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Return of Organization Exempt From Income Tax

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

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 2012 calendar year, or tax year beginning 07/01, 2012, and ending 06/30, 2013

Form 990 header section including C Name of organization (AYERS FOUNDERS TRUST), D Employer identification number (23-7327660), E Telephone number (740 588-6740), G Gross receipts (\$1,383,960), F Name and address of principal officer (HUNTINGTON NATIONAL BANK), I Tax-exempt status (501(c)(3)), J Website (N/A), K Form of organization (Trust), L Year of formation (1973), M State of legal domicile (OH).

Part I Summary

Table with 3 columns: Line number, Description, and Amount. Rows include 1-19 (Revenue and Expenses) and 20-22 (Net Assets or Fund Balances). Revenue total: 290,562. Expenses total: 100,678. Net assets: 2,787,135.

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.

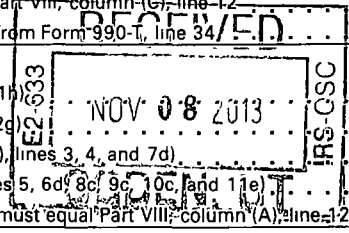
Signature block section with fields for Signer (Signature, Date: 10/08/2013), Preparer (Name: JEFF MASLANICH, EA, Date: 10/08/2013, PTIN: P00390783), and Firm (Name: THOMSON REUTERS (TAX & ACCOUNTING), EIN: 75-1297386, Address: 6135 TRUST DRIVE, STE. 118, HOLLAND, OH 43528, Phone: 419-861-2300).

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 (2012)

POSTMARK DATE NOV 04 2013

SCANNED NOV 26 2013



26 NE

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:

THE TRUST OPERATES SOLEY 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 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: _____) (Expenses \$ 156,511. including grants of \$ _____) (Revenue \$ _____)

TO PROVIDE FINANCIAL ASSISTANCE TO THE 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 **▶** 156,511.

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)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (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? <i>If "Yes," complete Schedule C, Part I</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? <i>If "Yes," complete Schedule C, Part II</i>		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? <i>If "Yes," complete Schedule C, Part III</i>		
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? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		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? <i>If "Yes," complete Schedule D, Part VI</i>		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? <i>If "Yes," complete Schedule D, Part VII</i>		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? <i>If "Yes," complete Schedule D, Part VIII</i>		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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		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)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>		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? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		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)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>		X
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If No, go to line 25.</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	X	
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question numbers (1a-14b), Yes, and No. Contains various tax-related questions and their corresponding responses.

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

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
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?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?		X
8b	Each committee with authority to act on behalf of the governing body?		X
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		X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	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?	X	
11b	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	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?		X
14	Did the organization have a written document retention and destruction policy?		X
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?		
15a	The organization's CEO, Executive Director, or top management official		X
15b	Other officers or key employees of the organization	X	
	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?		X
16b	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 Upon request Other (explain in Schedule O)
- 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)588-6740

JSA 422 MAIN STREET; ZANESVILLE, OH 43701 Form 990 (2012)

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 (list any hours for related organizations below dotted line)	(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	2.00		X					32,497	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 (list any hours for related organizations below dotted line)	(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)							32,497	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**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
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? <i>If Yes, complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If Yes, complete Schedule J for such person</i>		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 of compensation from the organization **0**

Part VIII Statement of Revenue

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

			(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) ▶		75,274.			75,274.
	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	1,308,686				
	b Less cost or other basis and sales expenses	1,093,398				
	c Gain or (loss)	215,288				
	d Net gain or (loss) ▶			215,288.		
	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 ▶			290,562.			75,274.

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).

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	156,511.	156,511.		
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	32,497.		32,497.	
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	676.		676.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
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	189,884.	156,511.	33,373.	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

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

		(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 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other 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). Complete Part II of Schedule L		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	2,686,456.	11	2,787,135.
	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)	2,686,456.	16	2,787,135.	
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 Loans and other 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 (ASC 958), 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 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	2,686,456.	30	2,787,135.
	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	2,686,456.	33	2,787,135.	
34 Total liabilities and net assets/fund balances	2,686,456.	34	2,787,135.	

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	290,562.
2	Total expenses (must equal Part IX, column (A), line 25)	2	189,884.
3	Revenue less expenses. Subtract line 2 from line 1	3	100,678.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,686,456.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	1.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,787,135.

