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As Amended

Form **990-PF****Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation <b>A. O. Smith Foundation, Inc.</b>		<b>A</b> Employer identification number <b>39-6076924</b>
Number and street (or P O box number if mail is not delivered to street address) <b>PO Box 245008, Attn: Tax Dept</b>	Room/suite	<b>B</b> Telephone number (see instructions) <b>414-359-4000</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Milwaukee, WI 53224-9508</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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 checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<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>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>5,513,781</b>	<b>J</b> 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.)	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

**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)	<b>1,500,000</b>			
<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	<b>147,732</b>	<b>147,732</b>		
<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>303,315</b>			
<b>b</b> Gross sales price for all assets on line 6a <b>1,250,000</b>				
<b>7</b> Capital gain net income (from Part IV, line 2)		<b>303,315</b>		
<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	<b>1,951,047</b>	<b>451,047</b>		
<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)	<b>1,712</b>			
<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	<b>1,712</b>			
<b>25</b> Contributions, gifts, grants paid	<b>1,452,315</b>			<b>1,452,315</b>
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	<b>1,454,027</b>			<b>1,452,315</b>
<b>27</b> Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b>	<b>497,020</b>			
<b>b Net investment income</b> (if negative, enter -0-)		<b>451,047</b>		
<b>c Adjusted net income</b> (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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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>	<b>1</b>	Cash—non-interest-bearing . . . . .		572,104	267,896	267,896
	<b>2</b>	Savings and temporary cash investments . . . . .				
	<b>3</b>	Accounts receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	<b>4</b>	Pledges receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	<b>5</b>	Grants receivable . . . . .				
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	<b>8</b>	Inventories for sale or use . . . . .				
	<b>9</b>	Prepaid expenses and deferred charges . . . . .				
	<b>10a</b>	Investments—U.S. and state government obligations (attach schedule)				
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .				
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .				
	<b>11</b>	Investments—land, buildings, and equipment: basis ▶ . . . . .				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
<b>12</b>	Investments—mortgage loans . . . . .					
<b>13</b>	Investments—other (attach schedule) . . . . .			3,324,608	4,125,547	5,245,215
<b>14</b>	Land, buildings, and equipment: basis ▶ . . . . .					
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
<b>15</b>	Other assets (describe ▶ <b>Excise Taxes</b> ) . . . . .			381	670	670
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .			3,897,093	4,394,113	5,513,781
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .				
	<b>18</b>	Grants payable . . . . .				
	<b>19</b>	Deferred revenue . . . . .				
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b>	Other liabilities (describe ▶ . . . . . )				
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	<b>24</b>	Unrestricted . . . . .				
	<b>25</b>	Temporarily restricted . . . . .				
	<b>26</b>	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 27 through 31.</b>					
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .			3,897,093	4,394,113
	<b>28</b>	Paid-in or capital surplus, or land, bldg., and equipment fund				
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds				
	<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .			3,897,093	4,394,113
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .			3,897,093	4,394,113	

## Part III Analysis of Changes in Net Assets or Fund Balances

<b>1</b>	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) . . . . .	<b>1</b>	3,897,093
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	497,020
<b>3</b>	Other increases not included in line 2 (itemize) ▶ . . . . .	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	4,394,113
<b>5</b>	Decreases not included in line 2 (itemize) ▶ . . . . .	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	4,394,113

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**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.)
<b>1a</b> Vanguard STAR Fund	P	Various	07/08/2013
<b>b</b> Vanguard STAR Fund	P	Various	08/26/2013
<b>c</b> Munder Mid-Cap Core Growth Fund	P	3/2/2007	12/13/2013
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 300,000		240,993	59,007
<b>b</b> 700,000		549,792	150,208
<b>c</b> 250,000		155,900	94,100
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			59,007
<b>b</b>			150,208
<b>c</b>			94,100
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	303,315
<b>3</b> 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 . . . . . }	<b>3</b>	

**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))
2012	1,274,005	4,329,621	0.2943
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

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	1.6909
<b>3</b> 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 . . . . .	<b>3</b>	0.3382
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . .	<b>4</b>	4,395,343
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	1,486,505
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	4,356
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	1,490,861
<b>8</b> 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.	<b>8</b>	1,452,315

# As Amended

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

<b>1a</b>	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)			
<b>b</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	<b>1</b>		9,021
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b>	Add lines 1 and 2	<b>3</b>		9,021
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		9,021
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	2,381	
<b>b</b>	Tax Paid with original return	<b>6b</b>	6,332	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>		8,713
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		308
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>		

