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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 26, 2012

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**A. O. Smith Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-475**  
(Commission  
File Number)

**39-0619790**  
(IRS Employer  
Identification No.)

**11270 West Park, Milwaukee, Wisconsin 53224**  
(Address of principal executive offices, including zip code)

**(414) 359-4000**  
(Registrant's telephone number)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 204.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13-e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure**

Attached and incorporated herein by reference as Exhibit 99.1 is a copy of A. O. Smith Corporation's Analyst Day presentation scheduled on September 26, 2012.

**Item 9.01. Financial Statements and Exhibits**

The following exhibit is being filed herewith:

(99.1) A. O. Smith Corporation's Analyst Day presentation, September 26, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**A. O. SMITH CORPORATION**

Date: September 26, 2012

By: /s/ James F. Stern  
James F. Stern  
Executive Vice President, General Counsel and Secretary

Exhibit Index to Current Report on Form 8-K dated September 26, 2012

<u>Exhibit Number</u>	<u>Description</u>
99.1	A. O. Smith Corporation's Analyst Day presentation, September 26, 2012.



## Analyst Day

September 26, 2012



# Agenda

Time	Subject	Presenter
9:00 a.m.	<b>Welcome</b> Global Business Ashland City Plant Preview	Paul Jones, <i>Chairman &amp; CEO</i> Ajita Rajendra, <i>President &amp; COO</i> Steve Anderson, <i>SVP Manufacturing &amp; Supply Chain</i>
9:55 a.m.	<b>Break</b>	
10:00 a.m.	Ashland City tour	
11:00 a.m.	Global Manufacturing Strategic Aspirations & Acquisitions Financial Aspirations	Steve Anderson Paul Jones John Kita, <i>EVP &amp; CFO</i>
12:00 Noon	<b>Lunch</b>	
12:30 p.m.	Depart for Lochinvar	
1:30 p.m.	Introduction to Lochinvar Tour Lochinvar plant	Bill Vallett, <i>President, Lochinvar</i>
3:15 p.m.	Wrap Up	Paul Jones



# Forward Looking Statements

This presentation contains statements that we believe are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally can be identified by the use of words such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “continue,” “guidance”, or words of similar meaning. All statements regarding 2015 aspirations are forward-looking statements. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated as of the date of this presentation. Important factors that could cause actual results to differ materially from these expectations include, among other things, the following: difficulties in achieving the disclosed accretion from the Lochinvar acquisition, cost synergies or global expansion opportunities related to the acquisition; weakening in the high efficiency boiler segment in the U.S.; the ability to execute our acquisition strategy; significant volatility in raw material prices; competitive pressures on the company’s businesses; inability to implement pricing actions; instability in the company’s replacement markets; further weakening in U. S. residential and commercial construction; timing of any recoveries in U. S. residential or commercial construction; a slowdown in the Chinese economy; foreign currency fluctuations and adverse general economic conditions and capital market deterioration.

Forward-looking statements included in this presentation are made only as of the date of this presentation, and the company is under no obligation to update these statements to reflect subsequent events or circumstances. All subsequent written and oral forward-looking statements attributed to the company, or persons acting on its behalf, are qualified entirely by these cautionary statements.



# Investment Case

- Leader in water heaters In North America and China, platform to become leader in India
- Stable North American replacement market; operating leverage when new construction recovers
- Strong balance sheet and cash flow to support future growth
- Strength of our China distribution, manufacturing and brand provide clear market advantage in Asia
- Energy efficient products and new geographies are drivers for growth



# A. O. Smith History

- Founded in Milwaukee, Wisconsin (1874)
- A legacy of engineering excellence
- Commitment to integrity and ethical business conduct





# A. O. Smith History

- ◆ For over 134 years, A. O. Smith Corporation has grown through diversity, innovation and its steadfast commitment to the customer
- ◆ 1936 – Company patents process for glass lining water heater tanks
- ◆ 1950 – AOS introduces cathode protection for water heater tanks
- ◆ 1995 – AOS enters China
- ◆ 1997 – AOS sold automotive company for \$775 million
  - Consolidator in water heaters; bought State and American
  - Consolidator in electric motors; bought five motor companies
- ◆ 2011 – AOS sold electric motor company for \$890 million
- ◆ 2011 – AOS purchased Lochinvar for \$418 million – the largest acquisition in company history



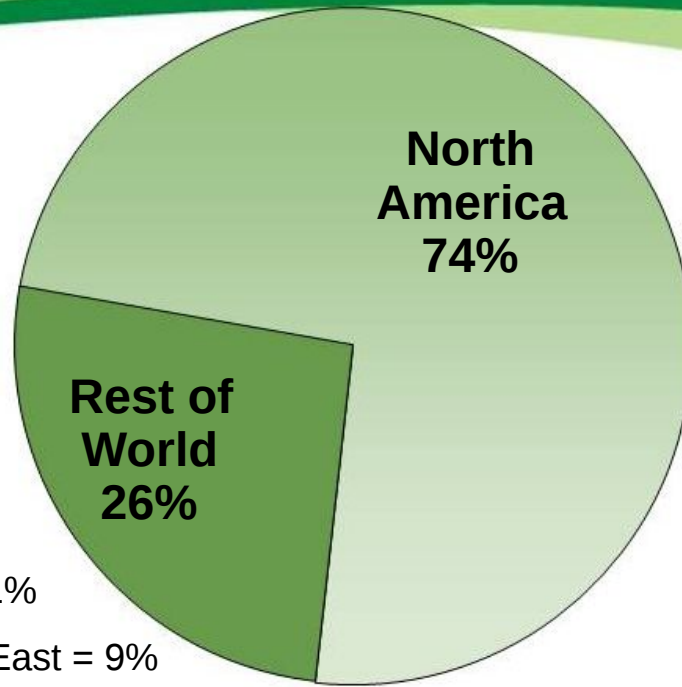


# Global Business Strategy

Ajita Rajendra, President and COO



# Segment Revenue



## NA

- ◆ Largely stable replacement
- ◆ Lochinvar 10+% growth in 2012

## ROW

- ◆ China/India = 91%
- ◆ Europe/Middle East = 9%

2012 Second Quarter

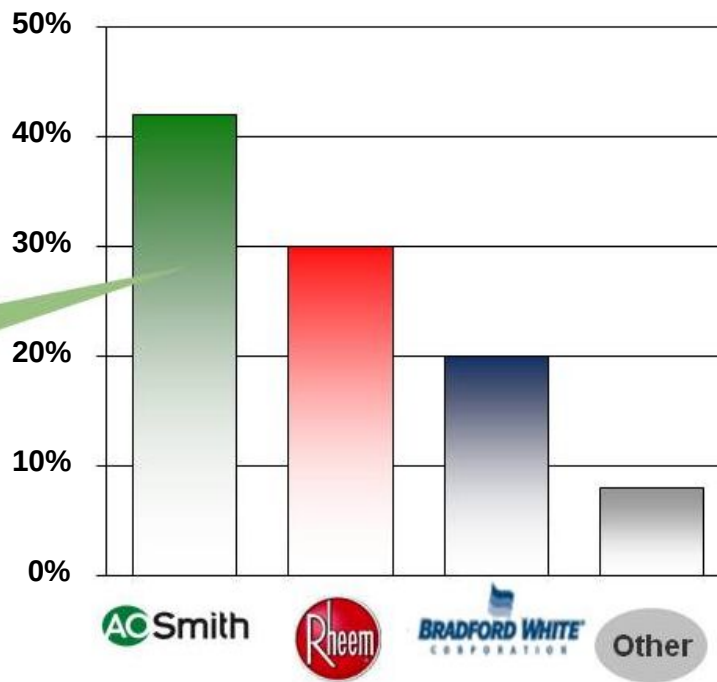


# North America Residential



# U. S. Water Heater Market Segment

## Residential Market



Includes Lochinvar pro forma

AHRI data:  
AOS actual shipments  
and AOS estimates  
of competitors'  
shipments



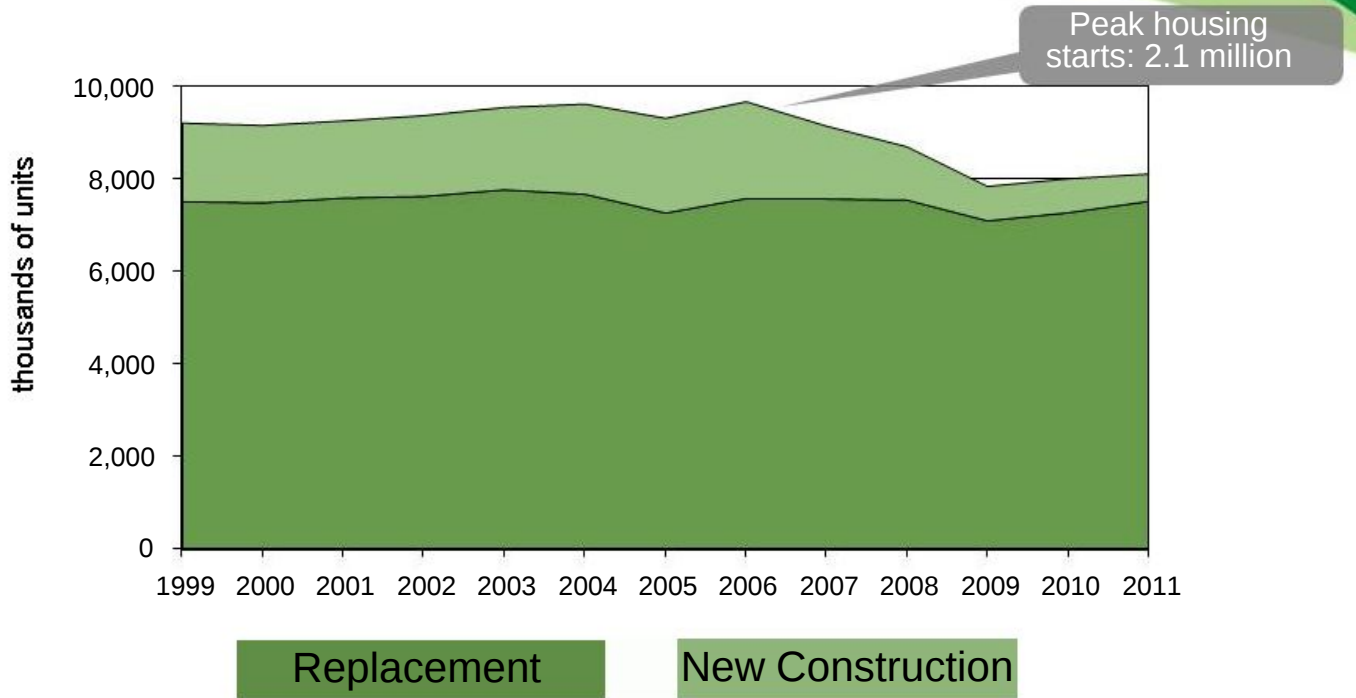
# U.S. Residential Water Heater Market Segment



# Water Heaters

## Strong Replacement Sales

### North American Residential Water Heaters



Note: Includes tankless



# North America Residential Strategic Priorities

2012 to 2015

- Influence decision makers
- Nurture Key customer
- Enhance digital marketing
- Continue to emphasize lean manufacturing and continuous improvement programs





# Brand Building – Sustained Investment

- ◆ New High Efficiency Products
- ◆ National Advertising
- ◆ Public Relations

The collage features several key pieces of marketing content:

- Top Left:** A golf-themed advertisement with the headline "HIGH EFFICIENCY IN EVERY GATE" and "A Drive For Innovation".
- Top Center:** A large advertisement with the headline "NOBODY DOES IT BETTER." featuring a water heater unit and technical specifications.
- Top Right:** A press release titled "2010 MANUFACTURER SPOTLIGHT" and another titled "A.C. Smith Votes Genetically Modified For Suburban Water Heaters".
- Middle Left:** An advertisement with the headline "IT'S A WHOLE NEW BALLGAME" showing a water heater and a person climbing a ladder.
- Middle Right:** A press release titled "ROSWELL, NEW MEXICO, HAS A REPUTATION AS A WASH, ALMOST ALIEN ENVIRONMENT. THAT'S WHY WE TEST OUR WATER HEATERS THERE." with an image of a desert landscape.
- Bottom Left:** A "Consumer Reports" magazine cover titled "7 Ways to Slash Your Energy Bills" featuring a water heater.
- Bottom Center:** A "Tennessee" magazine cover with the headline "Meeting Expectations".
- Bottom Right:** A press release titled "Innovation Begins Right Here in Tennessee" with the AC Smith logo.