Part XII Financial Statements and Reporting

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

- 1** Accounting method used to prepare the Form 990: Cash Accrual 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?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both.
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** 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.
- 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?
- b** 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

	Yes	No
2a		X
2b		X
2c		
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

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 7215001060	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-Non-functionally integrated
- 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 monetary 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) 2012

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2012. 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 - 2011. 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 - 2012. 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 - 2011. 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

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	N/A (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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. 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 ▶

b 33 1/3% support tests - 2011. 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 ▶

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶

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: 156,511.

TOTAL SUPPORT: -----
156,511.
=====

**SCHEDULE I
(Form 990)**

**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.

Department of the Treasury
Internal Revenue Service

Name of the organization

AYERS FOUNDERS TRUST 7215001060

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.

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. 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)	SEE STATEMENT 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 1

3 Enter total number of other organizations listed in the line 1 table 1

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

Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
N/A					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

EXPLANATION FOR FORM 990, SCHEDULE I, PART 1, LINE 2

GRANT FUNDS ARE USED SOLELY TO MAINTAIN THE ZANESVILLE ART CENTER.

WHICH PROVIDES AN ACCOUNTING OF ITS EXPENDITURES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

AYERS FOUNDERS TRUST 7215001060

Supplemental Information to Form 990 or 990-EZ

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.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

23-7327660

FORM 990, PAGE 6, PART VI, LINE 11-DESCRIPTION OF PROCESS FOR REVIEW

THE RETURN IS REVIEWED BY THE TRUST ADMINISTRATOR PRIOR TO FILING
WITH THE IRS.

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

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

DESCRIPTION OF PROCESS FOR DETERMINING COMPENSATION

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

TRUSTEE FEES CHARGED TO TRUST ARE IN ACCORDANCE WITH
NORMAL PUBLISHED FEES.

DESCRIPTION FOR MAKING DOCUMENTS PUBLIC

FORM 990, PAGE 6, PART VI, LINE 18

THE INFORMATION IS AVAILABLE ON PUBLIC WEBSITE WWW.GUIDESTAR.ORG OR
UPON REQUEST.

DESCRIPTION FOR MAKING DOCUMENTS PUBLIC

FORM 990, PAGE 6, PART VI, LINE 19

THE TRUSTS GOVERNING DOCUMENT, FINANCIAL STATEMENTS, AND CONFLICT OF
INTEREST POLICY ARE AVAILABLE UPON REQUEST.

EXPLANATION FOR FORM 990, PART XI, LINE 9

LINE 9 OF \$1 REPRESENTS ROUNDING.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

AYERS FOUNDERS TRUST 7215001060

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Employer identification number
23-7327660

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entry	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) SEE PART VII SUPPLEMENT -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2012

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.) **23-7327660**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entry (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) -----									
(2) -----									
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) ZANESVILLE MUSEUM OF ART	b	156,511.	CASH
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.) **23-7327660**

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Supplement to Schedule R, Part II, Form 990

=====

Name of entity: ZANESVILLE MUSEUM OF ART
Address of Entity: 620 MILITARY ROAD, ZANESVILLE, OH 43701
Employer ID Number:31-0828429
Primary Activity:ART MUSEUM
Legal domicile state:OH
Exempt code section:501 (C) (3)
Public charity status:11
Direct controlling entity:N/A
Sec. 512(b) (13) Controlled Entity: No

SCH I, PART II - GRANTS AND OTHER ASSISTANCE TO ORG'S INSIDE THE US

NAME OF ORGANIZATION:

ZANESVILLE MUSEUM OF ART

ADDRESS:

620 MILITARY ROAD
ZANESVILLE, OH 43701

EIN:

31-0828429

AMOUNT OF CASH GRANT.....

156,511.

PURPOSE OF GRANT:

TO PROVIDE FINANCIAL ASSISTANCE TO THE MUSEUM.

TOTAL CASH GRANTS.....

156,511.

