnson City, Tennessee	10,000
June	UNITED WAY OF KING COUNTY Renton, Washington	2,000
September	UNITED WAY OF NORTHERN KENTUCKY Florence, Kentucky	2,000
March	UNITED WAY OF PERTH COUNTY Stratford, Canada	2,000
March	UNITED WAY OF TIPP CITY Tipp City, Ohio	5,000
Total Support to United Way		\$ 209,500

A. O. SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid – January 1, 2009 to December 31, 2009

MATCHING GIFTS

Adelphi University	\$	200
Alamance Community College Foundation		300
Aquinas Academy		265
Augustana College		400
Baldwin Wallace College		25
Brookfield Academy		500
Carroll College		3,000
Carroll High School		25
Catholic Memorial High School		1,300
Cedarburg Community Scholarship Fund		50
Chaminade Julianne High School		25
Clemson University		175
College of Mt. St. Joseph		75
Colorado College		100
Divine Savior Holy Angels High School		100
Evans Scholars Foundation		250
Fordham Prep School		2,500
Marquette University		50
Maryville University of St. Louis		50
Northwestern University		1,250
Ohio State University		25
Ohio Wesleyan University		1,250
Olivet Nazarene University		2,450
Otterbein College		30
Purdue University		100
Saint Louis University		150
St. Joseph's Academy High School		150
Tennessee Technological University		1,000
University of Dayton		675
University of Massachusetts		1,087
University of Notre Dame		300
University of Wisconsin Foundation		100
UW - Eau Claire Foundation		25
UW - Whitewater Foundation		450
UWM Foundation		100
Valparaiso University		150
Wabash College		300
Williams College		1,000
Wright State University		3,050
Xavier University		50
	\$	23,082