



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

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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) P. O. Box 245008, Attn: Tax Dept		B Telephone number (see instructions) 414-359-4000
City or town, state, and ZIP code Milwaukee, WI 53224-9508		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,204,963.00 J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

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 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)	1,197,750.00			
	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	59,557.00	59,557.00		
	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				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	1,257,307.00	59,557.00		
	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 instructions)	1,985.00			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	1,985.00			
	25 Contributions, gifts, grants paid	1,283,553.00			1,283,553.00
	26 Total expenses and disbursements Add lines 24 and 25	1,285,538.00			1,283,553.00
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-28,231.00			
	b Net investment income (if negative, enter -0-)		59,557.00		
	c Adjusted net income (if negative, enter -0-)				

P
10

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	1,372,808.00	1,282,054.00	1,282,054.00
	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 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)	2,594,695.00	2,653,619.00	2,920,481.00
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
15 Other assets (describe ▶ EXCISE TAXES)		2,428.00	2,428.00	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,967,503.00	3,938,101.00	4,204,963.00	
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)	1,171.00		
23 Total liabilities (add lines 17 through 22)	1,171.00			
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	3,966,332.00	3,938,101.00	
	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 instructions)	3,966,332.00	3,938,101.00	
31 Total liabilities and net assets/fund balances (see instructions)	3,967,503.00	3,938,101.00		

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	3,966,332.00
2 Enter amount from Part I, line 27a	2	-28,231.00
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,938,101.00
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	3,938,101.00

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 NONE					
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) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			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 instructions) If (loss), enter -0- in Part I, line 8 { }			3		

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))
2010	1,059,755.00	3,446,392.00	0.3075
2009	1,146,680.00	2,831,396.00	0.4050
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
2 Total of line 1, column (d)			2 1.7137
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 0.3427
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 4,152,292.12
5 Multiply line 4 by line 3			5 1,422,990.51
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 595.57
7 Add lines 5 and 6			7 1,423,586.08
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			8 1,283,553.00

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

1a 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 letter if necessary - see instructions)	1	1,191.00
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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	1,191.00
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	1,191.00
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,000.00
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	3,000.00
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,809.00
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,809.00 Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a 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?		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)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0.00 (2) On foundation managers <input type="checkbox"/> \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WISCONSIN		
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 General Instruction G? If "No," attach explanation	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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				
14	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	15		
and enter the amount of tax-exempt interest received or accrued during the year		► 15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				X

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 instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here		
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 2011?	1c	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<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 instructions)	2b	
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 2011 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 2011)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2011?	4b	X

Form 990-PF (2011)

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 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 instructions)? **5b**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** ☒

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****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 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 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 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 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 instructions	
3	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	2,969,687.00
b	Average of monthly cash balances	1b	1,245,838.00
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,215,525.00
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	4,215,525.00
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,232.88
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,152,292.12
6	Minimum investment return. Enter 5% of line 5	6	207,614.61

Part XI Distributable Amount (see 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	207,614.61
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,191.00
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,191.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	206,423.61
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	206,423.61
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	206,423.61

Part XII Qualifying Distributions (see 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	1,283,553.00
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	1,283,553.00
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 instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,283,553.00

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				206,423.61
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006 947,428.00				
b From 2007 1,027,646.00				
c From 2008 1,007,891.00				
d From 2009 1,006,314.00				
e From 2010 890,020.00				
f Total of lines 3a through e	4,879,299.00			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,283,553.00				
a Applied to 2010, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				206,423.61
e Remaining amount distributed out of corpus . .	1,077,129.00			
5 Excess distributions carryover applied to 2011 . (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	5,956,428.00			
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	947,428.00			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,009,000.00			
10 Analysis of line 9				
a Excess from 2007 1,027,646.00				
b Excess from 2008 1,007,891.00				
c Excess from 2009 1,006,314.00				
d Excess from 2010 890,020.00				
e Excess from 2011 1,077,129.00				

Part XIV Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 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				1,283,553.00
Total			3a	1,283,553.00
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions 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 instructions)
----------	--

[illegible]

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p>	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X




[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

Sign Here 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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee _____ Date 5/9/12 Title TREASURER

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Schedule of Contributors

OMB No 1545-0047

2011

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

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, total 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 total 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 Part I, 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).

