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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No 1545-0052

**2012**

Open to Public Inspection

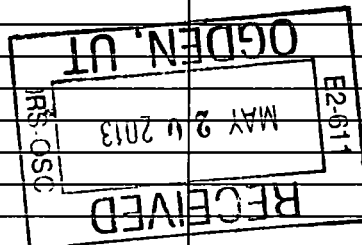
Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation <b>A. O. Smith Foundation, Inc.</b>		<b>A Employer identification number</b> 39-6076924
Number and street (or P O box number if mail is not delivered to street address) <b>P.O. Box 245008, Attn: Tax Dept</b>		<b>B Telephone number (see instructions)</b> 414-359-4000
City or town, state, and ZIP code <b>Milwaukee, WI 53224-9508</b>		
<b>G Check all that apply</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H Check type of organization.</b> <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		
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b> 4,567,291 <b>J Accounting method</b> <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)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule) . . . . .		1,163,650			
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B . . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities . . . . .		71,394	71,394		
<b>5a</b> Gross rents . . . . .					
<b>b</b> Net rental income or (loss) . . . . .					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10 . . . . .					
<b>b</b> Gross sales price for all assets on line 6a . . . . .					
<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .					
<b>8</b> Net short-term capital gain . . . . .					
<b>9</b> Income modifications . . . . .					
<b>10a</b> Gross sales less returns and allowances . . . . .					
<b>b</b> Less: Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .					
<b>12 Total.</b> Add lines 1 through 11 . . . . .		1,235,044	71,394		
<b>13</b> Compensation of officers, directors, trustees, etc. . . . .					
<b>14</b> Other employee salaries and wages . . . . .					
<b>15</b> Pension plans, employee benefits . . . . .					
<b>16a</b> Legal fees (attach schedule) . . . . .					
<b>b</b> Accounting fees (attach schedule) . . . . .					
<b>c</b> Other professional fees (attach schedule) . . . . .					
<b>17</b> Interest . . . . .					
<b>18</b> Taxes (attach schedule) (see instructions) . . . . .		2,047			
<b>19</b> Depreciation (attach schedule) and depletion . . . . .					
<b>20</b> Occupancy . . . . .					
<b>21</b> Travel, conferences, and meetings . . . . .					
<b>22</b> Printing and publications . . . . .					
<b>23</b> Other expenses (attach schedule) . . . . .					
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .		2,047			
<b>25</b> Contributions, gifts, grants paid . . . . .		1,274,005			1,274,005
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .		1,276,052			1,274,005
<b>27 Subtract line 26 from line 12</b>					
<b>a Excess of revenue over expenses and disbursements . . . . .</b>		-41,008			
<b>b Net investment income</b> (if negative, enter -0-) . . . . .			71,394		
<b>c Adjusted net income</b> (if negative, enter -0-) . . . . .					



2 20

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .		1,282,054	572,104	572,104
	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) . . . . .				
<b>Liabilities</b>	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .		2,653,619	3,324,608	3,994,806
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	15	Other assets (describe ▶ <u>EXCISE TAXES</u> )		2,428	381	381
	16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		3,938,101	3,897,093	4,567,291
	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
<b>Net Assets or Fund Balances</b>	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ )				
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
		<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/>				
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶</b> <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .		3,938,101	3,897,093	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
<b>Net Assets or Fund Balances</b>	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		3,938,101	3,897,093	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		3,938,101	3,897,093	

**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	3,938,101
2	Enter amount from Part I, line 27a . . . . .	2	-41,008
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	3,897,093
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	3,897,093

**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	NONE				
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)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7         </div> </div>		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.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(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))
2011	1,283,553	4,152,292	0.3091
2010	1,059,755	3,446,392	0.3075
2009	1,146,680	2,831,396	0.4050
2008	1,162,384	3,099,738	0.3750
2007	1,211,230	3,729,733	0.3247
2 Total of line 1, column (d)			1.7213
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			0.3443
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4,329,621
5 Multiply line 4 by line 3			1,490,689
6 Enter 1% of net investment income (1% of Part I, line 27b)			714
7 Add lines 5 and 6			1,491,403
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			1,274,005