The AC Smith logo is prominently displayed at the bottom left of the collage.

# Web Strategy

- Dominant visibility in search engines for our brands and downstream channel partners
- Cultivate positively impactful recommendations
- Inspire and facilitate visitor goals
- Drive measurable downstream value



Discover New Products  
Find a Spec Sheet

Drive leads to contractors



Available exclusively at Lowe's

# Social Media Strategy

## ● Retail - Reduce complaints, increase praise

- Engage publicly. Resolve privately. Confirm publicly.
- Cultivate and showcase positive reviews
  - Goal: Improve published sentiment on Lowes.com & Google

## ● Wholesale - Increase awareness and preference

- Publish blog on hotwater.com, syndicate to Facebook and Twitter
- Post and Tweet about marketplace events
- Goal: Encourage engagement, improve search engine rankings
- Engage publicly. Resolve privately. Confirm publicly.

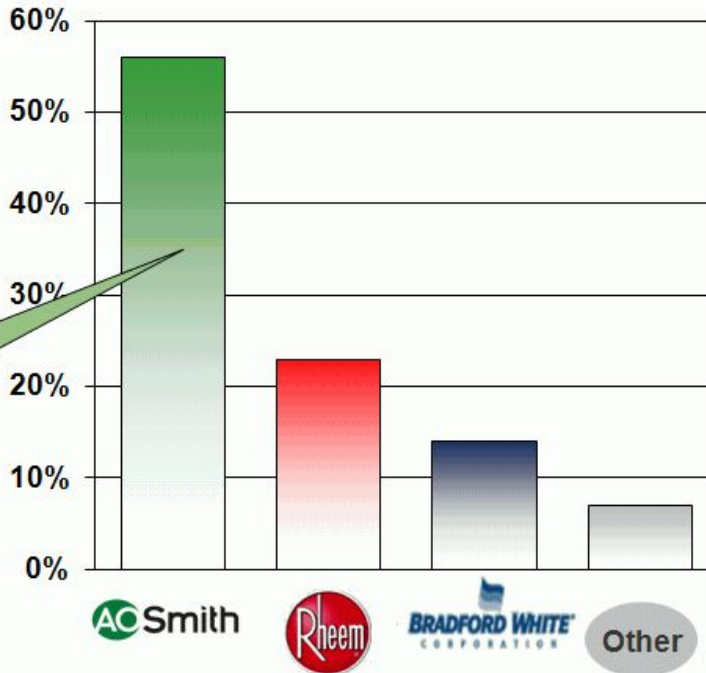


# North America Commercial



# U. S. Water Heater Market Segment

## Commercial Market\*



Includes Lochinvar pro forma

AHRI data:  
AOS actual shipments  
and AOS estimates  
of competitors'  
shipments



\*Commercial water heater segment as defined by AHRI,  
total 2011 commercial units as reported by AHRI = 145,000

# Energy Efficient Cyclone

- Game changing energy efficient commercial product launched in 1997 and upgraded frequently
- Up to 96% thermal efficiency dramatically lowers operating costs offering short payback
- Achieved 13% CAGR since its launch
- Represents 18% of AOS commercial units



Innovation, training and 24/7 National account customer service drive market leadership



# North America Commercial Strategic Priorities

2012 to 2015

- Sustain investment in high efficiency products and innovation leadership
- Develop delivery of hot water solutions
- Improve inventory and delivery programs
- Maintain technical and applications expertise



Lochinvar





# Lochinvar



# Acquisition Fits Squarely within Strategic Objectives



## 🔥 Core product expansion

- ~ Lochinvar: Complementary product line up to 3.5 million BTUs
- ~ Lochinvar: approximately 50% hydronic heating application and 50% other hot water applications

## 🔥 Higher growth, energy efficient products

- ~ Leader in high efficiency condensing boilers
- ~ Trend to condensing technology underway in North America

## 🔥 Geographic expansion Opportunities

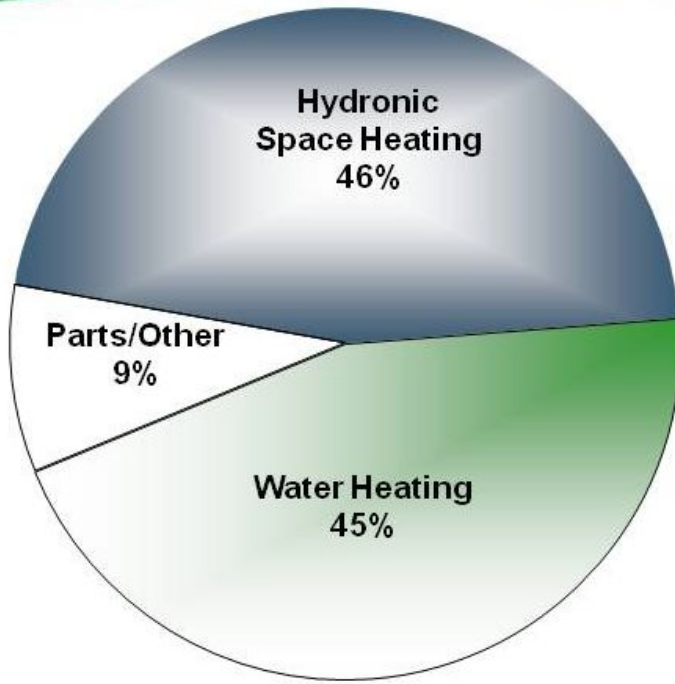
- ~ China first on the list

# Combination Creates Compelling Value

- Purchase price of \$418 million plus earnout, paid in cash
  - 7.5 times adjusted EBITDA including tax benefits
- Lochinvar's complementary product offerings are a logical expansion of AOS global water heating platform
  - One of the leading North American manufacturers of higher growth, higher efficiency, condensing boilers
- Synergies expected to be \$10 to 15 million in the next few years:
  - Purchasing economies
  - Logistical economies
  - Global expansion opportunities
- Accretive and exceeded cost of capital in year 1
  - \$.07 per share in fourth quarter 2011, including one-time purchase accounting charges and professional fees
  - Expect incremental \$.40 to \$.50 per share in 2012
- Global expansion opportunities; China first on the list