Name of organization A. O. Smith Foundation, Inc.	Employer identification number 39-6076924
--	--

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	A.O. SMITH CORPORATION P.O. BOX 245008, ATTN: TAX DEPT MILWAUKEE, WI 53224-9508	\$ 1,197,750.00	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)

Name of organization

A. O. Smith Foundation, Inc.

Employer identification number

39-6076924

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	NONE		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

A. O. SMITH FOUNDATION, INC. EIN: 39-6076924
TAX YEAR 2011
FORM 990-PF, PART I

LINE 18 – TAXES

PROVISION FOR EXCISE TAX	\$1,985.00
--------------------------	------------

A. O. SMITH FOUNDATION, INC. EIN: 39-6076924
TAX YEAR 2011
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, 2011 to December 31, 2011

TOTALS

Civic & Cultural	\$	202,800
Education		382,125
Health & Hospitals		121,350
Human Services		341,900
United Way		205,500
Matching Gifts		29,878
	\$	<u>1,283,553</u>

A O SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

CIVIC & CULTURAL			
March	AILERON Tipp City, Ohio Support for Business Owners	\$	1,000
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		3,000
March	BOY SCOUTS OF AMERICA El Paso, Texas Support scouting activities		500
March	BOY SCOUTS OF MIAMI COUNTY Tipp City, Ohio Support scouting activities		500
June & September & December	BOY SCOUTS OF AMERICA-MILWAUKEE Milwaukee, Wisconsin Contribute to leadership recognition programs and distinguished citizens award		5,800
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	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		3,000
March	GIRL SCOUTS OF AMERICA El Paso, Texas Support scouting activities		500

A. O SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

CIVIC & CULTURAL		
December	GIRL SCOUTS OF AMERICA Milwaukee, Wisconsin Support scouting activities	4,000
June	HANDS ON REGIONAL MUSEUM Johnson City, Tennessee Support of educational programs	500
March	JOHNSON CITY ARTS COUNCIL Johnson City, Tennessee Support of educational programs	1,000
December	METROPOLITAN MILWAUKEE ASSOCIATION OF COMMERCE Milwaukee, Wisconsin Support of community activities	600
March & 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	MILWAUKEE PUBLIC MUSEUM Milwaukee, Wisconsin Support scientific and educational programs	10,500
June	MILWAUKEE SYMPHONY ORCHESTRA Milwaukee, Wisconsin Support Milwaukee Symphony activities	20,000
September	MILWAUKEE WATER COUNCIL Milwaukee, Wisconsin Support of Programs and initiatives	30,000
March	PEWAUKEE LAKE WATER SKI CLUB Milwaukee, Wisconsin Support of Program	5,000
June	PRESENT MUSIC Milwaukee, Wisconsin Support of Program	3,500
March	TIPP CITY LIBRARY Tipp City, Ohio Support of Programs	500

A O SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

CIVIC & CULTURAL		
September	TOWN OF MC BEE McBee, South Carolina Support of community programming	15,400
March, June, September & December	UNITED PERFORMING ARTS FUND Milwaukee, Wisconsin Support Performing Arts Center activities	35,000
March & December	ZOOLOGICAL SOCIETY Milwaukee, Wisconsin Support school science and environmental education programs	7,500
Total Support to Civic & Cultural		\$ 202,800