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 letter if necessary - see instructions)		1	1,428
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	1,428
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	1,428
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	1,809	
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	1,809	
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	381	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 381 Refunded <input 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? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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 (2) On foundation managers <input type="checkbox"/> \$ 0		
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		
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
4 a 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	
8 a 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 2012 or the taxable year beginning in 2012 (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 ▶ <u>WWW.AOSMITH.COM</u>				
14	The books are in care of ▶ <u>MARK PETRARCA</u> Telephone no ▶ <u>414-359-4000</u>			
	Located at ▶ <u>11270 W PARK PLACE, MILWAUKEE WI</u> ZIP+4 ▶ <u>53224</u>			
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 . . . . . ▶ <u>15</u>				
16	At any time during calendar year 2012, 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
<b>1a</b> 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>b</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)? . . . . .		
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>	1b	
<b>c</b> 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 2012? . . . . .	1c	X
<b>2</b> 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))		
<b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶		
<b>b</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	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2012 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 2012) . . . . .	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
<b>b</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 2012? . . . . .	4b	X

**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	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,470,986
<b>b</b>	Average of monthly cash balances	<b>1b</b>	924,568
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,395,554
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,395,554
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	65,933
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,329,621
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	216,481

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	216,481
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,428
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,428
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	215,053
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	215,053
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	215,053

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,274,005
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,274,005
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,274,005

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				215,053
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .	1,027,646			
<b>b</b> From 2008 . . . . .	1,007,891			
<b>c</b> From 2009 . . . . .	1,006,314			
<b>d</b> From 2010 . . . . .	890,020			
<b>e</b> From 2011 . . . . .	1,077,129			
<b>f</b> Total of lines 3a through e . . . . .	5,009,000			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,274,005				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				215,053
<b>e</b> Remaining amount distributed out of corpus . . . . .	1,058,952			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,067,952			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	1,027,646			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	5,040,306			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .	1,007,891			
<b>b</b> Excess from 2009 . . . . .	1,006,314			
<b>c</b> Excess from 2010 . . . . .	890,020			
<b>d</b> Excess from 2011 . . . . .	1,077,129			
<b>e</b> Excess from 2012 . . . . .	1,058,952			

**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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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 or e-mail of the person to whom applications should be addressed:

MARK PETRARCA, PO 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

### **3 Grants and Contributions Paid During the Year or Approved for Future Payment.**

Form 990-PF (2012)

## Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments . . . . .						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities . . . . .				14	71,394	
5 Net rental income or (loss) from real estate:						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
6 Net rental income or (loss) from personal property .						
7 Other investment income . . . . .						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events . . . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e) . . . . .					71,394	
13 Total. Add line 12, columns (b), (d), and (e) . . . . .					71,394	71,394

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

**Part XVII** Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | 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 |
|---|--------------|-----|----|
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of  |              |     |    |
| (1) Cash . . . . .  | <b>1a(1)</b> |     | X  |
| (2) Other assets . . . . .  | <b>1a(2)</b> |     | X  |
| <b>b</b> Other transactions   |              |     |    |
| (1) Sales of assets to a noncharitable exempt organization . . . . .  | <b>1b(1)</b> |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization . . . . .  | <b>1b(2)</b> |     | X  |
| (3) Rental of facilities, equipment, or other assets . . . . .  | <b>1b(3)</b> |     | X  |
| (4) Reimbursement arrangements . . . . .  | <b>1b(4)</b> |     | X  |
| (5) Loans or loan guarantees . . . . .  | <b>1b(5)</b> |     | X  |
| (6) Performance of services or membership or fundraising solicitations . . . . .  | <b>1b(6)</b> |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    |     | X  |
| <b>d</b> 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

**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.

► John A Keta

5-14-13  
Date

**TREASURER**  
Title

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 address ►

Firm's EIN ▶

Phone no.

**Schedule of Contributors**

OMB No. 1545-0047

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

**2012**

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	\$ 1,163,650.00	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. O. SMITH FOUNDATION, INC. EIN: 39-6076924  
TAX YEAR 2012  
FORM 990-PF, PART I

LINE 18 – TAXES

PROVISION FOR EXCISE TAX	\$2,047
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A. O. SMITH FOUNDATION, INC. EIN: 39-6076924  
TAX YEAR 2012  
FORM 990-PF, PART VIII  
LIST OF OFFICERS AND DIRECTORS

Paul W. 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 J. 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, 2012 to December 31, 2012

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TOTALS

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Civic & Cultural	\$	170,300
Education		362,125
Health & Hospitals		105,600
Human Services		421,100
United Way		196,500
Matching Gifts		18,380
	\$	<u>1,274,005</u>