## Part VII-A Statements Regarding Activities

	Yes	No
<b>1a</b> 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?		✓
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> 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?	✓	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>Wisconsin</u>		
<b>b</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? <i>If "No," attach explanation</i>	✓	
<b>9</b> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

# As Amended

## Part VII-A Statements Regarding Activities *(continued)*

<b>11</b>	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) . . . . .	<b>11</b>		✓
<b>12</b>	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) . . . . .	<b>12</b>		✓
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.aosmith.com</u>	<b>13</b>	✓	
<b>14</b>	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>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here. . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <b>15</b>			
<b>16</b>	At any time during calendar year 2013, 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? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	<b>16</b>	Yes	No ✓

## 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):			
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(2)</b> 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			
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(5)</b> 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			
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <b>any</b> 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)? . . . . .	<b>1b</b>		
Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>			
<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 2013? . . . . .	<b>1c</b>		✓
<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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions.) . . . . .	<b>2b</b>		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____			
<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 2013 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969; <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ) . . . . .	<b>3b</b>		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		✓
<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 2013?	<b>4b</b>		✓

# As Amended

## 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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐ ☒
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**5b**

**6b**

**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 Attachment for Detail				

### 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 . . . . .	▶



**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>	4,134,823
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	327,454
<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>	4,462,277
<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>	4,462,277
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	66,934
<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>	4,395,343
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	219,767

**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>	219,767
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2a</b>	9,021
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	9,021
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	210,746
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	210,746
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	210,746

**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>	1,452,315
<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>	1,452,315
<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>	1,452,315

**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.

# As Amended

## Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				<b>210,746</b>
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .				1,007,891
<b>b</b> From 2009 . . . . .				1,006,314
<b>c</b> From 2010 . . . . .				890,020
<b>d</b> From 2011 . . . . .				1,077,129
<b>e</b> From 2012 . . . . .				1,058,952
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	5,040,306			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>1,452,315</u>				
<b>a</b> Applied to 2012, 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 2013 distributable amount . . . . .				210,746
<b>e</b> Remaining amount distributed out of corpus . . . . .	1,241,569			
<b>5</b> Excess distributions carryover applied to 2013 (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 . . . . .	6,281,875			
<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 2012. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				
<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 2008 not applied on line 5 or line 7 (see instructions) . . . . .	1,007,891			
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .	5,273,984			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .				1,006,314
<b>b</b> Excess from 2010 . . . . .				890,020
<b>c</b> Excess from 2011 . . . . .				1,077,129
<b>d</b> Excess from 2012 . . . . .				1,058,952
<b>e</b> Excess from 2013 . . . . .				1,241,569

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

**2a** 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) 2013	(b) 2012	(c) 2011	(d) 2010	
<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 address 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

Recipient		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
Name and address (home or business)					
<b>a</b> <i>Paid during the year</i>					
See Attachment for Detail					1,452,315
<b>Total</b> . . . . . ► <b>3a</b>					<b>1,452,315</b>
<b>b</b> <i>Approved for future payment</i>					
<b>Total</b> . . . . . ► <b>3b</b>					

**Part XVI-A Analysis of Income-Producing Activities**

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	147,732	
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			18	303,315	
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) . . . . .				451,047	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				13	451,047

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]



# As Originally Filed

## Schedule B

(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

## Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.  
► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Name of the organization

A O Smith Foundation, Inc

Organization type (check one):

Employer identification number

39-6076924

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 $\frac{1}{3}$ % 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

# As Originally Filed

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Page **2**

Name of organization <b>A O Smith Foundation, Inc</b>	Employer identification number <b>39-6076924</b>
--	---

**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  PO Box 245008, Attn: Tax Dept  Milwaukee, WI 53224-9508	\$ 1,500,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions.)



# As Originally Filed

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Page **3**

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 ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----