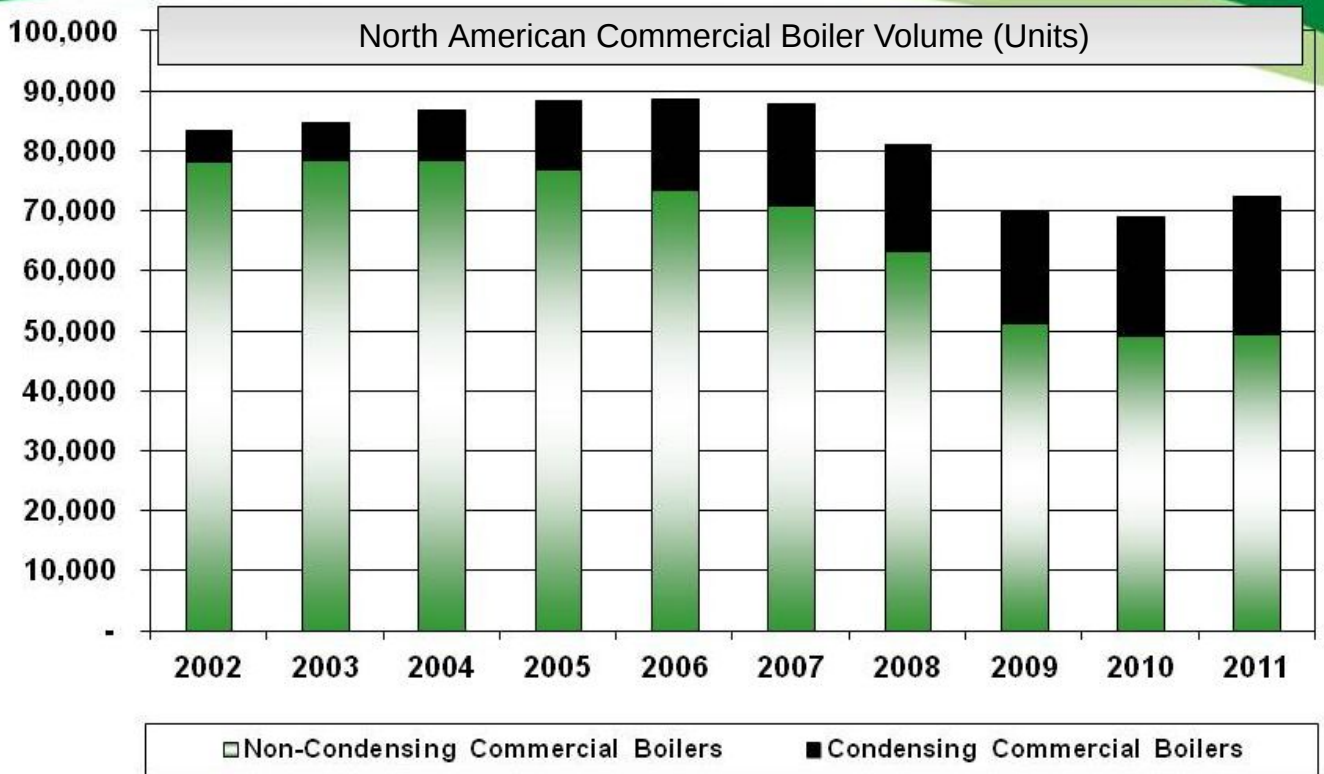
# Lochinvar End Markets



2/3 commercial end markets; 1/3 residential end markets

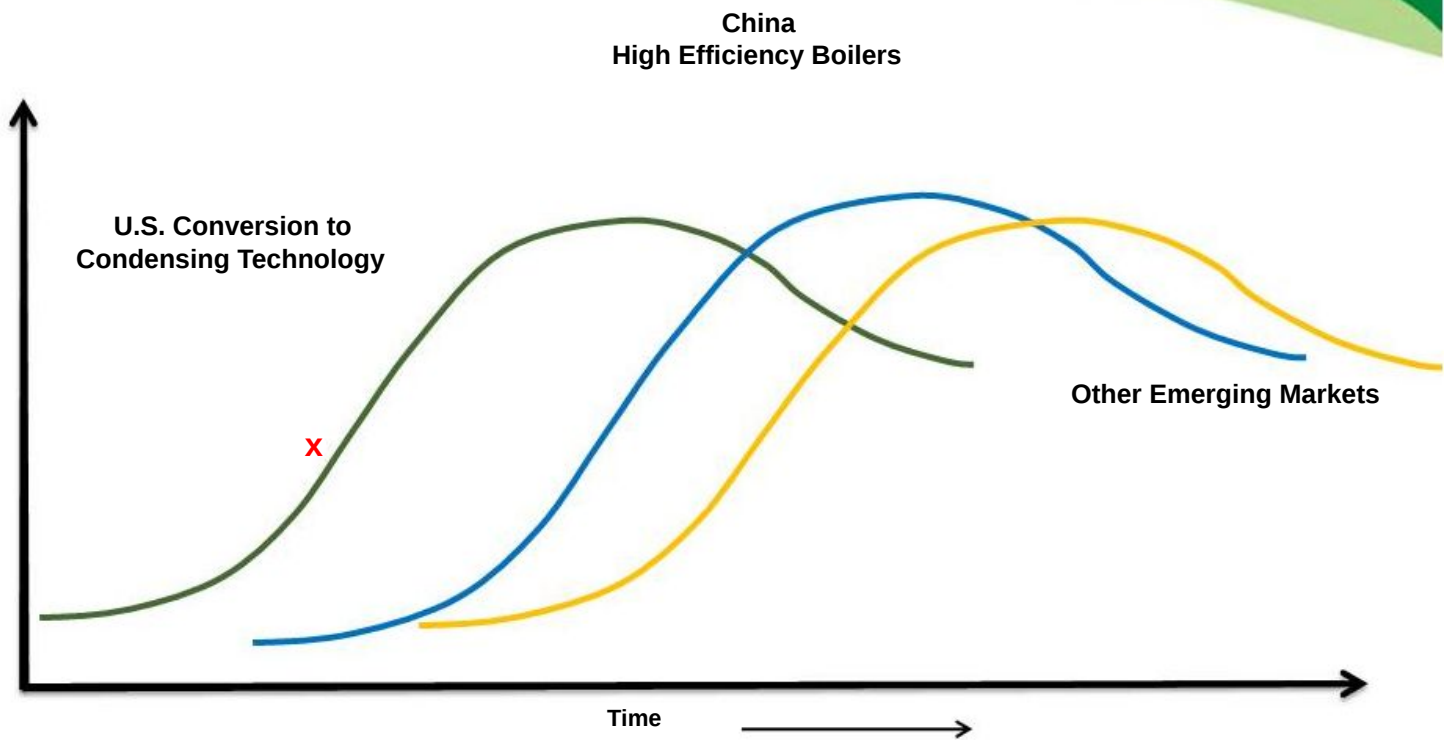


# Trend to Higher Efficiency, Condensing Boilers



Source: BRG

# High Efficiency Portfolio Lifecycle

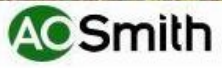


# Lochinvar Strategic Priorities

2012 to 2015

- ◆ Sustain investment in innovation and technology leadership
- ◆ Further leverage training
- ◆ Continue to invest in new product development
- ◆ Maximize China boiler opportunity

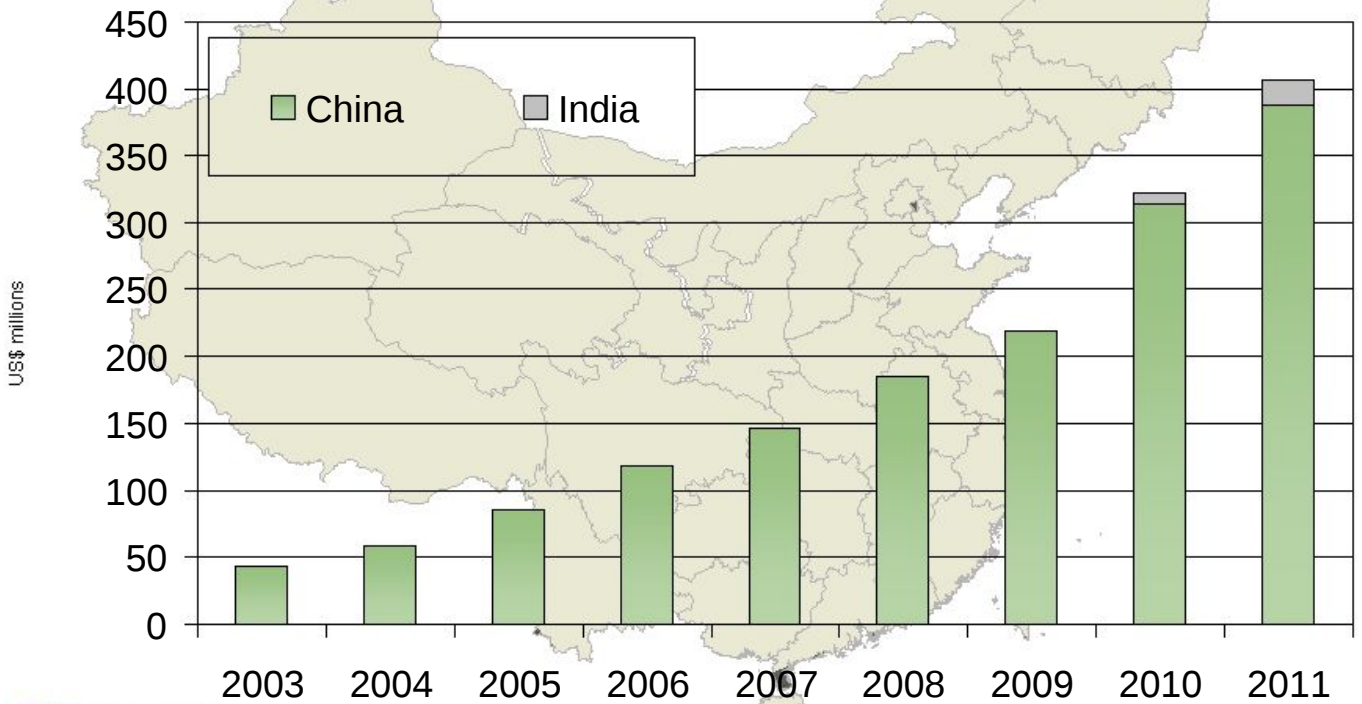
# China Water Heating





# China/Asia now 24% of Sales & Growing

China sales have grown over 25% (CAGR) over the last 9 years



## Nanjing, China

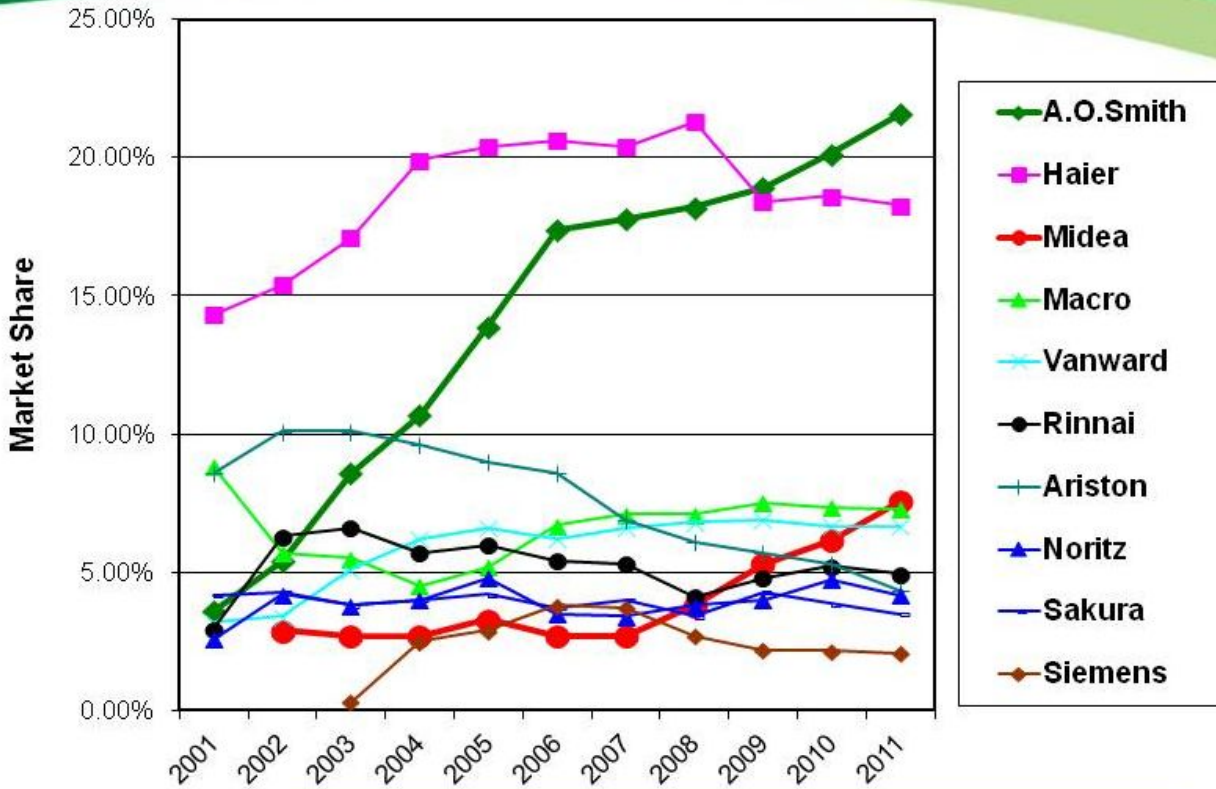
- Since 1995
- Products designed for Chinese consumers
- Experienced Chinese managers
- Strong retail presence



**AC Smith**

- Consistently strong growth
- Second manufacturing site will increase capacity to 3 million units in 2014 (50% increase)