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

Contributions Paid -- January 1, 2012 to December 31, 2012

CIVIC & CULTURAL			
December	BETTY BRINN CHILDREN'S MUSEUM Milwaukee, Wisconsin Support early childhood exhibits and programs	\$	5,000
March	BOOKS FOR BIRTH Lebonon, TN Support reading program		1,000
March	BOY SCOUTS OF AMERICA Ashland City, Tennessee Support scouting activities		3,500
March & December	BOY SCOUTS OF AMERICA-MILWAUKEE Milwaukee, Wisconsin Contribute to leadership recognition programs and distinguished citizens award		5,250
June	BRISTOL SPEEDWAY'S CHILDREN'S CHARITIES Johnston City, TN Support of children's care		700
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
March & June	DISCOVERY WORLD Milwaukee, Wisconsin Support of Discovery World at Pier Wisconsin		17,500
March	GIRL SCOUTS OF AMERICA Ashland City, Tennessee Support scouting activities		3,500
December	GIRL SCOUTS OF AMERICA Milwaukee, Wisconsin Support scouting activities		4,000
March	GOODWILL INDUSTRIES OF SOUTHERN PIEDMONT Charlotte, North Carolina Support of training programs		500
June	HANDS ON REGIONAL MUSEUM Johnson City, Tennessee Support of educational programs		500

A O. SMITH FOUNDATION, INC.  
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2012 to December 31, 2012

CIVIC & CULTURAL		
December	HISTORIC MILWAUKEE, INC. Milwaukee, Wisconsin Support of preservation of history	1,000
March	JOHNSON CITY ARTS COUNCIL Johnson City, Tennessee Support of educational programs	750
March	JUNIOR VIKINGS YOUTH FOOTBALL LEAGUE Johnson City, Tennessee Support of youth recreation programs	800
September	LEBANON/WILSON COUNTY CHAMBER OF COMMERCE Lebanon, Tennessee Support of community programs	1,000
March	MIDDLE TENNESSEE COUNCIL FOR SCOUTING Lebanon, Tennessee Support scouting activities	2,500
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	MILWAUKEE PUBLIC MUSEUM Milwaukee, Wisconsin Support scientific and educational programs	10,000
June	MILWAUKEE SYMPHONY ORCHESTRA Milwaukee, Wisconsin Support Milwaukee Symphony activities	18,000
September	MILWAUKEE WATER COUNCIL Milwaukee, Wisconsin Support of Programs and initiatives	20,000
March	OUTDOORS FOR ALL FOUNDATION Renton, Washington Support of Program	200
March	PEWAUKEE LAKE WATER SKI CLUB Pewaukee, Wisconsin Support of Lake programs	5,000

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

Contributions Paid -- January 1, 2012 to December 31, 2012

CIVIC & CULTURAL		
March	PROSPECT, INC. Lebanon, Tennessee Support of Programs	1,000
September	ROTARY CLUB OF MILWAUKEE Milwaukee, Wisconsin Support community programs	2,500
September	TOWN OF MC BEE McBee, South Carolina Support of community programming	3,000
March, June, September & December	UNITED PERFORMING ARTS FUND Milwaukee, Wisconsin Support Performing Arts Center activities	33,500
March	WHIP CRACKIN RODEO Lebanon, Tennessee Support community programs	2,500
March	WILSON COUNTY PROMOTIONS Lebanon, Tennessee Support of Programs	1,500
March, June & September	ZOOLOGICAL SOCIETY Milwaukee, Wisconsin Support school science and environmental education programs	8,100
<b>Total Support to Civic &amp; Cultural</b>		<b>\$ 170,300</b>

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

Contributions Paid -- January 1, 2012 to December 31, 2012

EDUCATION			
September	A.W.E. Milwaukee, Wisconsin Support of Art programs in intercity schools	\$	1,000
September	BOONE COUNTY HIGH SCHOOL Florence, Kentucky Support educational programs		500
June	CARDINAL STRITCH UNIVERSITY Milwaukee, Wisconsin Support educational activities		10,000
March	CHEATHAM COUNTY CENTRAL SCHOOLS Ashland City, Tennessee Support educational programming		5,000
June & December	CHEATHAM COUNTY CHAMBER FOUNDATION Ashland City, Tennessee Support of workforce development		40,000
June	COMMUNITIES IN SCHOOLS Charlotte, North Carolina Support educational activities		500
September	CONNOR HIGH SCHOOL Florence, Kentucky Support educational activities		500
June	CUMBERLAND UNIVERSITY Lebanon, Tennessee Support educational activities		1,200
March	EAST TENNESSEE STATE UNIVERSITY Johnson City, Tennessee Support education activities		1,500
March	ECONOMICS WISCONSIN Milwaukee, Wisconsin Support economic growth		3,500
September	FRANKLIN HIGH SCHOOL Franklin, Tennessee Support educational programs		400
September	HERITAGE FOUNDATION Franklin, Tennessee Contribute to scholarship fund		1,000



