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Return of Organization Exempt From Income Tax

2011

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2011 calendar year, or tax year beginning 07/01, 2011, and ending 06/30, 2012

C Name of organization: AYERS FOUNDERS TRUST 7234000008
D Employer identification number: 23-7327660
E Telephone number: 740 588-6740
G Gross receipts \$: 849,271
H(a) Is this a group return for affiliates? Yes [X] No
H(b) Are all affiliates included? Yes [] No
F Name and address of principal officer: HUNTINGTON NATIONAL BANK, 220 MARKET AVE S, STE 200 CANTON OH 44702
I Tax-exempt status: X 501(c)(3)
J Website: N/A
K Form of organization: X Trust
L Year of formation: 1973
M State of legal domicile: OH

Part I Summary

1 Briefly describe the organization's mission or most significant activities: TRUST OPERATES SOLELY FOR THE BENEFIT OF THE ZANESVILLE MUSEUM OF ART CENTER, WHICH IS A 501(C)(3) ORGANIZATION.
2 Check this box [] if the organization discontinued its operations or disposed of more than 25% of its net assets
3 Number of voting members of the governing body: 3
4 Number of independent voting members of the governing body: 4
5 Total number of individuals employed in calendar year 2011: NONE
6 Total number of volunteers (estimate if necessary): NONE
7a Total unrelated business revenue from Part VIII, column (C), line 12: NONE
7b Net unrelated business taxable income from Form 990-T, line 34: NONE

Table with columns: Revenue, Expenses, Net Assets or Fund Balances. Rows 8-22 showing financial data for Prior Year and Current Year.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here: Signature of officer [Signature], Date: 08/29/2012. HUNTINGTON NATIONAL BANK, Type or print name and title

Paid Preparer Use Only: Print/Type preparer's name: JEFF MASLANICH, Preparer's signature: [Signature], Date: 08/29/2012, PTIN: P00390783, Firm's name: THOMSON REUTERS (TAX & ACCOUNTING), Firm's EIN: 75-1297386, Firm's address: 6135 TRUST DRIVE, STE. 118; HOLLAND, OH 43528, Phone no: 419-861-2300

May the IRS discuss this return with the preparer shown above? (see instructions) X Yes [] No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

POSTMARK DATE SEP 17 2012

SCANNED OCT 02 2012

ONE

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

TRUST OPERATES SOLELY FOR THE BENEFIT OF THE ZANESVILLE MUSEUM OF ART
CENTER, WHICH IS A 501(C)(3) ORGANIZATION.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: 73075) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)
ZANESVILLE MUSEUM OF ART

4b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O.)
(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **▶**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		X
b Did the organization report an amount for investments other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 21 through 38 regarding grants, compensation, tax-exempt bonds, and business transactions.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Main form area containing questions 1a through 14b with corresponding input fields and Yes/No columns.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body... 1b Enter the number of voting members included in line 1a... 2 Did any officer, director, trustee, or key employee have a family relationship... 3 Did the organization delegate control over management duties... 4 Did the organization make any significant changes to its governing documents... 5 Did the organization become aware during the year of a significant diversion of the organization's assets... 6 Did the organization have members or stockholders... 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body... 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body... 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body? 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? b Describe in Schedule O the process, if any, used by the organization to review this Form 990. 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 13 Did the organization have a written whistleblower policy? 14 Did the organization have a written document retention and destruction policy? 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions.) 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed Ohio
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
[] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: HUNTINGTON NATIONAL BANK TEL: (740) 588-2568

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) HUNTINGTON NATIONAL BANK TRUSTEE	8	X					30,968	NONE	NONE	
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) -----										
(16) -----										
(17) -----										
(18) -----										
(19) -----										
(20) -----										
(21) -----										
(22) -----										
(23) -----										
(24) -----										
(25) -----										
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							30,968	NONE	NONE	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