=====

HUNTINGTON NATIONAL BANK
 422 MAIN STREET
 ZANESVILLE, OH 43701

Huntington Wealth Advisors

JULY 01, 2012 TO JUNE 30, 2013

ACCOUNT NAME: AYERS FOUNDERS TRUST
 ACCOUNT NUMBER: 7215001060

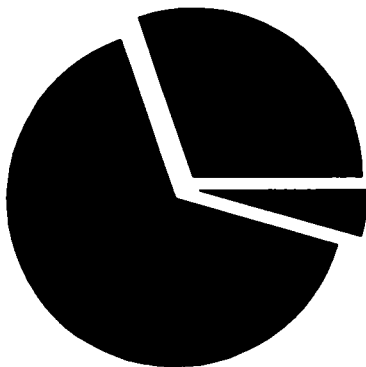


JEFF MASLANICH
 THOMSON REUTERS
 24481 S DETROIT ROAD SUITE 400
 WESTLAKE, OH 44145

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	999,438.35	30.3%
MUTUAL FUNDS	2,159,039.74	65.4%
SHORT TERM INVESTMENTS	143,305.41	4.3%
Total	3,301,783.50	100.0%

ACCOUNT SUMMARY

	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	0.00	0.00
DIVIDENDS/INTEREST	61,284.46	61,284.46
OTHER CASH RECEIPTS	123,462.39	123,462.39
DISBURSEMENTS AND FEES	204,429.84-	204,429.84-
RECEIPTS/DISTRIBUTIONS IN KIND	3,164,711.07	3,164,711.07
REALIZED GAIN/LOSS	216,017.25	216,017.25
CHANGE IN MARKET VALUE	59,261.83-	59,261.83-
ENDING MARKET VALUE	3,301,783.50	3,301,783.50

FOR YOUR INFORMATION

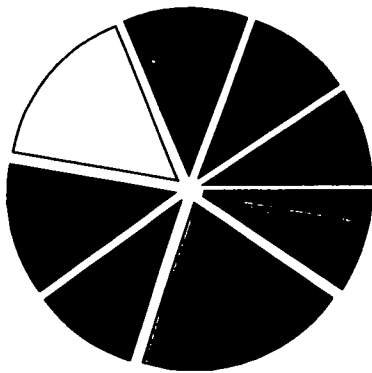
JULY 01, 2012 TO JUNE 30, 2013

ACCOUNT NAME: AYERS FOUNDERS TRUST
 ACCOUNT NUMBER: 7215001060

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	142,990.41 142,990.41	1.00 1.00	85.79 7.15	0.06
** TOTAL MONEY MARKET FUNDS	SUB-TOTAL		85.79 7.15	0.06
MONEY MARKET FUNDS				
608995403 HUNTINGTON OHIO MUNICIPAL MONEY MARKET FUND IV	315.00 315.00	1.00 1.00	0.03	0.01
** TOTAL MONEY MARKET FUNDS	SUB-TOTAL		0.03 0.00	0.01
* TOTAL SHORT TERM INVESTMENTS	143,305.41 143,305.41		85.82 7.15	0.06

EQUITY DIVERSIFICATION SUMMARY



INDUSTRY CODE	MARKET VALUE	PERCENT
CONSUMER DISCRETIONARY	93,196.15	9.3%
CONSUMER STAPLES	99,810.60	10.0%
ENERGY	118,079.10	11.8%
FINANCIALS	162,219.40	16.2%
HEALTH CARE	127,483.75	12.8%
INDUSTRIALS	100,067.20	10.0%
INFORMATION TECHNOLOGY	203,679.25	20.4%
MATERIALS	41,110.20	4.1%
TELECOMMUNICATION SERVICES	24,409.50	2.5%
UTILITIES	29,383.20	2.9%
Total	999,438.35	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	455.000	18,996.25 8,589.18	41.75 18.88	354.90	1.87
577081102 MATTEL INC	MAT	410.000	18,577.10 11,198.30	45.31 27.31	590.40	3.18