# As Originally Filed

A. O. SMITH FOUNDATION, INC. EIN: 39-6076924  
TAX YEAR 2013  
FORM 990-PF, PART I

## LINE 18 – TAXES

PROVISION FOR EXCISE TAX	\$1,712
--------------------------	---------

5/7/2014

## Capital Gains Report - 2013

1/1/2013 through 12/31/2013

Page 1

Account

Security

Shares

Bought

Sold

Gross Proceeds

Cost Basis

Realized Gain/L

**LONG TERM**

FOUND INVEST	VANGUARD STAR	1,678,704	6/23/2000	7/8/2013	36,847.55	30,177.10	6,670.45
FOUND INVEST	VANGUARD STAR	3,013,965	12/22/2000	7/8/2013	66,156.53	54,180.32	11,976.21
FOUND INVEST	VANGUARD STAR	1,255,818	12/22/2000	7/8/2013	27,565.21	22,575.12	4,990.09
FOUND INVEST	VANGUARD STAR	4,269,783	12/22/2000	7/8/2013	93,721.74	76,755.44	16,966.30
FOUND INVEST	VANGUARD STAR	96,080	3/23/2001	7/8/2013	2,108.96	1,727.17	381.79
FOUND INVEST	VANGUARD STAR	96,080	3/23/2001	7/8/2013	2,108.96	1,727.17	381.79
FOUND INVEST	VANGUARD STAR	3,256,996	3/23/2001	7/8/2013	71,491.06	58,549.15	12,941.91
FOUND INVEST	VANGUARD STAR	4,813,752	3/23/2001	8/26/2013	108,068.73	86,534.06	21,534.67
FOUND INVEST	VANGUARD STAR	2,429,077	6/22/2001	8/26/2013	54,532.78	43,666.12	10,866.66
FOUND INVEST	VANGUARD STAR	2,530,841	12/21/2001	8/26/2013	56,817.38	45,495.48	11,321.90
FOUND INVEST	VANGUARD STAR	130,905	12/21/2001	8/26/2013	2,938.82	2,353.20	585.62
FOUND INVEST	VANGUARD STAR	1,969,951	6/21/2002	8/26/2013	44,225.40	35,412.68	8,812.72
FOUND INVEST	VANGUARD STAR	2,745,324	12/23/2002	8/26/2013	61,632.52	49,351.11	12,281.41
FOUND INVEST	VANGUARD STAR	1,103,699	6/20/2003	8/26/2013	24,778.04	19,840.56	4,937.48
FOUND INVEST	VANGUARD STAR	1,404,187	12/19/2003	8/26/2013	31,524.00	25,242.26	6,281.74
FOUND INVEST	VANGUARD STAR	744,020	6/25/2004	8/26/2013	16,703.25	13,374.82	3,328.43
FOUND INVEST	VANGUARD STAR	1,018,890	12/29/2004	8/26/2013	22,874.08	18,316.00	4,558.08
FOUND INVEST	VANGUARD STAR	12,289,755	3/4/2005	8/26/2013	275,905.00	220,925.87	54,979.13
FOUND INVEST	MUNDER GROWTH FUND	5,959,476	3/2/2007	12/13/2013	250,000.02	155,899.89	94,100.13
<b>TOTAL LONG TERM</b>					<b>1,250,000.03</b>	<b>962,103.52</b>	<b>287,896.51</b>

**OVERALL TOTAL**

					<b>1,250,000.03</b>	<b>962,103.52</b>	<b>287,896.51</b>
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40 Smith Foundation, Inc.  
2013, Part IV Detail

EIN: 39-6076924

As Originally Filed

# As Originally Filed

A. O. SMITH FOUNDATION, INC. EIN: 39-6076924  
TAX YEAR 2013  
FORM 990-PF, PART VIII  
LIST OF OFFICERS AND DIRECTORS

Paul W. Jones 11270 W Park Place, Milwaukee, WI, 53224	Director
John J. Kita 11270 W Park Place, Milwaukee, WI, 53224	Treasurer
Edward J. O'Connor 11270 W Park Place, Milwaukee, WI, 53224	Director
Mark A. Petrarca 11270 W Park Place, Milwaukee, WI, 53224	Secretary, Director
Ajita Rajendra 11270 W Park Place, Milwaukee, WI, 53224	Director
Bruce M. Smith 11270 W Park Place, Milwaukee, WI, 53224	President, Director
Roger S. Smith 11270 W Park Place, Milwaukee, WI, 53224	Director

No compensation paid to any officers or directors.