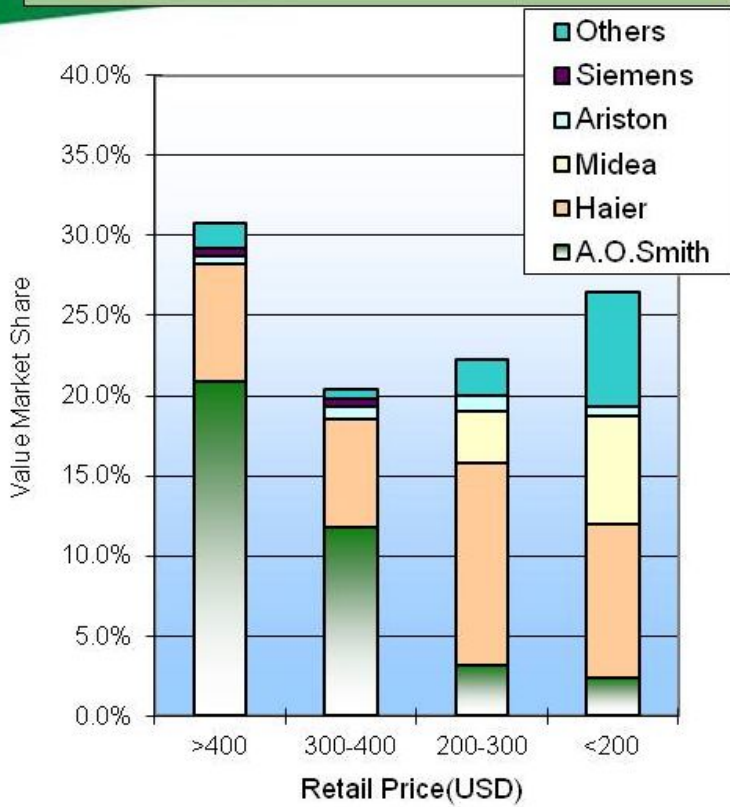
# Ten-Year Market Share Trend



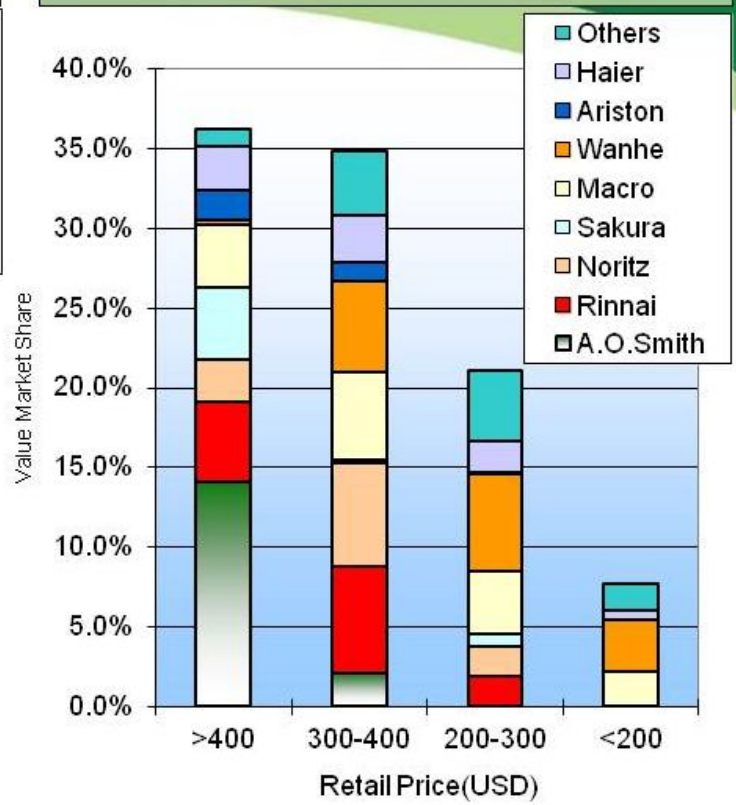
Leading residential brands measured in currency; Tier One Market: GFK - CMM data sampling several thousand largest retail stores

# Market Share by Price Category

Electric Market Share



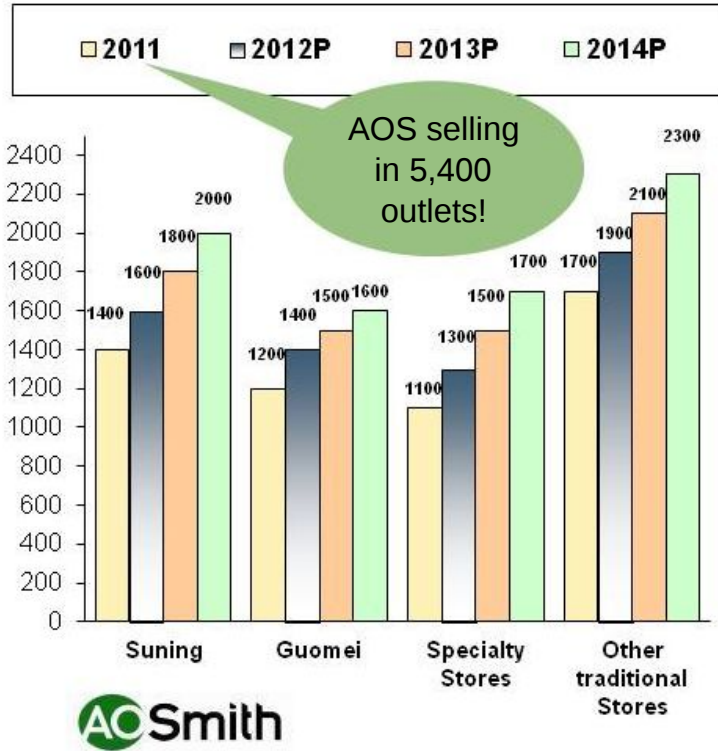
Gas Market Share



Data Source: CMM Retail Survey January 2012 -150 Best Selling Models

# Distribution Channel Expansion

## Three Year Plan (AOS Presence) 2011 to 2014

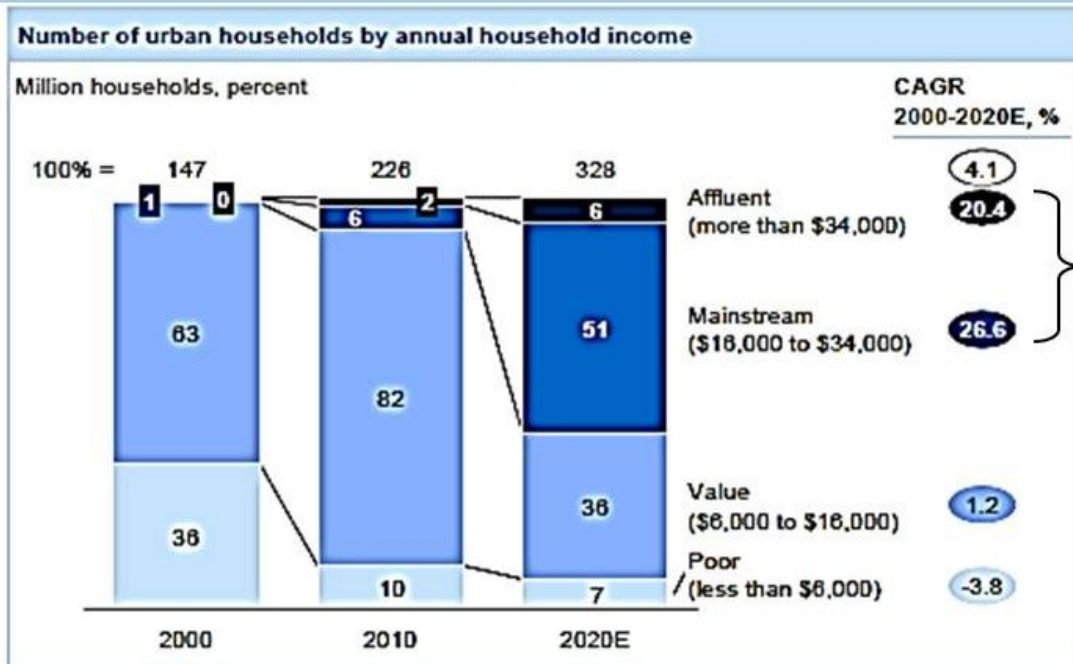


- We are selling currently in 5,400 stores and plan to add 600 retail stores in 2012, largely in tier 2 cities.
- We have been assisting distributors to open A. O. Smith specialty stores. We plan to add 200 new stores each year, reaching 1,700 A. O. Smith stores at the end of 2014.



# Mega Trends - China

## Significant growth in AOS target demographic



A. O. Smith customer demographic expected to continue to grow rapidly

SOURCE: McKinsey Insights China – Macroeconomic model update (March 2011)

# China's Megatrends and Company Specific Factors Driving AOS Growth

- ◆ Urbanization and Growing Middle Class
- ◆ Expect Tier 2 and Tier 3 market and cities to further develop
- ◆ Green and Safe (more money for cleaning up environment, saving energy, health)

Strong A. O. Smith brand, capable local managers, key distribution relationships and engineering innovation expected to propel A. O. Smith growth to at least 2 times China GDP rate



# Wall-hung Electric



## ● Good/Better/Best

- Mechanical / Electronic Controls
- Steel / Plastic Jacket
- Single / Dual heating elements
- Single / Dual power input 1.5/2.0/3.0KW/5.0KW
- Solar and gas auto-switch
- Dual tank slim model



Solar and gas auto-switch



Dual tank slim model





# Gas Tankless



**AC**Smith

## ● Good/Better/Best (Natural gas)

- 8L/10L/11L/12L/13L/16L/20L/28L
- Non-modulating / Modulating
- Non-condensing / condensing
- Power venting / Balance Flue
- Indoor/Outdoor
- CO Sensor interlock

# Heat Pump

- 60L/80L integrated Wall-hung
- 150L/200L Split/integrated Floor-standing
- 240L/300L Split/Integrated floor-standing
- 2KW/3KW compressor
- Launched aluminum “micro-channel” cost-down split floor-standing heat pump.



\$50 dollar per unit savings compared with using copper coils.