- 3** Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If Yes, complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If Yes, complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions) . .	1e					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f					
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f ▶						
Program Service Revenue	Business Code						
	2a _____						
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
g Total. Add lines 2a-2f ▶							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			78,569.			78,569.
	4 Income from investment of tax-exempt bond proceeds . . . ▶						
	5 Royalties ▶						
		(i) Real	(ii) Personal				
	6a Gross rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss) ▶						
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory	770,702					
	b Less: cost or other basis and sales expenses	658,426					
	c Gain or (loss)	112,276					
	d Net gain or (loss) ▶			112,276.			
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a						
	b Less direct expenses b						
c Net income or (loss) from fundraising events ▶							
9a Gross income from gaming activities. See Part IV, line 19 a							
b Less direct expenses b							
c Net income or (loss) from gaming activities ▶							
10a Gross sales of inventory, less returns and allowances a							
b Less: cost of goods sold b							
c Net income or (loss) from sales of inventory ▶							
Miscellaneous Revenue			Business Code				
11a _____							
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d ▶							
12 Total revenue. See instructions ▶				190,845.			78,569.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	73,075.	73,075.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	30,968.		30,968.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	828.		828.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a -----				
b -----				
c -----				
d -----				
e All other expenses -----	200.		200.	
25 Total functional expenses. Add lines 1 through 24e	105,071.	73,075.	31,996.	NONE
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b		10c
	11 Investments - publicly traded securities	2,600,679.	11	2,686,456.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,600,679.	16	2,686,456.	
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	NONE	26	NONE
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	2,600,679.	30	2,686,456.
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	2,600,679.	33	2,686,456.	
34 Total liabilities and net assets/fund balances	2,600,679.	34	2,686,456.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	190,845.
2	Total expenses (must equal Part IX, column (A), line 25)	2	105,071.
3	Revenue less expenses. Subtract line 2 from line 1	3	85,774.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,600,679.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	3.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	2,686,456.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?		X
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization: **AYERS FOUNDERS TRUST 7234000008** Employer identification number: **23-7327660**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

- The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)
- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 - 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
 - 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 - 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
 - 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
 - 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 - 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
 - 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
 - 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
 - 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
 - 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		X
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		X
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		X
 - h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A) SEE PART IV									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						N/A
Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage		
14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						N/A
Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ <input type="checkbox"/>		

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE A, PART I (h) - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

NAME OF SUPPORTED ORGANIZATION:

ZANESVILLE MUSEUM OF ART

EIN: 31-0828429

TYPE OF ORGANIZATION FROM PART I: 11a

IS THE ORGANIZATION LISTED IN GOVERNING DOCUMENT?: YES

DID YOU NOTIFY THE ORGANIZATION OF YOUR SUPPORT?: YES

IS THE ORGANIZATION ORGANIZED IN THE U.S.?: YES

AMOUNT OF SUPPORT: 73,075.

TOTAL SUPPORT: ----- 73,075.

=====

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

AXERS FOUNDERS TRUST 7234000008

Employer identification number

23-7327660

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. Yes No

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	-----							
(2)	-----							
(3)	-----							
(4)	-----							
(5)	-----							
(6)	-----							
(7)	-----							
(8)	-----							
(9)	-----							
(10)	-----							
(11)	-----							
(12)	-----							

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3 Enter total number of other organizations listed in the line 1 table
- For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

Name of the organization

Employer identification number

AYERS FOUNDERS TRUST 7234000008

23-7327660

PART XI

LINE 5

FIGURE REPRESENTS FISCAL YEAR TO CALENDAR YEAR CTF ADJUSTMENT

PART VI

19

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST
POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON
REQUEST.

EXPLANATION FOR FORM 990, PAGE 6, PART VI, LINE 1a

N/A

EXPLANATION FOR FORM 990, PAGE 6, PART VI, LINE 12c

TRUST FOLLOWS HUNTINGTON BANK'S POLICY ON CONFLICT OF
INTEREST.

DESCRIPTION OF PROCESS FOR DETERMINING COMPENSATION

FORM 990, PAGE 6, PART VI, LINE 15b

TRUST RECEIVES ITS NORMAL PUBLISHED FEES.