A. O. Smith Foundation, Inc.  
2013 Contributions

As Originally Filed

	Donation Category	Amount		
184th EOD Batallion Family Readiness Group	Civic & Cultural	1,000		
Betty Brinn Children's Museum	Civic & Cultural	5,000		
Books for Birth	Civic & Cultural	1,000		
Boy Scouts of America	Civic & Cultural	10,000		
Bristol Speedway's Children's charities	Civic & Cultural	1,000		
Cumberland River Challenge	Civic & Cultural	500		
Discovery World	Civic & Cultural	17,500		
First Stage Wine Tasting	Civic & Cultural	2,500		
Friends of Villa Terrace	Civic & Cultural	15,000		
Girl Scouts of America	Civic & Cultural	6,500		
Grand River Conservation Authority	Civic & Cultural	2,000		
Hands on Regional Museum	Civic & Cultural	1,000		
HOOAH-Warrior Transition	Civic & Cultural	3,000		
Johnson City Arts Council	Civic & Cultural	750		
Junior Vikings Youth Football League	Civic & Cultural	800		
Lebanon/Wilson County Chamber of Commerce	Civic & Cultural	1,000		
McBee Girls Golf Team	Civic & Cultural	1,250		
McBee High School Band	Civic & Cultural	3,750		
Milwaukee Art Museum	Civic & Cultural	6,000		
Milwaukee Public Library	Civic & Cultural	2,000		
Milwaukee Public Museum	Civic & Cultural	10,000		
Milwaukee Public Television (Channel 10/36)	Civic & Cultural	10,000		
Milwaukee Symphony Orchestra	Civic & Cultural	28,000		
Milwaukee Water Council	Civic & Cultural	20,000		
Mustard Seed Ranch	Civic & Cultural	500		
Outdoors For All Foundation	Civic & Cultural	200		
Pewaukee Lake Water Ski Club	Civic & Cultural	5,000		
Prospect, Inc.	Civic & Cultural	1,000		
Public Policy Forum	Civic & Cultural	5,000		
Radio Milwaukee	Civic & Cultural	5,000		
Rotary Club - Golf Outing	Civic & Cultural	400		
Town of McBee	Civic & Cultural	16,000		
United Performing Arts Fund	Civic & Cultural	33,500		
Whip Crackin Rodeo	Civic & Cultural	2,500		
Wilson County Promotions	Civic & Cultural	1,500		
Wilson County Veterans Memorial Park	Civic & Cultural	5,000		
Zoological Society	Civic & Cultural	12,800		
			237,950	16.38%
A W E. Inc.	Education	2,000		
Alverno College	Education	51,000		
Boone County High School	Education	500		
Business Today-International Conference	Education	2,500		
Cardinal Stritch University	Education	5,000		
Carroll University	Education	5,000		
Centro De La Comunidad Unida	Education	5,000		
Cheatham County Chamber Found ~ Ashland City	Education	40,000		
Cheatham County Schools	Education	5,000		
Communities in Schools	Education	500		
Conner High School	Education	500		
Cookeville High School	Education	500		
Cumberland University	Education	1,200		
East Tennessee State University	Education	2,000		
Economic's Wisconsin	Education	3,500		
Fergus High School	Education	2,000		
Franklin High School	Education	500		
Heritage Foundation	Education	500		

**A. O. Smith Foundation, Inc.  
2013 Contributions**

	<u>Donation Category</u>	<u>Amount</u>		
Hope Christian Schools	Education	2,000		
Imagination Library	Education	1,500		
Junior Achievement	Education	10,500		
Literacy Services of Wisconsin, Inc	Education	4,000		
Marquette University High School	Education	13,000		
Messmer Catholic Schools	Education	5,000		
Milwaukee Montessori School	Education	500		
Milwaukee School of Engineering	Education	9,000		
Oak View Elementary School	Education	250		
Ockerman Middleschool	Education	500		
Page High School	Education	250		
Page Middle School	Education	250		
PAVE	Education	10,000		
Riveredge Nature Center	Education	5,000		
School Choice Wisconsin	Education	3,500		
St. Joan Antida High School	Education	10,000		
St. Marcus School	Education	15,000		
STEM Forward	Education	2,000		
Teach For America	Education	25,000		
TEMPO	Education	3,000		
United Negro College Fund	Education	2,000		
University of Wisconsin - Milwaukee	Education	22,500		
University of Wisconsin - Oshkosh	Education	5,000		
Urban Day School	Education	10,000		
Winfre Bryant Middle School	Education	1,800		
Winstead Elementary School	Education	250		
Wisconsin Business World	Education	1,000		
Wisconsin Foundation for Independent Colleges & U	Education	8,000		
Wisconsin Lutheran College	Education	5,000		
Wisconsin Lutheran High School	Education	6,000		
Youth Leadership Cheatham County	Education	1,500		
Matching Gifts	Education	15,925		
Scholarship America	Education	127,440		
			453,865	31.25%
ALS Association Wisconsin Chapter	Health & Hospitals	1,000		
American Cancer Society	Health & Hospitals	8,500		
American Heart Association	Health & Hospitals	14,000		
Aurora Visiting Nurse Association	Health & Hospitals	5,000		
Children's Hospital & Health System	Health & Hospitals	25,000		
Groves Memorial Hospital	Health & Hospitals	2,000		
Juvenile Diabetes Research Foundation	Health & Hospitals	3,600		
MACC Fund	Health & Hospitals	2,000		
Medical College of WI	Health & Hospitals	34,000		
Mercy Children's' Hospital	Health & Hospitals	500		
Mountain States Health Foundation	Health & Hospitals	2,500		
Muscular Dystrophy Association	Health & Hospitals	3,250		
National Multiple Sclerosis Society	Health & Hospitals	7,000		
Saint Thomas Hospital	Health & Hospitals	5,000		
Seattle Cancer Care Alliance	Health & Hospitals	500		
Tennessee Breast Cancer Coalition	Health & Hospitals	2,500		
Vanderbilt Children's Hospital	Health & Hospitals	2,000		
Vintage Affair	Health & Hospitals	500		
			118,850	8.18%