A O SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

EDUCATION			
December	AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY Washington, DC Support scholarship program	\$	1,000
June	ALVERNO COLLEGE Milwaukee, Wisconsin Support of Asian Studies Program		10,000
September	BOONE COUNTY HIGH SCHOOL Florence, Kentucky Support educational programs		500
June	CARDINAL STRITCH UNIVERSITY Milwaukee, Wisconsin Support educational activities		10,000
March	CARVER ELEMENTARY SCHOOL Florence, South Carolina Support education programs		1,000
March	CHEATHAM COUNTY CENTRAL HIGH SCHOOL Ashland City, Tennessee Support educational programming		1,000
December	CHEATHAM COUNTY CHAMBER FOUNDATION Ashland City, Tennessee Support of workforce development		80,000
September	COMMUNITIES IN SCHOOLS Charlotte, North Carolina Support educational activities		500
September	CONNER HIGH SCHOOL Hebron, Kentucky Support education activities		500
March	ECONOMIC'S WISCONSIN Milwaukee, Wisconsin Support economics' programs and competition		3,500
March	ENGINEERS & SCIENTISTS OF MILWAUKEE Milwaukee, Wisconsin Support of 2010 Rube Goldberg Machine Contest		2,000
September	FRANKLIN HIGH SCHOOL Franklin, Tennessee Support educational programs		400
March	HARPETH HIGH SCHOOL Ashland City, Tennessee Support educational programs		1,000
September	HERITAGE FOUNDATION		1,000

A O SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

EDUCATION		
	Franklin, Tennessee Contribute to scholarship fund	
June	HOPE CHRISTIAN SCHOOLS Milwaukee, Wisconsin Support educational programs	2,000
March	IMAGINATION LIBRARY Ashland City, Tennessee Support of educational programs	1,500
June	JUNIOR ACHIEVEMENT OF GREATER PUGET SOUND Seattle, Washington Support educational programs	750
December	JUNIOR ACHIEVEMENT OF WISCONSIN, INC. Milwaukee, Wisconsin Support educational programs	10,000
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
December	MILWAUKEE SCHOOL OF ENGINEERING Milwaukee, Wisconsin Support of Scholarhsip Fund	9,000
September	OAK VIEW ELEMENTARY SCHOOL Franklin, Tennessee Support educational activities	400
September	OCKERMAN MIDDLESCHOOL Florence, Kentucky Support of educational activities	500
June	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
June	PAVE Milwaukee, Wisconsin	5,000

A O SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

EDUCATION		
	Support educational programs.	
June	RIVEREDGE NATURE CENTER Milwaukee, Wisconsin Support education in preservation science	2,500
June	ROTARY CLUB OF MILWAUKEE Milwaukee, Wisconsin Support of Scholarship Fund	500
Misc	SCHOLARSHIP AMERICA St Peter, Minnesota Support of A O Smith Scholarship Program	133,775
June	SCHOOL CHOICE WISCONSIN Milwaukee, Wisconsin Support of Community Education Project	4,500
December	SHARP Literacy, Inc Milwaukee, Wisconsin Support of Skilled Trades Book 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
January	ST. MARCUS SCHOOL Milwaukee, Wisconsin Support of School Campus Expansion	15,000
March	SYCAMORE HIGH SCHOOL Ashland City, Tennessee Support educational programs	1,000
March	TIPP CITY SCHOOLS Tipp City, Ohio Support educational programs	1,000
March	TIPPECANOE STEAM BOOSTERS Tipp City, Ohio Support educational programs	2,000
March	TIPP MONROE COMMUNITY SERVICES Tipp City, Ohio Support of school activities	2,000
September	UNIVERSITY OF WISCONSIN-BUSINESS SCHOOL Milwaukee, Wisconsin Support of international business initiatives	20,000