# Solar-Assist Electric



- 60L/80L/100L/120L/150L/200L
- Roof-top / balcony mount
- Pressurized tank
- Cost reduction in 2012



# AOS China Brand Strategic Priorities

2012 to 2015

- ◆ Continue to build brand and expand distribution
- ◆ Grow commercial markets, including hydronic
- ◆ Continue cost reduction processes
- ◆ Develop web based sales and marketing strategy
- ◆ Improve tankless and heat pump capabilities
- ◆ Exploit developing replacement/upgrade market



# A. O. Smith Branded Water Treatment Systems: Retail Channel Display

- ◆ Leverage the A.O. Smith brand in our existing water heater channels
  - 1,100 retail stores at the end of 2011
- ◆ RO main focus
- ◆ Product development focused at customer needs and technical improvements
- ◆ Highly fragmented, \$300 million market



# AOS Branded Point of Use Products

400 GPD tankless;  
power and pump;  
USB interface for  
monitoring filter;  
Leakage detector

75 and 50 GPD  
with tank, power  
and pump;  
USB interface for  
monitoring filter;  
Leakage detector

125 GPD with tank;  
No pump and thus no power  
needed!



AR400-B1



AR75-B8



AR50-A2



AR125-B1

**2011: 900 stores in tier 1 cities and 200 in tier 2 cities;  
2012: adding 200 tier 1 and 200 tier 2 retail outlets**



# SWT Strategic Priorities

2012 to 2015

- ◆ Expand customer base and drive sales growth
- ◆ Invest in AOS brand
- ◆ Improve profitability
- ◆ Achieve best in class quality and delivery
- ◆ Maximize replacement filter opportunity

# INDIA



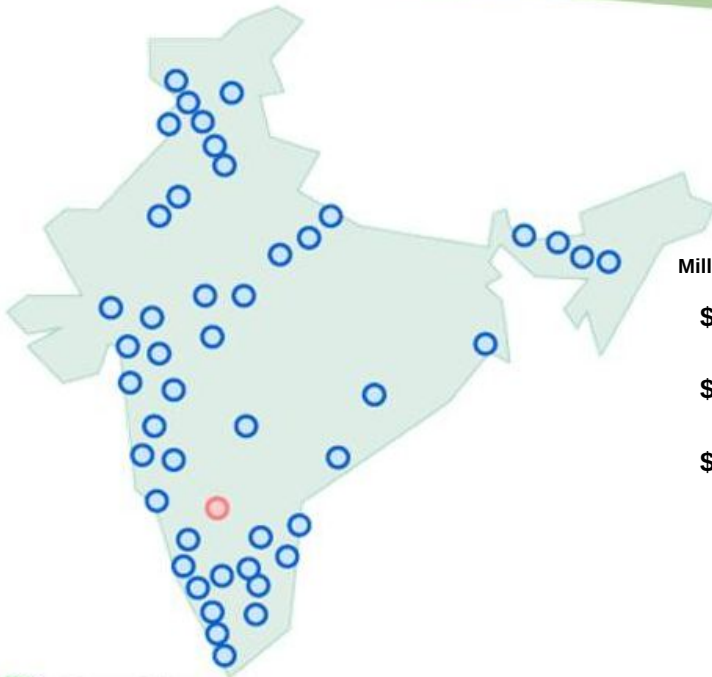


# Products Designed for India Market

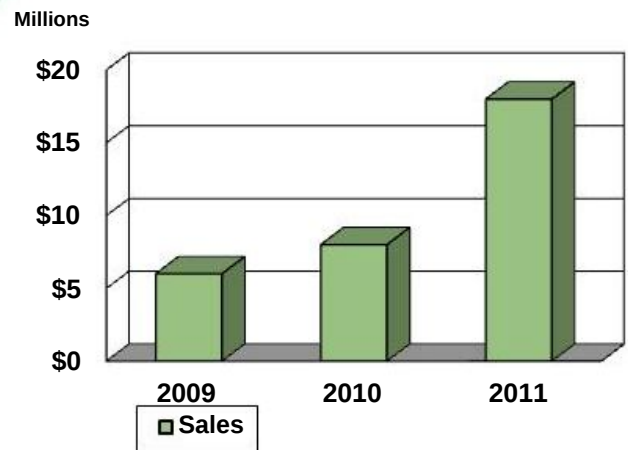


# India Geographic Expansion

- Headquarters and manufacturing in Bengalooru (Bangalore)
- Sales and distribution



- ◆ +800 outlets in 2012, totaling 1,700 at year end (*AOS brand water heaters*)
- ◆ +100 Jaquar dealers in 2012, totaling 1,100 at year end (*co-branded water heaters*)



# India Strategic Priorities

2012 to 2015

- Build brand
- Establish manufacturing center of excellence
- Introduce new products
- Expand distribution
- Enter water treatment market
- Explore commercial opportunity





## A. O. Smith's Vision



- *To be a leading, globally diversified provider of innovative, energy efficient products used to heat and clean water, providing extraordinary value to customers and maximizing returns to our shareholders.*



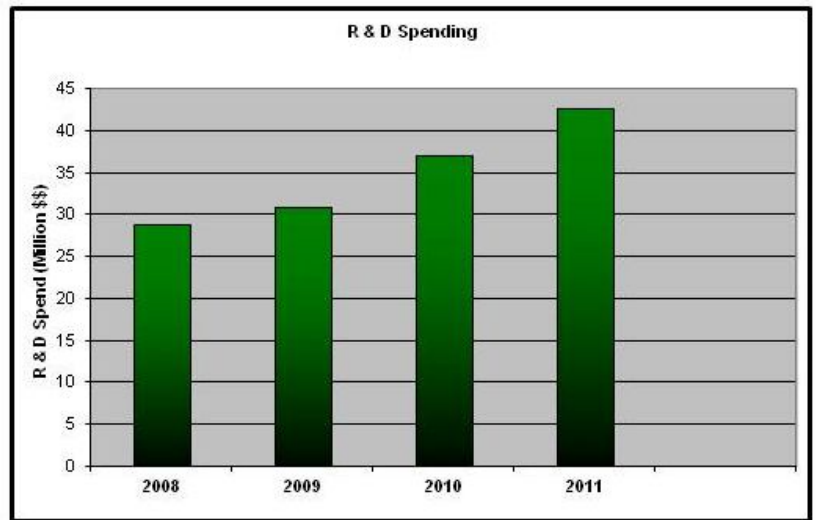
# Achieving Our Vision

## 450+ Engineers

- North America
- China
- India
- Europe

## 10 Engineering Centers

- Specific Product Engineering
- Global Engineering
- Corporate Technology
  - Focused Innovation Center

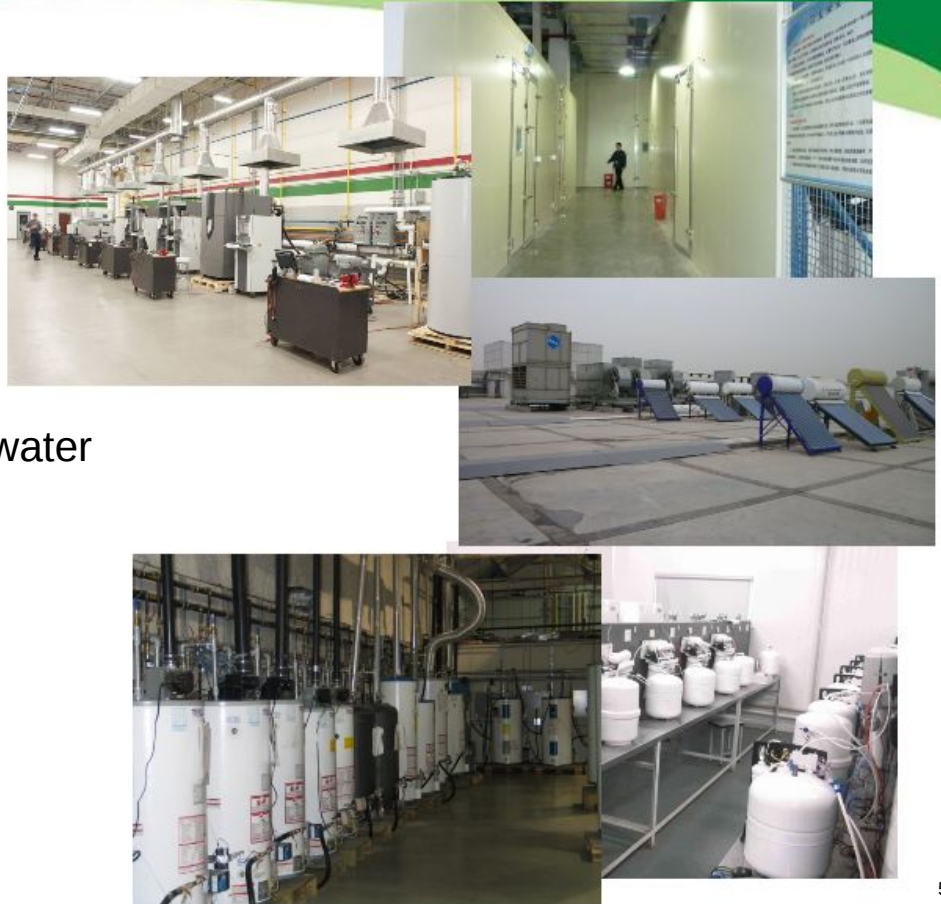


# Global Engineering Centers



# Technological Capabilities

- 🔥 Electric tank-type
- 🔥 Gas tank-type
- 🔥 Gas tankless
- 🔥 Heat pumps
- 🔥 Solar
- 🔥 Boilers and industrial water heaters
- 🔥 Water treatment
- 🔥 Enabling electronics
- 🔥 Materials
- 🔥 Simulation





# Innovative Products

## Awards

### Appliance DESIGN Magazine

- 2011 Excellence in Design Award
- Silver Medal - Next Hybrid®
- Bronze Medal - Cirrex®

### Green Builder Magazine

- Hot 50 Products of 2011
- Next Hybrid®

### Building Products Magazine

- 2010 Green Product Award
- Voltex®



Company Confidential

CAR TIRES  
& BATTERIES  
PAGES 48, 52

TURKEY DAY  
FIXINGS  
PAGE 8



Q & A: OBAMA  
ON HEALTH CARE  
PAGE 18

AMERICA'S WORST  
CREDIT CARD  
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# Best Products of the Year



AC Smith

## Hybrid vs. solar

While some solar heaters save almost as much as hybrid electrics, most take far longer to pay for themselves.

Brand & model	Installed cost (est.)	Tank size (gal.)	Annual savings (avg.)	Payback with federal credit (yr.)	Warranty (yr.)
<b>HYBRID ELECTRIC HEATERS</b> All are Energy Star-qualified and eligible through 2010 for federal tax credit of up to 30 percent.					
A.O. Smith PHPT-80 (i)	\$2,250	80	59%	5	10
Rheem HP50RH (i)	1,750	50	58	4	10
GE GEH50DNSRSA (i)	1,950	50	56	4.5	10

Brand & model	Installed cost (est.)	Collector type	Annual savings (avg.)	Payback with federal credit (yr.)	Warranty (yr.)
<b>SOLAR HEATERS</b> All are certified by the Solar Rating and Certification Corp., needed for many rebates and credits.					
Eagle Sun DX-80-64 (i)	\$7,500-8,500	2 flat panels	55%	12-14	10 for panel; 6 for tank
Heliodyne 50190 (i)	6,000-7,000	2 flat panels	49	10-12	10 for panel; 6 for tank
Sungrabber 200 Series	2,500-4,500 (ii)	2 tube-filled mats	35	5-9	10 (iii)
SunMaxx 3570 (ii)	5,500-7,000	1 glass-tube bank	19	23-33	10

(i) Energy Star-qualified. (ii) Manufacturer has updated system. (iii) Lower price is for do-it-yourself installation. (iv) 3 years for DIY installation.

Our results for hybrid electric water heaters reflect tests conducted in a 65° F temperature-controlled chamber and, for solar heaters, year-round tests outside our Yonkers, N.Y., headquarters. The figures above are based on the

consumption of hot water by two to four people (80 to 85 gallons per day) compared with all-electric storage-tank heaters. How much you save in your home might differ based on climate and usage.