DESCRIPTION FOR MAKING DOCUMENTS PUBLIC

FORM 990, PAGE 6, PART VI, LINE 18

BOOKS ARE AVAILABLE DURING NORMAL BANKING HOURS.

Name of the organization

AYERS FOUNDERS TRUST 7234000008

Employer identification number

23-7327660

DESCRIPTION FOR MAKING DOCUMENTS PUBLIC

FORM 990, PAGE 6, PART VI, LINE 19

HUNTINGTON BANK'S CONFLICT OF INTEREST POLICY IS AVAILABLE

UPON REQUEST.

EXPLANATION FOR FORM 990, PART XI, LINE 5

FISCAL YEAR TO CALENDAR YEAR CTF ADJUSTMENT (3\$)

HUNTINGTON NATIONAL BANK
 422 MAIN STREET
 ZANESVILLE, OH 43701

Huntington Wealth Advisors

JULY 01, 2011 TO JUNE 30, 2012

ACCOUNT NAME: AYERS FOUNDERS TRUST
 ACCOUNT NUMBER: 7234000008

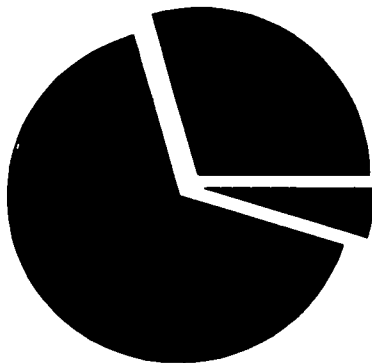


JEFF MASLANICH
 THOMSON REUTERS
 24481 S DETROIT ROAD SUITE 400
 WESTLAKE, OH 44145

ADMINISTRATOR: WAYNE D WYCOFF
 740-588-6734
 wayne.wycoff
 @huntington.com

INVESTMENT OFFICER: CHAD TOM
 740-588-6735
 CHAD.TOM@HUNTINGTON.COM

ASSET ALLOCATION SUMMARY



	MARKET VALUE	PERCENT
EQUITY INVESTMENTS	924,739.40	29.5%
MUTUAL FUNDS	2,059,181.15	65.8%
SHORT TERM INVESTMENTS	146,296.01	4.7%
Total	3,130,216.56	100.0%

ACCOUNT SUMMARY

	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	3,192,362.86	3,015,005.55
DIVIDENDS/INTEREST	77,764.48	32,146.05
OTHER CASH RECEIPTS	5,441.61	1,868.11
DISBURSEMENTS AND FEES	109,678.08-	49,462.95-
REALIZED GAIN/LOSS	112,248.88	59,372.57
CHANGE IN MARKET VALUE	147,923.19-	71,287.23
ENDING MARKET VALUE	3,130,216.56	3,130,216.56

FOR YOUR INFORMATION

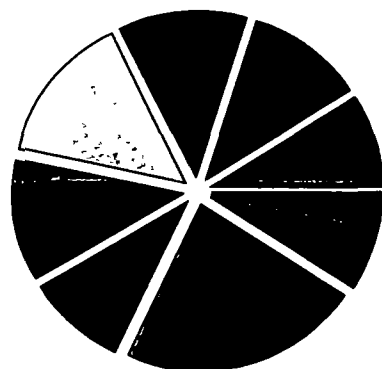
JULY 01, 2011 TO JUNE 30, 2012

ACCOUNT NAME: AYERS FOUNDERS TRUST
 ACCOUNT NUMBER: 7234000008

PORTFOLIO DETAIL

DESCRIPTION	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
SHORT TERM INVESTMENTS				
MONEY MARKET FUNDS				
608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	146,296.01 146,296.01	1.00 1.00	116.74 9.73	0.08
** TOTAL MONEY MARKET FUNDS	SUB-TOTAL		116.74 9.73	0.08
* TOTAL SHORT TERM INVESTMENTS			116.74 9.73	0.08