A O SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

EDUCATION		
December	URBAN DAY SCHOOL Milwaukee, Wisconsin Support of renovation of school	10,000
September	WINSTEAD ELEMENTARY SCHOOL Franklin, Tennessee Support educational programs	400
March	WISCONSIN CHAMBER OF COMMERCE FOUNDATION Madison, Wisconsin Support summer education program, Business World 2010	1,000
December	WISCONSIN EQUAL JUSTICE FUND, INC. Milwaukee, Wisconsin Support educational programs	5,000
June	WISCONSIN LUTHERAN COLLEGE Milwaukee, Wisconsin Support scholarship program	5,000
March	WISCONSIN LUTHERAN HIGH SCHOOL Milwaukee, Wisconsin Support renewable minority scholarship fund	6,000
September	YOUTH LEADERSHIP CHEATHAM COUNTY Ashland City, Tennessee Support of educational programs	1,500
Total Support to Education		\$ 382,125

A O SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

HEALTH & HOSPITALS		
March	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	1,500
March	AMERICAN CANCER SOCIETY McBee, South Carolina Support Relay for Life program	1,500
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	2,000
December	AMERICAN HEART ASSOCIATION Charlotte, North Carolina Support heart disease research	1,500
September	AMERICAN HEART ASSOCIATION Johnson City, Tennessee Support heart disease research	1,500
June	AMERICAN HEART ASSOCIATION McBee, South Carolina Support heart disease research	7,500
December	AMERICAN HEART ASSOCIATION Milwaukee, Wisconsin Support community CPR training	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 & September	CHILDREN'S HOSPITAL & HEALTH SYSTEM Milwaukee, Wisconsin Support of Individualized Medicine Program & Tee-Up Fore Kids	15,000
March	CHILDREN'S MEDICAL CENTER	3,000

A O SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

HEALTH & HOSPITALS		
	Tipp City, Ohio Support children's health care	
December	EPILEPSY FOUNDATION OF SOUTHEAST WISCONSIN Milwaukee, Wisconsin Support of Epilepsy research	2,000
December	FROEDERT HOSPITAL FOUNDATION, INC. Milwaukee, Wisconsin Support cancer research	10,000
March	GROVES MEMORIAL COMMUNITY HOSPITAL Fergus, Ontario, Canada Support of CT Plus Campaign	15,000
March	HOSPICE OF MIAMI COUNTY Troy, Ohio Support hospice programming	1,000
June	HOSPITAL GUEST HOUSE OF SOUTHERN APPALACHIA, INC. Johnson City, Tennessee Support of general operating expenses	1,000
March	JUVENILE DIABETES RESEARCH FOUNDATION McBee, South Carolina Support of diabetes research	1,000
September	MEDICAL COLLEGE OF WISCONSIN Milwaukee, Wisconsin Contribute to Healthcare 2011 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	2,000
March	MOUNTAIN STATES HEALTH FOUNDATION Johnson City, Tennessee Support of children's hospital	2,500
March	MUSCULAR DYSTROPHY ASSOCIATION Milwaukee, Wisconsin	2,750

A O SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

HEALTH & HOSPITALS

Support of Muscular Dystrophy Research

September	NATIONAL MULTIPLE SCLEROSIS SOCIETY Milwaukee, Wisconsin Support Women's Against MS Initiative	8,000
-----------	--	-------

March	STRATFORD GENERAL HOSPITAL FOUNDATION Stratford, Ontario, Canada Support medical research	500
-------	---	-----

March	VINTAGE AFFAIR Franklin, Tennessee Support for neonatal intensive care unit	1,000
-------	---	-------