A.O. Smith



# New Products

NEXT Hybrid™

Voltex™

Effex™

Tankless

Cirrex™





# 2015 Strategic Aspirations and Acquisitions

Paul Jones, Chairman and CEO



## Vision

To be a leading, globally diversified provider of innovative, energy efficient products used to **heat and clean water**, providing **extraordinary value to customers and maximizing returns to our shareholders.**

To simultaneously reposition A. O. Smith as a portfolio of global water based businesses with **higher returns (EBIT and ROIC) and a greater share of revenue in high growth regions and businesses.**

## Performance Aspiration

Grow faster than the market and achieve **greater than \$3 billion in sales, with more than \$1 billion from emerging regions and**, with a return of 14% EBIT in 2015.



# A. O. Smith Enterprise Strategy Framework

## Values

**Conduct business with integrity- Live our Values every day**

## Brand

Build our brand reputation and deliver our brand promise.

## Markets

Emphasize high growth markets worldwide.

Leading market share position for every segment of our business.

## Products

Bring to market a continuous flow of innovative, energy efficient and reliable products that have a compelling value proposition to our customers.

## Operations

Operate world class facilities and highly efficient processes to manufacture and distribute technologically superior products / services.

Earn customer loyalty by providing best in class value and outstanding customer service and responsiveness.

## Talent

Develop a high performance environment that attracts, develops and retains top talent around the world.



# Our Geographic Environment

## North America



### North America

- Slow GDP growth
- Large but mature market
- 2015 Regulatory changes – electric product
- Strong brands
- Boiler industry transition to 55% condensing by 2016

## India



### India

- GDP growth projected at 6-7% range
- Volatile currency
- An evolving water heater market
- AOS brand gaining recognition

## China

### China

- GDP projected at 7-8% range
- Sluggish economy at present / transitional issues
- Middle and affluent classes growing
- AOS brand is the market leader
- Very bullish on long term growth

### Mega trends-

- ✓ Global political and governmental fiscal issues are major headwinds to economic expansion.
- ✓ E commerce and digital marketplaces are rapidly expanding and could change the purchase decision dynamics.
- ✓ Global procurement programs – China is becoming less attractive, Mexico is becoming more attractive.

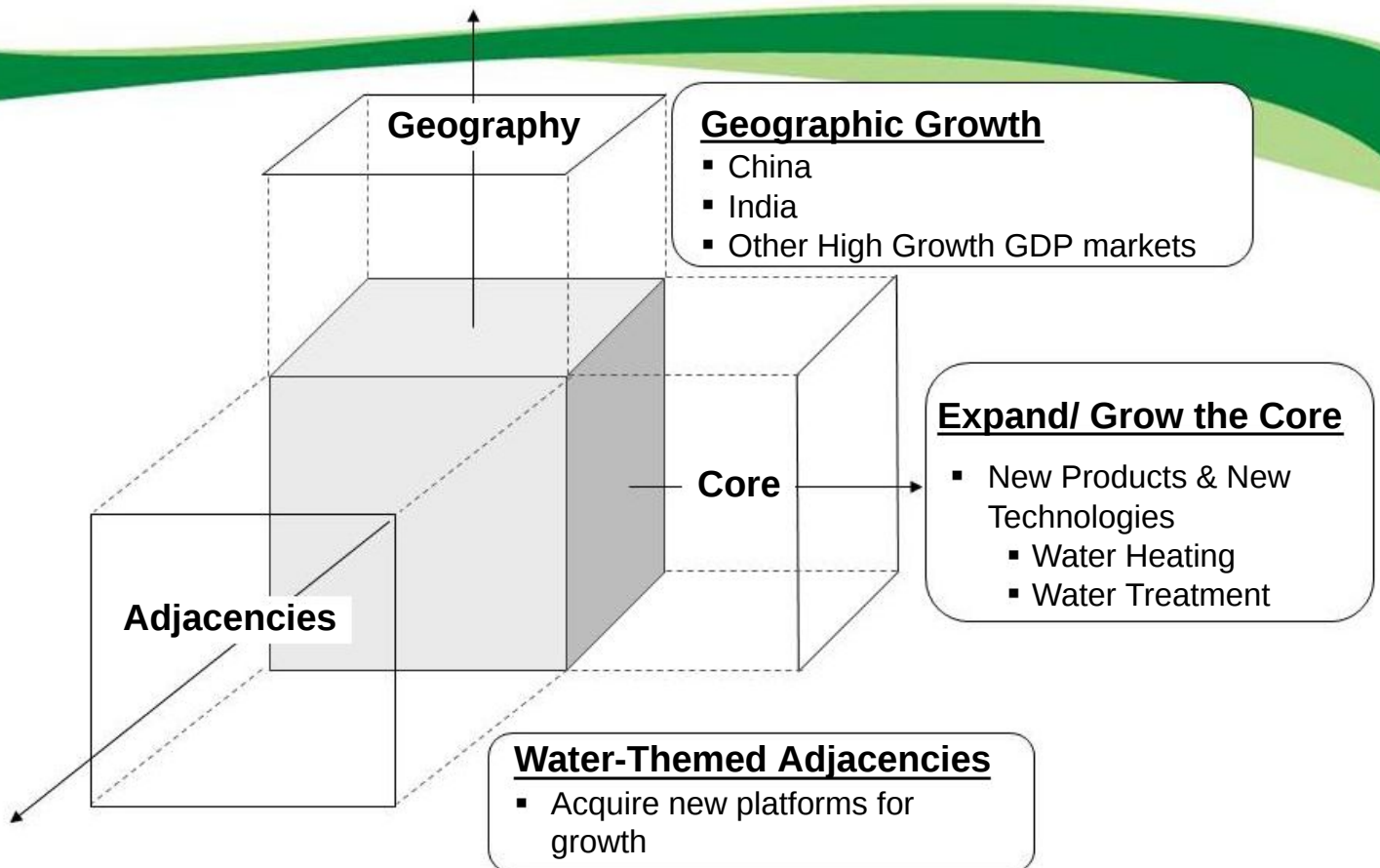




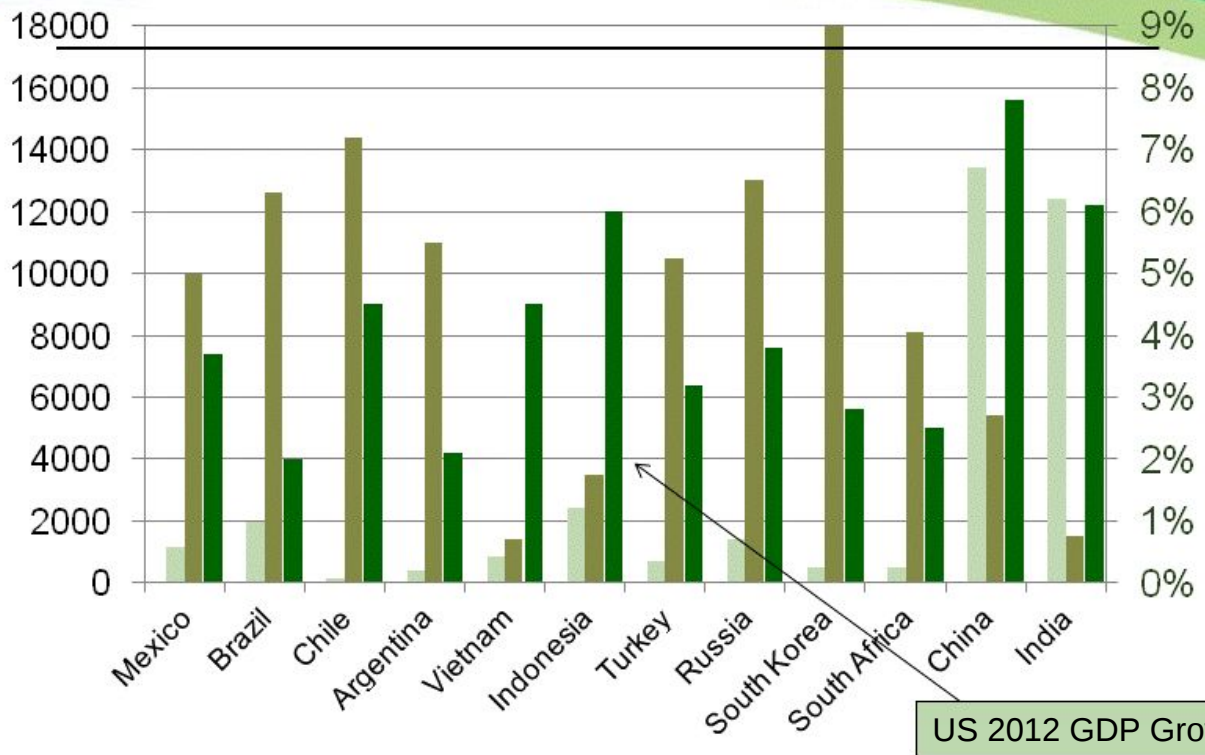
# A. O. Smith's Capital Allocation Options

- ◆ Organic growth (capital expenditures)
- ◆ Acquisitions
- ◆ Return cash to shareholders
  - Dividends
  - Share repurchase

# A. O. Smith Growth Strategy



# Geographic Expansion: Higher Growth Regions



US 2012 GDP Growth

Population (00000) GDP per Capita (USD) 2012 GDP Growth (right axis)



Source: World Bank, Economist

# Investment Criteria

- ◆ Value creation opportunities
- ◆ ROIC in excess of cost of capital by second or third year
- ◆ Meet risk adjusted IRR hurdle rates
- ◆ Margin accretion with growth rates higher than US GDP
- ◆ Accretive to earnings in the first year