EQUITY DIVERSIFICATION SUMMARY



INDUSTRY CODE	MARKET VALUE	PERCENT
CONSUMER DISCRETIONARY	84,215.15	9.1%
CONSUMER STAPLES	102,724.50	11.1%
ENERGY	112,060.15	12.1%
FINANCIALS	133,095.15	14.4%
HEALTH CARE	110,052.00	11.9%
INDUSTRIALS	86,619.20	9.4%
INFORMATION TECHNOLOGY	211,462.95	22.9%
MATERIALS	32,564.25	3.5%
TELECOMMUNICATION SERVICES	22,685.00	2.4%
UTILITIES	29,261.05	3.2%
Total	924,739.40	100.0%

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY INVESTMENTS						
CONSUMER DISCRETIONARY						
20030N101 COMCAST CORP CL A	CMCSA	535.000	17,103.95 10,913.18	31.97 20.40	347.75 86.94	2.03
478366107 JOHNSON CTLS INC	JCI	395.000	10,945.45 12,177.85	27.71 30.83	284.40 71.10	2.60
577081102 MATTEL INC	MAT	380.000	12,327.20 9,853.40	32.44 25.93	471.20	3.82
580135101 MCDONALDS CORP	MCD	170.000	15,050.10 11,411.59	88.53 67.13	476.00	3.18

JULY 01, 2011 TO JUNE 30, 2012

ACCOUNT NAME: AYERS FOUNDERS TRUST

ACCOUNT NUMBER: 7234000008

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CONSUMER DISCRETIONARY						
654106103 NIKE INC CL B	NKE	125 000	10,972 50 7,513 95	87 78 60 11	180 00 45 00	1 64
872540109 TJX COMPANIES INC	TJX	415 000	17,815 95 15,289 82	42 93 36 84	190 90	1 07
** TOTAL CONSUMER DISCRETIONARY		SUB- TOTAL	84,215.15 67,159.79		1,950.25 203.04	2.32
CONSUMER STAPLES						
039483102 ARCHER-DANIELS-MIDLAND CO	ADM	350 000	10,332 00 12,961 90	29 52 37 03	245 00	2 37
126650100 CVS CAREMARK CORP	CVS	350 000	16,355 50 15,404 01	46 73 44 01	227 50	1 39
171340102 CHURCH & DWIGHT CO INC W/1 RT/SH	CHD	360 000	19,969 20 15,077 98	55 47 41 88	345 60	1 73
370334104 GENERAL MILLS INC	GIS	370 000	14,259 80 11,064 94	38 54 29 91	488 40	3 43
518439104 ESTEE LAUDER CO INC	EL	260 000	14,071 20 15,032 90	54 12 57 82	136 50	0 97
713448108 PEPSICO INC	PEP	210 000	14,838 60 1,106 59	70 66 5 27	451 50	3 04
931142103 WAL-MART STORES INC	WMT	185 000	12,898 20 10,883 53	69 72 58 83	294 15	2 28
** TOTAL CONSUMER STAPLES		SUB- TOTAL	102,724.50 81,531.85		2,188.65 0.00	2.13
ENERGY						
032511107 ANADARKO PETROLEUM CORP W/1 RT/SH	APC	250 000	16,550 00 20,832 89	66 20 83 33	90 00	0 54
166764100 CHEVRON CORPORATION	CVX	180 000	18,990 00 17,670 95	105.50 98 17	648 00	3 41
20825C104 CONOCOPHILLIPS	COP	185 000	10,337 80 2 83	55 88 0 02	488 40	4 72