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

Contributions Paid -- January 1, 2012 to December 31, 2012

EDUCATION		
June & September	HOPE CHRISTIAN SCHOOLS Milwaukee, Wisconsin Support educational programs	2,200
March	IMAGINATION LIBRARY Ashland City, Tennessee Support of educational programs	1,500
June	JUNIOR ACHIEVEMENT OF GREATER PUGET SOUND Seattle, Washington Support educational programs	500
December	JUNIOR ACHIEVEMENT OF WISCONSIN, INC. Milwaukee, Wisconsin Support educational programs	10,000
June	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
September	PAGE HIGH SCHOOL Franklin, Tennessee Support educational programs	400
September	PAGE MIDDLE SCHOOL Franklin, Tennessee Support educational programs	400
June	PAVE Milwaukee, Wisconsin Support educational programs.	5,000

A. O SMITH FOUNDATION, INC.  
Milwaukee, Wisconsin

Contributions Paid -- January 1, 2012 to December 31, 2012

EDUCATION		
March	REES, CLIFFORD H. SCHOLARSHIP FOUNDATION Arlington, Virginia Scholarship for students pursuing careers in HVAC	5,000
June	RIVEREDGE NATURE CENTER Milwaukee, Wisconsin Support education in preservation science	2,500
Misc	SCHOLARSHIP AMERICA St Peter, Minnesota Support of A O Smith Scholarship Program	135,225
June	SCHOOL CHOICE OF WISCONSIN Milwaukee, Wisconsin Support educational programs	3,500
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	STEM FORWARD ENGINEERS & SCIENTISTS OF MILWAUKEE Milwaukee, Wisconsin Support of 2012 Rube Goldberg Machine Contest	2,000
December	TEACH FOR AMERICA Milwaukee, Wisconsin Support educational programs	25,000
December	UNITED NEGRO COLLEGE FUND Milwaukee, Wisconsin Support educational programs	2,000
September	UNIVERSITY OF WISCONSIN-BUSINESS SCHOOL Milwaukee, Wisconsin Support of international business initiatives	20,000
December	URBAN DAY SCHOOL Milwaukee, Wisconsin Support of renovation of school	10,000
September	WINFRE BRYANT MIDDLE SCHOOL Lebanon, Tennessee Support education programs	1,000

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EDUCATION		
September	WINSTEAD ELEMENTARY SCHOOL Franklin, Tennessee Support educational programs	400
March	WISCONSIN CHAMBER OF COMMERCE FOUNDATION-BUSINESS WORLD Milwaukee, Wisconsin Support educational programs	1,000
December	WISCONSIN ASSOCIATION OF INDEPENDENT COLLEGES Madison, Wisconsin Support educational programs	8,000
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
December	YOUNG LEADERS ACADEMY Milwaukee, Wisconsin Support educational programs	2,000
September	YOUTH LEADERSHIP CHEATHAM COUNTY Ashland City, Tennessee Support of educational programs	1,500
<b>Total Support to Education</b>		<b>\$ 362,125</b>

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HEALTH & HOSPITALS		
March	AMERICAN CANCER SOCIETY Ashland City, Tennessee Support Relay for Life program	5,000
March	AMERICAN CANCER SOCIETY Johnson City, Tennessee Support Relay for Life program	1,500
March	AMERICAN CANCER SOCIETY Lebonon, Tennessee Support Relay for Life program	2,500
March	AMERICAN CANCER SOCIETY McBee, South Carolina Support Relay for Life program	1,000
September	AMERICAN HEART ASSOCIATION Ashland City, Tennessee Support heart disease research	10,000
June	AMERICAN HEART ASSOCIATION Johnson City, Tennessee Support heart disease research	2,500
June	AMERICAN HEART ASSOCIATION McBee, South Carolina Support heart disease research	1,500
December	AMERICAN HEART ASSOCIATION Milwaukee, Wisconsin Support community CPR training	4,000
December	AURORA VISITING NURSE ASSOCIATION Milwaukee, Wisconsin Support purchase of home health equipment	5,000
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
December	EPILEPSY FOUNDATION OF SOUTHEAST WISCONSIN Milwaukee, Wisconsin Support of Epilepsy research	1,000