A. O. Smith Foundation, Inc.  
2013 Contributions

	Donation Category	Amount
A Child's Place	Human Services	500
Abuse Alternatives	Human Services	1,000
Agape	Human Services	500
Al Menah Shriners	Human Services	1,000
Alliance for Children & Families	Human Services	4,000
American Red Cross	Human Services	41,000
Anayat House	Human Services	300
Army Emergency Relief Fund	Human Services	3,000
Ashland City Firefighters Fund	Human Services	1,000
Ashland City Police Department	Human Services	1,000
Audio & Braille Literacy Enhancement	Human Services	5,000
Bethesda Center	Human Services	3,500
Big Brother/Big Sisters	Human Services	12,500
Boys & Girls Clubs	Human Services	107,500
Brightstone	Human Services	2,000
Bristol Rotary Club Children Charities of Tri Cities	Human Services	1,000
Brooks House	Human Services	1,000
Cheatham County Sheriff's Department	Human Services	1,000
COA Youth & Family Centers	Human Services	10,000
Dawn of Hope Foundation	Human Services	2,500
Discalced Carmelitas Monastery	Human Services	1,000
Empower Me Day Camp	Human Services	50,000
Family Service of Cincinnati Area	Human Services	750
Fellowship Open	Human Services	5,000
Fisher House	Human Services	4,500
Fraternal Order of Police Lodge 81	Human Services	500
Goodwill Industries	Human Services	30,500
Greater Milwaukee Foundation	Human Services	50,000
Habitat for Humanity	Human Services	5,500
Harvard Business School Club of Wisconsin	Human Services	1,500
Hmong American Peace Academy Library HAPA	Human Services	5,000
Hospital Guest House of Southern Appalachia	Human Services	1,000
House of Blessings (Food Bank)	Human Services	1,000
Hunger Task Force	Human Services	6,000
Johnson City Senior Citizen Center Foundation	Human Services	1,000
Journey House	Human Services	3,000
Lake Robinson Rescue Squad	Human Services	1,000
Leadership Middle Tennessee	Human Services	1,000
Leadership Wilson	Human Services	1,500
Loaves and Fishes	Human Services	500
March of Dimes	Human Services	5,000
McBee Rescue Squad	Human Services	1,500
Milwaukee Rescue Mission	Human Services	7,500
Neighborhood House of Milwaukee, Inc	Human Services	2,850
Next Door Foundation	Human Services	5,000
Pee Dee Coalition Against Criminal & Domestic Violence	Human Services	2,500
Pegram Volunteer Fire Department	Human Services	750
Penfield Children's Center	Human Services	3,400
Pleasant View Volunteer Fire Department	Human Services	750
Ronald McDonald House	Human Services	2,000
Safe & Sound	Human Services	5,000
Salvation Army	Human Services	3,000
Second Harvest Food Bank	Human Services	2,000
Sherry's Run	Human Services	15,000
Sojourner Family Peace Center	Human Services	5,000
Special Olympics of Washington	Human Services	500
St. Francis Children's Center	Human Services	5,000

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# As Originally Filed

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Teen Challenge	Human Services	1,000		
Two Rivers Volunteer Fire Department	Human Services	500		
Waves	Human Services	500		
Wilson County Christmas for All	Human Services	4,000		
Wilson County Community Help Center	Human Services	1,000		
Wisconsin Equal Justice Fund	Human Services	5,000		
Wisconsin Families for Hands and Voices	Human Services	<u>1,000</u>	449,300	30.94%
United Way of Chesterfield County	United Way	1,750		
United Way of Fergus	United Way	2,000		
United Way of Greater Milwaukee	United Way	175,000		
United Way of Hartsville	United Way	1,750		
United Way of Johnson City	United Way	8,350		
United Way of King County	United Way	500		
United Way of Northern Kentucky	United Way	1,500		
United Way of Perth County	United Way	<u>1,500</u>	192,350	13.24%
		<u>1,452,315</u>	<u>1,452,315</u>	100.00%