JULY 01, 2011 TO JUNE 30, 2012

ACCOUNT NAME: AYERS FOUNDERS TRUST

ACCOUNT NUMBER: 7234000008

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ENERGY						
30231G102 EXXON MOBIL CORP	XOM	215 000	18,397 55 59 39	85 57 0 28	490 20	2 66
674599105 OCCIDENTAL PETROLEUM CORP	OXY	185 000	15,867 45 15,245 85	85 77 82 41	399 60 99 90	2 52
806857108 SCHLUMBERGER LTD	SLB	235 000	15,253 85 16,041 10	64 91 68 26	258 50 64 63	1 69
91913Y100 VALERO ENERGY CORP	VLO	690 000	16,663 50 12,114 69	24 15 17 58	414 00	2 48
** TOTAL ENERGY		SUB- TOTAL	112,060.15 81,967.70		2,788.70 164.53	2.49
FINANCIALS						
025816109 AMERICAN EXPRESS	AXP	265 000	15,425 65 14,425 29	58 21 54 44	212 00	1 37
171232101 CHUBB CORP W/1 RT/SH	CB	395 000	28,763 90 20,614 73	72 82 52 19	647 80 161 95	2 25
354613101 FRANKLIN RES INC	BEN	155 000	17,203 45 17,912 60	110 99 115 57	167 40 41 85	0 97
46625H100 JP MORGAN CHASE & CO	JPM	360 000	12,862 80 14,706.90	35 73 40 85	432 00	3 36
744320102 PRUDENTIAL FINANCIAL INC	PRU	365 000	17,676 95 19,212 47	48 43 52 64	529 25	2 99
857477103 STATE STREET CORP	STT	300 000	13,392 00 12,512 97	44 64 41 71	288 00 72 00	2 15
89417E109 TRAVELERS COS INC	TRV	435 000	27,770 40 22,719 32	63 84 52 23	800 40	2 88
** TOTAL FINANCIALS		SUB- TOTAL	133,095.15 122,104.28		3,076.85 275.80	2.31
HEALTH CARE						
071813109 BAXTER INTERNATIONAL INC W/1 RT/SH	BAX	335 000	17,805 25 16,493 55	53 15 49 23	448 90 112 23	2 52

JULY 01, 2011 TO JUNE 30, 2012

ACCOUNT NAME: AYERS FOUNDERS TRUST

ACCOUNT NUMBER: 7234000008

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
HEALTH CARE						
110122108 BRISTOL-MYERS SQUIBB CO	BMY	690 000	24,805 50 6,118 88	35 95 8 87	938 40	3 78
14149Y108 CARDINAL HEALTH INC	CAH	475 000	19,950 00 19,918 00	42 00 41 93	451 25 112 81	2 26
30219G108 EXPRESS SCRIPTS HOLDING CO	ESRX	125 000	6,978 75 7,025 63	55 83 56 21		
58933Y105 MERCK & CO INC	MRK	550 000	22,962 50 20,468 45	41 75 37 22	924 00 231 00	4 02
91324P102 UNITEDHEALTH GROUP INC	UNH	300 000	17,550 00 16,951 17	58 50 56 50	255 00	1 45
** TOTAL HEALTH CARE			SUB- TOTAL		3,017.55 456.04	2.74
INDUSTRIALS						
244199105 DEERE & CO W/1 RT/SH	DE	185 000	14,960 95 15,226 85	80 87 82 31	340 40 85 10	2 28
291011104 EMERSON ELECTRIC CO	EMR	315 000	14,672 70 16,304 30	46 58 51 76	504 00	3 43
369550108 GENERAL DYNAMICS CORP	GD	135 000	8,904 60 10,100 50	65 96 74 82	275 40	3 09
369604103 GENERAL ELECTRIC CO	GE	665 000	13,858 60 182 86	20 84 0 27	452 20 113 05	3 26
452308109 ILLINOIS TOOL WORKS	ITW	225 000	11,900 25 11,020 39	52 89 48 98	324 00 81 00	2 72
655844108 NORFOLK SOUTHERN CORP W/1 RT/SH	NSC	130 000	9,330.10 1,121.14	71 77 8 62	244 40	2 62
88579Y101 3M COMPANY	MMM	145 000	12,992 00 4,013 85	89 60 27 68	342 20	2 63
** TOTAL INDUSTRIALS			SUB- TOTAL		2,482.60 279.15	2.87
INFORMATION TECHNOLOGY						