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HEALTH & HOSPITALS		
March	GROVES MEMORIAL COMMUNITY HOSPITAL Fergus, Ontario, Canada Support of CT Plus Campaign	15,000
March	JUVENILE DIABETES RESEARCH FOUNDATION Johnson City, Tennessee Support of diabetes research	500
March	JUVENILE DIABETES RESEARCH FOUNDATION McBee, South Carolina Support of diabetes research	1,000
December	MACC Fund Milwaukee, Wisconsin Support of cancer related programs	2,000
September	MEDICAL COLLEGE OF WISCONSIN Milwaukee, Wisconsin Contribute to Healthcare 2012 campaign	5,000
June , Sept.	MEDICAL COLLEGE OF WISCONSIN Milwaukee, Wisconsin Contribute to cardiovascular and digestive research programs	8,600
June	MERCY CHILDREN'S HOSPITAL Franklin, Tennessee Support of Children's Clinic	1,000
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	3,000
September	NATIONAL MULTIPLE SCLEROSIS SOCIETY Milwaukee, Wisconsin Support Women's Against MS Initiative	7,000
March	SAINT THOMAS HOSPITAL Ashland City, Tennessee Support operating expenses	5,000
March	SEATTLE CANCER CARE ALLIANCE Renton, Washington Support research	500

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HEALTH & HOSPITALS		
June	TENNESSEE BREAST CANCER COALITION Lebanon, Tennessee Support medical research	3,000
March	VINTAGE AFFAIR Franklin, Tennessee Support for neonatal intensive care unit	1,000
Total Support to Health & Hospitals		\$ 105,600

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HUMAN SERVICES			
June	A CHILD'S PLACE Charlotte, North Carolina Support programs and services	\$	500
June	AL MENAH SHRINERS Lebanon, Tennessee Support community programs		2,000
December	ALLIANCE FOR CHILDREN AND FAMILIES Milwaukee, Wisconsin Support community outreach services		4,000
March & December	AMERICAN RED CROSS Milwaukee, Wisconsin Support programs and services		41,000
September	ANAYAT HOUSE Renton, Washington Support community programs		300
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		3,500
March	BIG BROTHERS/BIG SISTERS OF MIDDLE TENNESSEE Ashland City, Tennessee Support programs and services		5,000
March & June & December	BOYS & GIRLS CLUBS OF GREATER MILWAUKEE Milwaukee, Wisconsin Support of youth literacy initiative		105,000
March	BOYS & GIRLS CLUB OF HARTSVILLE McBee, South Carolina Support programs & services		4,000

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HUMAN SERVICES		
December	BRIGHTSTONE Franklin, Tennessee Support programs & services	2,000
September	BRISTOL ROTARY CLUB CHILDREN CHARITIES OF TRI CITIES Johnson City, Tennessee Support programs and services	1,000
June	CHEATHAM COUNTY SHERIFF'S DEPARTMENT Ashland City, Tennessee Support programs and services	1,000
December	COA YOUTH & FAMILY CENTERS Milwaukee, Wisconsin Support early childhood and family support services	10,000
June	COURT APPOINTED SPECIAL ADVOCATES (CASA) Johnson City, Tennessee Support programs and services	750
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
June	EMPOWER ME DAY CAMP Lebanon, Tennessee Support continuing programs	50,000
March	EXCHANGE CLUB FAMILY CENTER Ashland City, Tennessee Support of family 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
September	FRATERNAL ORDER OF POLICE, LODGE 81 Ashland City, Tennessee Support programs and services	500



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HUMAN 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 Lebanon, Tennessee Support on-going building programs	1,000
March	HABITAT FOR HUMANITY McBee, Tennessee Support on-going building programs	1,000
September	HABITAT FOR HUMANITY, MILWAUKEE CHAPTER Milwaukee, Wisconsin Support on-going building programs	1,500
March	HOUSE OF BLESSINGS FOOD BANK Stratford, Canada Support community food program	1,000
December	HUNGER TASK FORCE Milwaukee, Wisconsin Contribute to annual fund	6,000
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	800