Total Support to Health & Hospitals	\$	121,350
--	-----------	----------------

A O SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

HUMAN SERVICES			
June	A CHILD'S PLACE Charlotte, North Carolina Support programs and services	\$	500
December	ALLIANCE FOR CHILDREN AND FAMILIES Milwaukee, Wisconsin Support community outreach services		4,000
March & June & December	AMERICAN RED CROSS Milwaukee, Wisconsin Support programs and services		36,000
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
September	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		111,000
March	BOYS & GIRLS CLUB OF HARTSVILLE McBee, South Carolina Support programs & services		1,500
March	BOYS & GIRLS CLUB OF RUTHERFORD COUNTY LaVergne, Tennessee Support programs & services		500
December	BRIGHTSTONE Franklin, Tennessee Support programs & services		2,000
March	BRISTOL ROTARY CLUB CHILDREN CHARITIES OF TRI CITIES Johnson City, Tennessee Support programs and services		2,000
June	CHEATHAM COUNTY SHERIFF'S DEPARTMENT Ashland City, Tennessee Support programs and services		1,000
March	CHILD ADVOCACY CENTER OF RUTHERFORD COUNTY		1,000

A O. SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

HUMAN SERVICES		
	LaVergne, Tennessee Support programs & services	
March	CHILD CRISIS CENTER OF EL PASO El Paso, Texas Support programs and services	1,000
December	COA YOUTH & FAMILY CENTERS Milwaukee, Wisconsin Support early childhood and family support services	10,000
March	COMMUNITY PARTNERS OF EL PASO RAINBOW ROOM El Paso, Texas Support programs and services	1,000
June	COURT APPOINTED SPECIAL ADVOCATES (CASA) Johnson City, Tennessee Support programs and services	1,000
March	DAME LA MANO El Paso, Texas Support programs and services	1,000
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	DISCALCED CARMELITAS MONASTERY El Paso, Texas Support programs and services	1,000
March	EXCHANGE CLUB FAMILY CENTER Ashland City, Tennessee Support continuing programs	1,000
September	FAMILY SERVICE OF CINCINNATI AREA Cincinnati, Ohio Support continuing programs	750
June	FELLOWSHIP OPEN Milwaukee, Wisconsin Support of activities	5,000
March	FIRSTSHOT BASKETBALL FOUNDATION LaVergne, Tennessee Support of programs	500
September	FRATERNAL ORDER OF POLICE, LODGE 81 Ashland City, Tennessee	500

A O. SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

HUMAN SERVICES		
	Support programs and services	
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
June	GREATER MILWAUKEE FOUNDATION Milwaukee, Wisconsin Support job training programs	50,000
September	GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN Milwaukee, Wisconsin Support Workforce Connection Center	12,500
September	HABITAT FOR HUMANITY Johnson City, Tennessee Support on-going building programs	500
September	HABITAT FOR HUMANITY, MILWAUKEE CHAPTER Milwaukee, Wisconsin Support on-going building programs	1,500
January	HARTSVILLE RESCUE SQUAD Hartsville, South Carolina Support rescue services and activities	(500)
December	HUNGER TASK FORCE Milwaukee, Wisconsin Contribute to annual fund	6,000
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	300
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
June	JUNIOR VIKINGS YOUTH FOOTBALL LEAGUE Johnson City, Tennessee Support of programs	1,000

A O SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

HUMAN SERVICES

September	LAKE ROBINSON RESCUE SQUAD McBee, South Carolina Support rescue services and activities	1,000
March	LFS CAROLINAS Charlotte, North Carolina Support of programs	500
March	LOAVES AND FISHES Charlotte, North Carolina Support of programs	500
September	MC BEE RESCUE SQUAD Mc Bee, South Carolina Support community services	1,000
March	MEN'S SHELTER OF CHARLOTTE Charlotte, North Carolina Support of programs	500
March	MIAMI COUNTY YMCA Tipp City, Ohio Support of programs and services	500
September	MILWAUKEE RESCUE MISSION Milwaukee, Wisconsin Support of programs and services	7,500
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
December	NEXT DOOR FOUNDATION Milwaukee, Wisconsin Support of programs and services	5,000
March	OPERATION NOEL El Paso, Texas Support community programs	1,000
March	PEARLS FOR TEEN GIRLS, INC. Milwaukee, Wisconsin Support programs and services	1,000