JULY 01, 2011 TO JUNE 30, 2012

ACCOUNT NAME: AYERS FOUNDERS TRUST

ACCOUNT NUMBER: 7234000008

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
INFORMATION TECHNOLOGY						
037833100 APPLE INC	AAPL	55 000	32,120 00 14,581.70	584 00 265 12		
053015103 AUTOMATIC DATA PROCESSING	ADP	390 000	21,707 40 21,008 47	55 66 53 87	616 20 154 05	2 84
111320107 BROADCOM CORP CL A	BRCM	640 000	21,606 40 22,755 05	33 76 35 55	256 00	1 18
17275R102 CISCO SYSTEMS	CSCO	1,045 000	17,942 65 21,318 01	17 17 20 40	334 40	1 86
268648102 EMC CORP/MASS	EMC	935 000	23,964 05 17,114 06	25 63 18 30		
459200101 IBM CORP	IBM	105 000	20,535 90 1,710 53	195 58 16 29	357 00	1 74
68389X105 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	ORCL	960 000	28,512 00 29,293 91	29 70 30 51	230 40	0 81
882508104 TEXAS INSTRUMENTS INC	TXN	660 000	18,935 40 17,936 30	28 69 27 18	448 80	2 37
G1151C101 ACCENTURE PLC CL A	ACN	435 000	26,139 15 17,986 10	60 09 41 35	587 25	2 25
** TOTAL INFORMATION TECHNOLOGY			SUB- TOTAL		2,830.05 154.05	1 34
MATERIALS						
35671D857 FREEPORT-MCMORAN C & G W/1 RT/SH	FCX	310 000	10,561 70 13,053 83	34 07 42 11	387 50	3 67
693506107 PPG INDUSTRIES INC W/1 RT/SH	PPG	110 000	11,673 20 286 09	108 12 2 60	259 60	2 22
74005P104 PRAXAIR INC	PX	95 000	10,329 35 7,224 75	108 73 76 05	209.00	2 02
** TOTAL MATERIALS			SUB- TOTAL		856.10 0.00	2.63
TELECOMMUNICATION SERVICES						

JULY 01, 2011 TO JUNE 30, 2012

ACCOUNT NAME: AYERS FOUNDERS TRUST

ACCOUNT NUMBER: 7234000008

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
TELECOMMUNICATION SERVICES						
00206R102 AT&T INC	T	315 000	11,232 90 10,757 40	35 66 34 15	554 40	4 94
156700106 CENTURYLINK INC	CTL	290 000	11,452 10 10,352 14	39 49 35 70	841 00	7 34
** TOTAL TELECOMMUNICATION SERVICES		SUB-TOTAL	22,685.00 21,109.54		1,395.40 0.00	6.15
UTILITIES						
65339F101 NEXTERA ENERGY INC	NEE	185 000	12,729 85 3,201 51	68 81 17 31	444 00	3 49
816851109 SEMPRA ENERGY	SRE	240 000	16,531 20 13,201 05	68 88 55 00	576 00 144 00	3 48
** TOTAL UTILITIES		SUB-TOTAL	29,261.05 16,402.56		1,020.00 144.00	3.49
* TOTAL EQUITY INVESTMENTS			924,739.40 719,490.09		21,606.15 1,676.61	2.34
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
091937748 BLACKROCK INFLATION PROTECTED BOND PORTFOLIO - INSTITUTIONAL	BPRIX	20,019 632	240,035 39 225,620 64	11 99 11 27	6,065 95 505 50	2 53
693390445 PIMCO TOTAL RETURN FUND - CLASS A	PTTAX	64,208 749	725,558 86 670,223 52	11 30 10 44	20,932 05 1,744 34	2 88
880208103 FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	TPINX	19,174 587	246,393 44 222,555 35	12 85 11 61	11,504 75	4 67
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB-TOTAL	1,211,987.69 1,118,399.51		38,502.75 2,249.84	3.18
MUTUAL FUNDS-EQUITY						
091929760 BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL	BMCIX	3,059 549	107,420 77 100,241 33	35 11 32 76	208 05	0.19
444998306 HUNTINGTON INTERNATIONAL EQUITY FUND III	HIF3	12,648.558	131,418.52 95,337 10	10 39 7 54	1,581 07	1 20
44632P934 HUNTINGTON DISCIPLINED EQUITY FD TR III	HDE3	16,897 888	168,471 94 169,000 00	9 97 10 00	1,470 96	0 87