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HUMAN SERVICES		
December	JOURNEY HOUSE Milwaukee, Wisconsin Contribute to programs and services	3,000
September	LAKE ROBINSON RESCUE SQUAD McBee, South Carolina Support rescue services and activities	1,000
March	LEADERSHIP WILSON Lebanon, Tennessee Support of programs	1,500
March	LOAVES AND FISHES Charlotte, North Carolina Support of programs	500
March	MARCH OF DIMES Lebanon, Tennessee Support of programs	7,500
September	MCBEE RESCUE SQUAD McBee, South Carolina Support community services	1,500
September	MILWAUKEE RESCUE MISSION Milwaukee, Wisconsin Support of programs and services	7,500
December	NEIGHBORHOOD HOUSE OF MILWAUKEE Milwaukee, Wisconsin Support community service programs	2,850
December	NEXT DOOR FOUNDATION Milwaukee, Wisconsin Support of programs and services	5,000
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

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HUMAN SERVICES		
June	PLEASANT VIEW ATHLETIC ASSOCIATION 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 annual campaign	2,000
December	SALVATION ARMY Renton, Washington Support of annual campaign	500
March	SALVATION ARMY CENTER OF HOPE Charlotte, North Carolina Support of annual campaign	500
June	SECOND HARVEST FOOD BANK Johnson City, Tennessee Support community services	1,500
September	SHERRY'S RUN Lebanon, Tennessee Support of programs	15,000
September	SOJOURNER FAMILY PEACE CENTER Milwaukee, Wisconsin Support shelter and rehabilitation programs	5,000
March	SOUTH CAROLINA LAW ENFORCEMENT OFFICERS FOUNDATION McBee, South Carolina Support programs and services	1,500
March	SOUTHERN ILLINOIS COMMUNITY FOUNDATION Harrisburg, Illinois Harrisburg Tornado Relief	5,000

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HUMAN SERVICES		
June	SPECIAL OLYMPICS OF WASHINGTON Renton, Washington Support programs and services	500
December	ST FRANCIS CHILDREN'S CENTER Milwaukee Wisconsin Support of programs and services	5,000
June	STARS AND STRIPES HONOR FLIGHT Milwaukee, Wisconsin Support of Veterans programs	4,000
September	TEEN CHALLENGE Milwaukee Wisconsin Support of programs and services	1,000
June	TWO RIVERS VOLUNTEER FIRE DEPARTMENT Ashland City, Tennessee Support community services	500
September	VETERANS OF FOREIGN WARS POST 6181 Ashland City, Tennessee Support Veterans programs	2,000
September	WILSON COUNTY CHRISTMAS FOR ALL Lebanon, Tennessee Support community programs	3,050
September	WISCONSIN EQUAL JUSTICE FUND Milwaukee, Wisconsin Legal Counseling for poor	5,000
March	WISCONSIN FAMILIES FOR HANDS AND VOICES Milwaukee Wisconsin Support of programs and services	1,000
Total Support to Human Services		\$ 421,100

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UNITED WAY			
September	UNITED WAY OF CHESTERFIELD COUNTY McBee, South Carolina	\$	1,000
March/June Sept. / Dec.	UNITED WAY OF GREATER MILWAUKEE Milwaukee Wisconsin		181,000
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		500
September	UNITED WAY OF NORTHERN KENTUCKY Florence, Kentucky		1,500
March	UNITED WAY OF PERTH COUNTY Stratford, Canada		1,500
<b>Total Support to United Way</b>		<b>\$</b>	<b>196,500</b>

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MATCHING GIFTS

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Aquinas Academy	\$	1,608.00
Augustana College		800.00
Benedictine College		100.00
Biola University		2,000.00
Chi Omega Foundation		50.00
Cedarburg Community Scholarship Fund		100.00
Christ King Parish School		3,000.00
Clemson University		70.00
Divine Savior Holy Angels High School		615.00
Evans Scholars Foundation		250.00
Fordham Prep School		2,500.00
Lawrence University		25.00
Lourdes High School		1,500.00
Missouri University of Science & Technology		125.00
Murray State University Foundation		100.00
Northwestern University		2,038.50
Rice University		50.00
Rhodes College		160.00
St. Joseph's Academy High School		100.00
Temple University		100.00
Texas Tech University		50.00
University of Illinois Foundation		100.00
University of South Carolina		363.00
University of Wisconsin Foundation		1,250.00
UW - Eau Claire Foundation		375.00
UW - Oshkosh Foundation		300.00
UW - Whitewater Foundation		600.00
Vanderbilt University		50.00
	\$	<u>18,379.50</u>