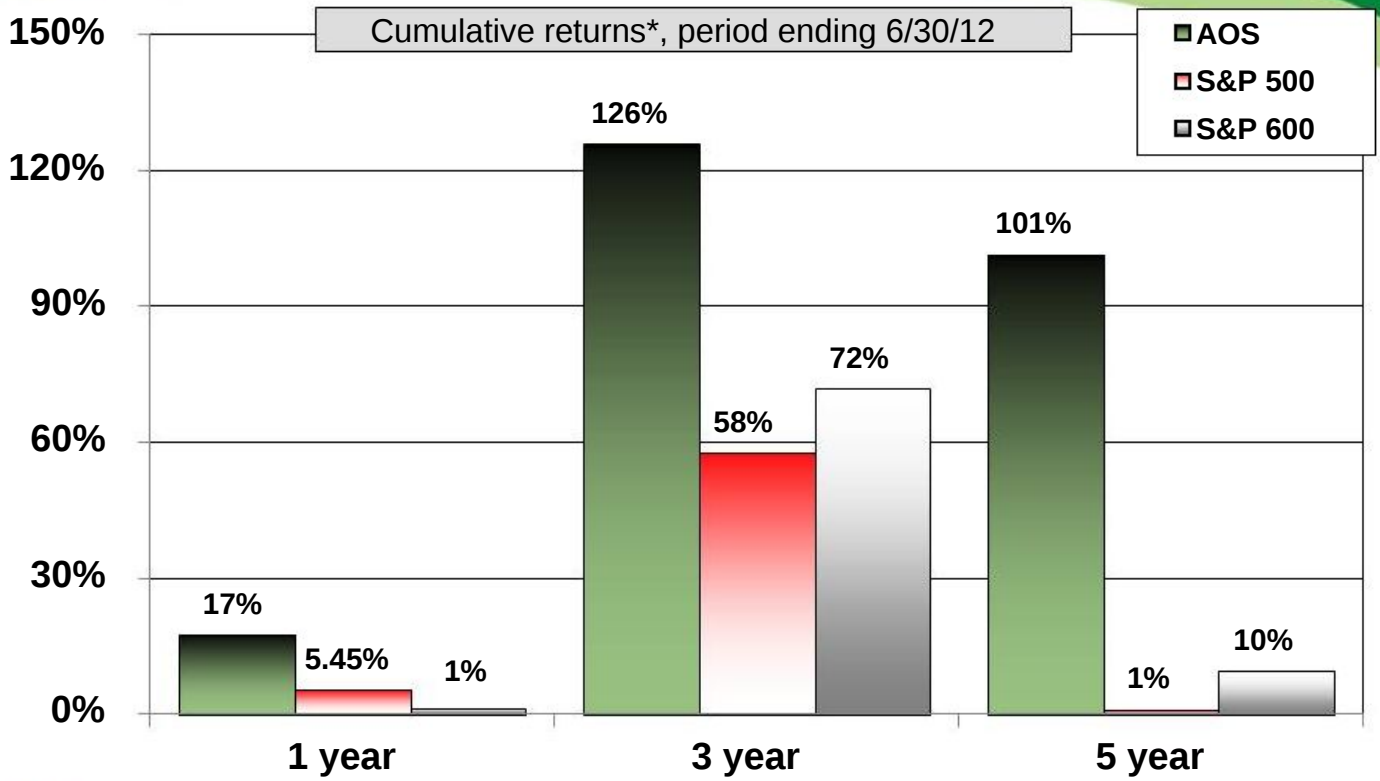


# Alignment and Execution

- ◆ Alignment
- ◆ Clearly defined strategy and goals
- ◆ Clear definition of what we will and will not do
- ◆ Clearly identified priorities
- ◆ Disciplined process
  - Clear financial metrics
  - Continuously challenge assumptions
  - Develop/monitor execution ability (People)
  - Continuously monitor performance
  - Develop/deploy counter measures early



# Total Stock Return



\* includes dividends

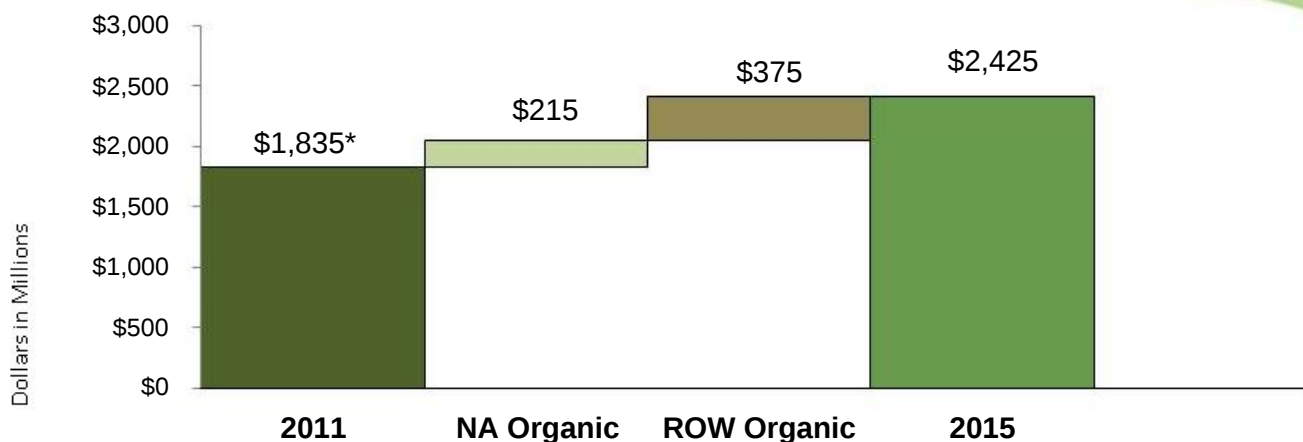


## 2015 Financial Aspirations

John Kita, Executive Vice President and CFO



# Path to Achieve 2015 Revenue Growth Aspirations

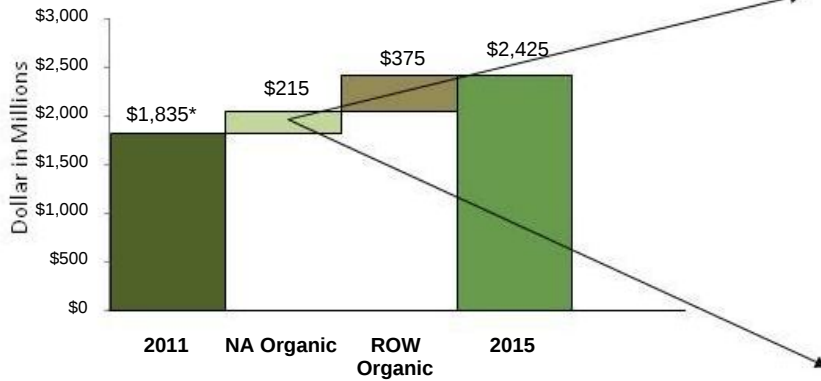


\* Includes full year Lochinvar (proforma)

This suggests annual organic revenue growth in excess of 7 percent



# North America Organic Revenue Growth



\* Includes full year Lochinvar (proforma)

## North America Water Heaters

\$1.1 billion to \$1.2 billion

- US housing starts to 1.2 million by 2015
- Commercial Industry units to 150,000 by 2015

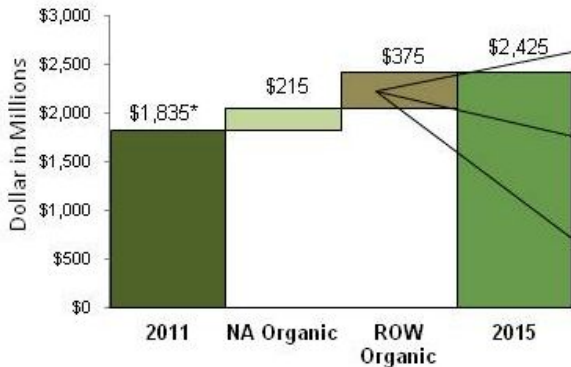
## Lochinvar

\$200 million to \$290 million

- Grow approximately 10 percent per year



# Rest of World Organic Revenue Growth



\* Includes full year Lochinvar (proforma)

## AOS Branded Sales

\$372 million to \$650 million  
• 15% (2X China GDP)

## India

\$18 million to \$85 million  
• Grow > 30 percent per year  
• Enter water treatment