A O SMITH FOUNDATION, INC.
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

HUMAN SERVICES		
March	PEE DEE COALITION AGAINST CRIMINAL & DOMESTIC VIOLENCE McBee, South Carolina Support of programs and services	2,500
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
June	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	2,000
September	SAFE & SOUND Milwaukee, Wisconsin Support programs and services	5,000
December	SALVATION ARMY Milwaukee, Wisconsin Support of 2011 Christmas Tree of Lights Campaign	1,500
June	SECOND HARVEST FOOD BANK Johnson City, Tennessee Support community services	1,500
March	SMYRNA/LAVERGNE FOOD BANK LaVergne, Tennessee Support of programs	1,000
September	SOJOURNER FAMILY PEACE CENTER Milwaukee, Wisconsin Support shelter and rehabilitation programs	6,000
March	SOUTH CAROLINA LAW ENFORCEMENT OFFICERS FOUNDATION McBee, South Carolina Support programs and services	3,000
June	SPECIAL OLYMPICS OF WASHINGTON	750

A O. SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

HUMAN SERVICES		
	Renton, Washington Support programs and services	
December	ST. FRANCIS CHILDREN'S CENTER Milwaukee Wisconsin Support of programs and services	5,000
September	TEEN CHALLENGE Milwaukee Wisconsin Support of programs and services	1,000
March	TIPP CITY COMMUNITY SERVICES Tipp City, Ohio Support community services	1,000
March	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
March	YMCA STRONG KIDS PROGRAM Tipp City, Ohio Support of Strong Kids Program	1,000
Total Support to Human Services		\$ 341,900

A. O SMITH FOUNDATION, INC
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2011 to December 31, 2011

UNITED WAY			
March	UNITED WAY OF BLUEGRASS Mt Sterling, Kentucky	\$	3,000
September	UNITED WAY OF CHESTERFIELD COUNTY McBee, South Carolina		1,000
March/June Sept / Dec	UNITED WAY OF GREATER MILWAUKEE Milwaukee Wisconsin		180,000
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		1,500
September	UNITED WAY OF NORTHERN KENTUCKY Florence, Kentucky		1,500
March	UNITED WAY OF PERTH COUNTY Stratford, Canada		1,500
March	UNITED WAY OF TIPP CITY Tipp City, Ohio		6,000
Total Support to United Way		\$	205,500

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

Contributions Paid -- January 1, 2011 to December 31, 2011

MATCHING GIFTS

Adelphi University	\$ 100 00
Alamance Community College Foundation	300.00
Aquinas Academy	2,700 00
Chi Omega Foundation	150.00
Carroll University	3,200.00
Carroll High School	25 00
Catholic Memorial High School	600.00
Cedarburg Community Scholarship Fund	200 00
College of Mt St Joseph	75 00
Divine Savior Holy Angels High School	3,215 00
East Tennessee State University	200 00
Fordham Prep School	2,500 00
Marquette University High School	250 00
Murray State University Foundation	100 00
Nassau Community College	25.00
Northwestern University	1,500.00
Ohio Wesleyan University	1,500 00
Olivet Nazarene University	1,200 00
Rhodes College	150.00
Saint Louis University	150 00
St Joseph's Academy High School	100 00
Tennessee Technological University Foundation	1,000 00
University of Dayton	175 00
University of Illinois Foundation	100 00
University of Massachusetts	3,000 00
University of Minnesota Foundation	50 00
University of Notre Dame	500 00
University of South Carolina	363 00
University of Texas at Austin	200.00
University of Wisconsin - Madison	250 00
University of Wisconsin Foundation	1,350.00
UW - Eau Claire Foundation	375 00
UW - Oshkosh Foundation	50 00
UW - Whitewater Foundation	450 00
UWM Foundation	300 00
Valparaiso University	150 00
Wabash College	300 00
Washington High School Scholarship Fund	25.00
Wright State University	3,000 00
	<u>\$ 29,878 00</u>