JULY 01, 2011 TO JUNE 30, 2012

ACCOUNT NAME: AYERS FOUNDERS TRUST
 ACCOUNT NUMBER: 7234000008

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MUTUAL FUNDS-EQUITY						
446990301 HUNTINGTON SITUS FUND III	HSSF3	3,223 839	68,087 48 37,533 58	21 12 11 64	528 39	0 78
471023598 JANUS PERKINS MID CAP VALUE FUND - CLASS T	JMCVX	5,107 713	107,057 66 75,792 69	20 96 14 84	883 63	0 83
683974109 OPPENHEIMER DEVELOPING MARKET FUND - CLASS A	ODMAX	2,093 410	66,277 36 59,276 71	31 66 28 32	1,174 40	1 77
780905782 ROYCE SPECIAL EQUITY FUND	RYSEX	3,238 343	67,616 60 43,338 93	20 88 13 38	301 17	0 45
885215566 THORNBURG INTERNATIONAL VALUE - I SHARES	TGVIX	5,190 128	130,843 13 121,750 18	25 21 23 46	2,076 05	1 59
** TOTAL MUTUAL FUNDS-EQUITY		SUB-TOTAL	847,193.46 702,270.52		8,223.72 0.00	0.97
* TOTAL MUTUAL FUNDS			2,059,181.15 1,820,670.03		46,726.47 2,249.84	2.27
GRAND TOTAL ASSETS			3,130,216.56 2,686,456.13		68,449.38 3,936.18	2.19

JULY 01, 2011 TO JUNE 30, 2012

ACCOUNT NAME: AYERS FOUNDERS TRUST

ACCOUNT NUMBER: 7234000008

TRANSACTION SUMMARY

	CURRENT PERIOD			YEAR TO DATE		
	PRINCIPAL CASH	INCOME CASH	COST	PRINCIPAL CASH	INCOME CASH	COST
BEGINNING BALANCE	0.00	0.00	2,600,679.24	0.00	1,402.27	2,641,130.08
RECEIPTS						
DIVIDENDS	25,222.78	78,509.71			32,146.05	
OTHER RECEIPTS	5,441.61			1,868.11		
TOTAL RECEIPTS	30,664.39	78,509.71	0.00	1,868.11	32,146.05	0.00
DISBURSEMENTS						
CASH DISTRIBUTIONS	200.00	73,098.66			31,960.80	
FEES	30,968.37			15,634.04		
OTHER DISBURSEMENTS		5,411.05			1,868.11	
TOTAL DISBURSEMENTS	31,168.37	78,509.71	0.00	15,634.04	33,828.91	0.00
ASSETS PURCHASED						
BUYS	837,638.97		837,638.97	532,059.90		532,059.90
OPTIONS WRITTEN	1,274.91		1,274.91	1,274.91		1,274.91
TOTAL ASSETS PURCHASED	838,913.88	0.00	838,913.88	533,334.81	0.00	533,334.81
ASSETS SOLD/MATURED						
SALES	745,567.25		659,698.86	479,513.05		420,552.96
OPTIONS	862.43		1,274.91	862.43		1,274.91
TOTAL ASSETS SOLD/MATURED	746,429.68	0.00	660,973.77	480,375.48	0.00	421,827.87
CASH MANAGEMENT						
WITHDRAWALS	92,163.22		92,163.22	65,900.30	280.59	66,180.89
TOTAL CASH MANAGEMENT	92,163.22	0.00	92,163.22	65,900.30	280.59	66,180.89
ENDING BALANCE	0.00	0.00	2,686,456.13	0.00	0.00	2,686,456.13