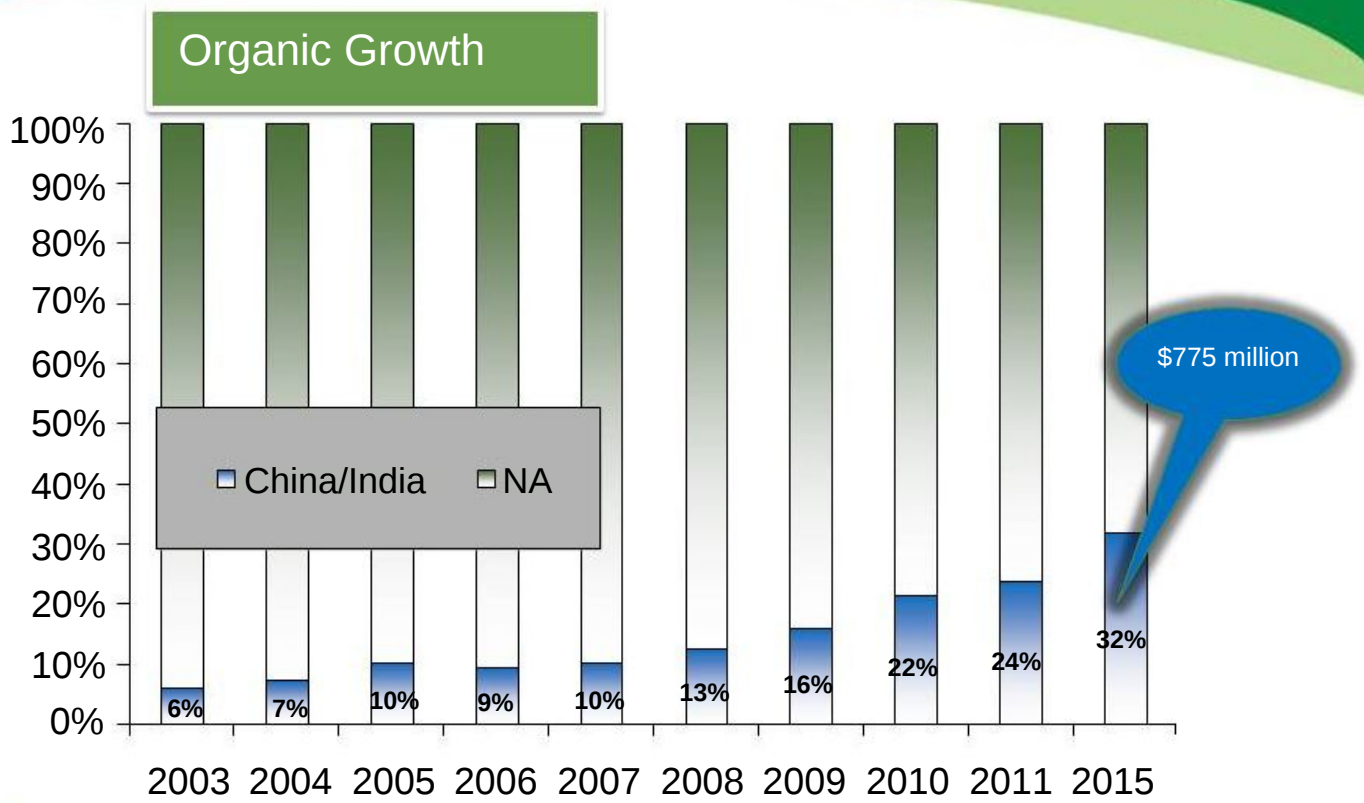
## SWT

\$16 million to \$40 million  
• Grow at least 25 percent per year

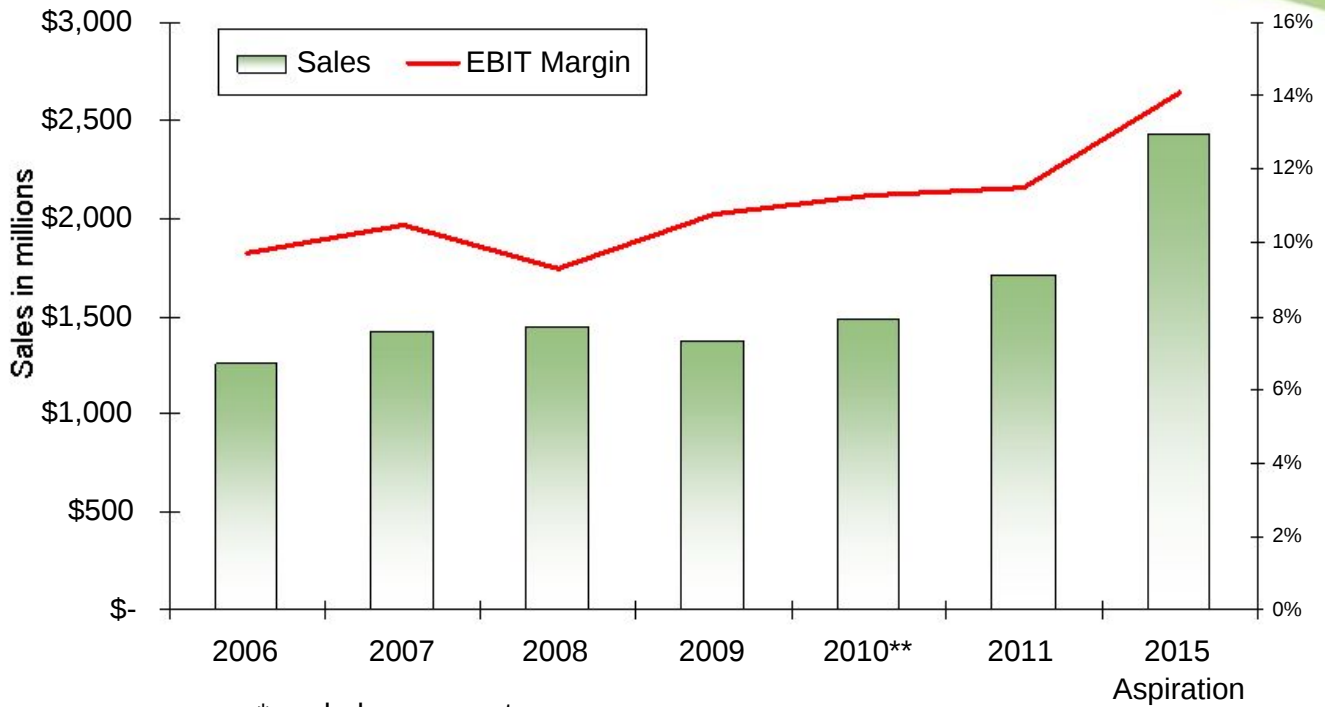
2015 Global Water Treatment revenues over \$100 million



# China/India 24% of Sales in 2011 & Growing to 32% by 2015



# Organic Growth Provides Premium Returns

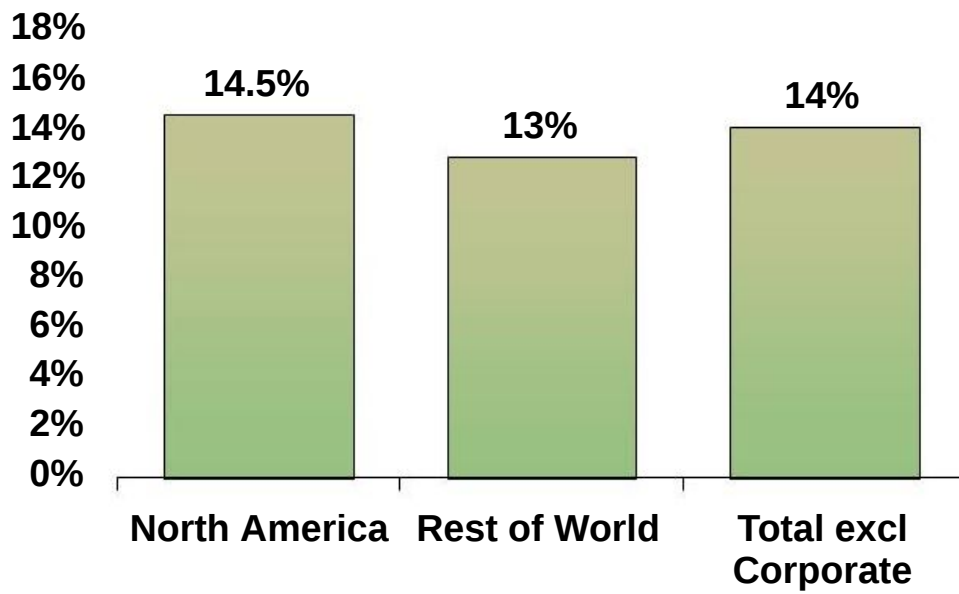


\* excludes corporate expenses

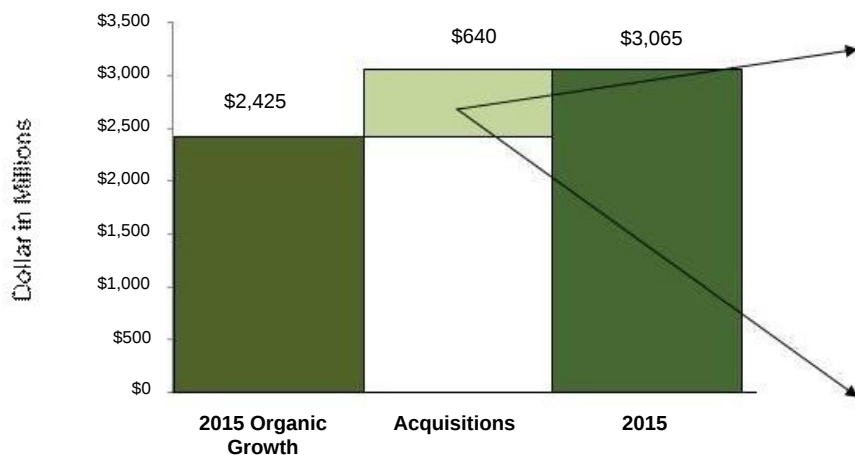
\*\* 2010 EBIT excludes \$35.4 million in flood costs



# Organic 2015 EBIT Aspirations



# Acquisitions



## Dry Powder for acquisitions\*:

Appr \$400 million cash offshore  
Appr \$400 million borrowing capacity  
Appr \$800 million available for acquisitions

## Assumptions for acquisitions:

Purchase Price of \$800mm = 1.25 Revenue,  
or approximately \$640 million

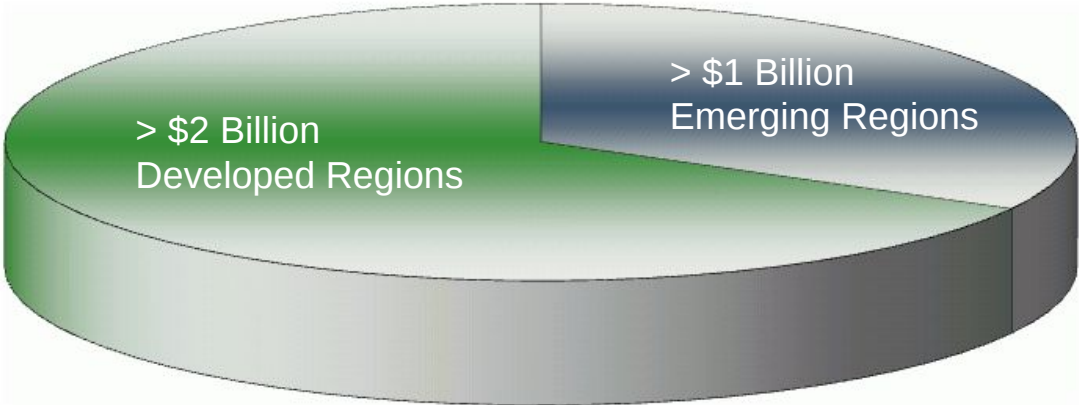
Purchase Price = EBITDA multiple of  
approximately 8.5 times and EBIT multiple  
of 10 times

\* Excludes over \$300 million organic cash generation  
(estimate for 2013 to 2015 timeframe)



# Emerging Regions over 33% of Revenues in 2015

Composition of revenues based on organic growth and acquisition aspirations



Including acquisitions, achieve greater than \$3 Billion in sales, with over \$1 Billion from emerging regions



# Reaffirming 2012 EPS Guidance; Introducing 2015 EPS Aspirations

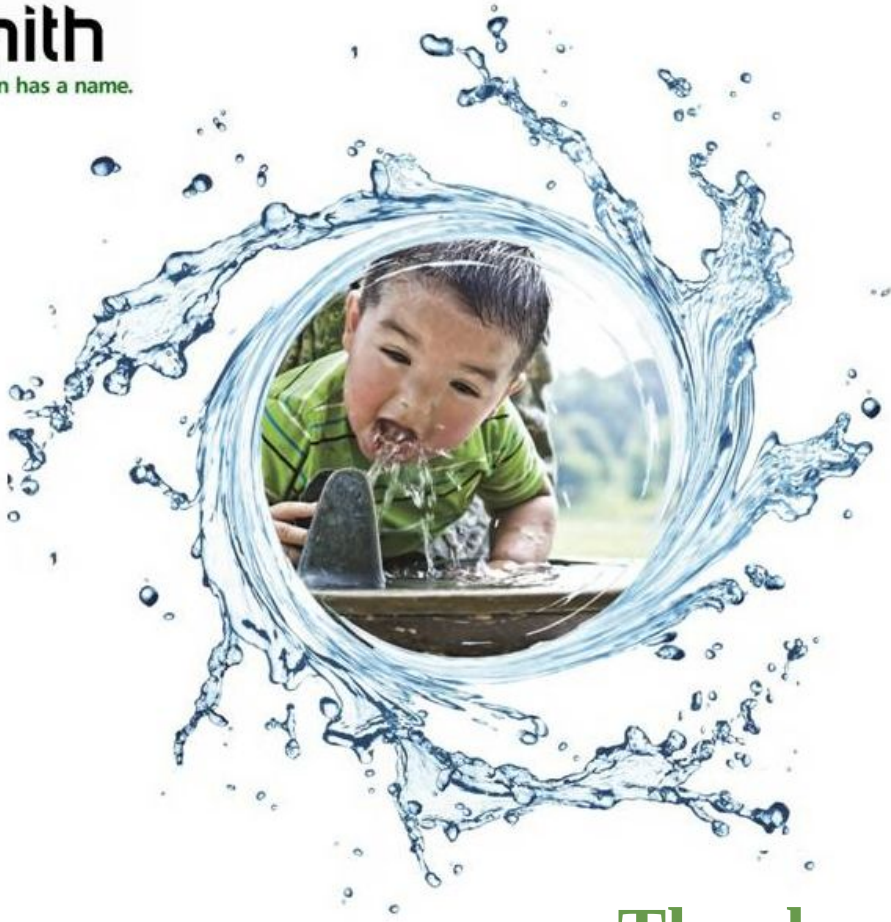


2008, 2009 and 2010 are Non-GAAP, EPS all periods is Continuing Operations Only

2011 excludes the impact from the second quarter one-time settlement and increase to the warranty reserve and the hedged RBC shares. 2012 excludes the impact from future acquisitions and the gain on the sale of RBC shares.

2015 assumes 46.5 million shares outstanding and pension expense is unchanged from 2012





**Thank you!**