JULY 01, 2012 TO JUNE 30, 2013

ACCOUNT NAME: AYERS FOUNDERS TRUST

ACCOUNT NUMBER: 7215001060

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CONSUMER DISCRETIONARY						
580135101 MCDONALDS CORP	MCD	185 000	18,315 00 12,886 69	99 00 69 66	569 80	3 11
654106103 NIKE INC CL B	NKE	295 000	18,785 60 9,561 45	63 68 32 41	247 80 71 40	1 32
872540109 TJX COMPANIES INC	TJX	370 000	18,522 20 13,505 57	50 06 36 50	214 60	1 16
** TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	93,196.15 55,741.19		1,977.50 71.40	2.12
CONSUMER STAPLES						
126650100 CVS CAREMARK CORP	CVS	280 000	16,010 40 12,317 11	57 18 43 99	252 00	1.57
171340102 CHURCH & DWIGHT CO INC W/1 RT/SH	CHD	280 000	17,278 80 11,518 22	61 71 41 14	313 60	1 81
370334104 GENERAL MILLS INC	GIS	400 000	19,412 00 12,243 04	48 53 30 61	608 00	3 13
518439104 ESTEE LAUDER CO INC	EL	305 000	20,059 85 16,585 71	65 77 54 38	219 60	1 09
713448108 PEPSICO INC	PEP	185 000	15,131 15 974 85	81 79 5 27	419 95	2 78
931142103 WAL-MART STORES INC	WMT	160 000	11,918 40 9,412 78	74 49 58 83	300 80	2 52
** TOTAL CONSUMER STAPLES		SUB-TOTAL	99,810.60 63,051.71		2,113.95 0 00	2.12
ENERGY						
166764100 CHEVRON CORPORATION	CVX	160 000	18,934 40 15,660 15	118 34 97 88	640 00	3 38
20825C104 CONOCOPHILLIPS	COP	185 000	11,192 50 2 83	60 50 0 02	488 40	4 36
30231G102 EXXON MOBIL CORP	XOM	215 000	19,425 25 59 39	90 35 0 28	541 80	2 79

JULY 01, 2012 TO JUNE 30, 2013

ACCOUNT NAME: AYERS FOUNDERS TRUST

ACCOUNT NUMBER: 7215001060

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ENERGY						
674599105 OCCIDENTAL PETROLEUM CORP	OXY	185 000	16,507.55 15,245.85	89.23 82.41	473.60 118.40	2.87
806857108 SCHLUMBERGER LTD	SLB	235 000	16,840.10 16,041.10	71.66 68.26	293.75 73.44	1.74
91913Y100 VALERO ENERGY CORP	VLO	520 000	18,080.40 8,230.76	34.77 15.83	416.00	2.30
H5833N103 NOBLE CORP	NE	455 000	17,098.90 15,092.35	37.58 33.17	236.60	1.38
** TOTAL ENERGY		SUB-TOTAL	118,079.10 70,332.43		3,090.15 191.84	2.62
FINANCIALS						
025816109 AMERICAN EXPRESS	AXP	315 000	23,549.40 17,312.79	74.76 54.96	289.80	1.23
171232101 CHUBB CORP W/1 RT/SH	CB	290 000	24,548.50 13,515.48	84.65 46.61	510.40 127.60	2.08
354613101 FRANKLIN RES INC	BEN	155 000	21,083.10 17,912.60	136.02 115.57	179.80 44.95	0.85
46625H100 JP MORGAN CHASE & CO	JPM	360 000	19,004.40 14,706.90	52.79 40.85	547.20	2.88
744320102 PRUDENTIAL FINANCIAL INC	PRU	365 000	26,655.95 19,212.47	73.03 52.64	584.00	2.19
857477103 STATE STREET CORP	STT	365 000	23,801.65 15,323.16	65.21 41.98	379.60 94.90	1.59
89417E109 TRAVELERS COS INC	TRV	295 000	23,576.40 14,458.67	79.92 49.01	590.00	2.50
** TOTAL FINANCIALS		SUB-TOTAL	162,219.40 112,442.07		3,080.80 267.45	1.90
HEALTH CARE						
071813109 BAXTER INTERNATIONAL INC W/1 RT/SH	BAX	335 000	23,205.45 16,493.55	69.27 49.23	656.60 164.15	2.83

JULY 01, 2012 TO JUNE 30, 2013

ACCOUNT NAME: AYERS FOUNDERS TRUST
ACCOUNT NUMBER: 7215001060**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	520 000	23,238 80 3,718 82	44 69 7 15	728 00	3 13
14149Y108 CARDINAL HEALTH INC	CAH	325 000	15,340 00 13,558 45	47 20 41 72	393 25 98 31	2 56
375558103 GILEAD SCIENCES INC	GILD	400 000	20,508 00 10,049 98	51 27 25 12		
58933Y105 MERCK & CO INC	MRK	550 000	25,547 50 20,468 45	46 45 37 22	946 00 236 50	3 70
91324P102 UNITEDHEALTH GROUP INC	UNH	300 000	19,644 00 16,951 17	65 48 56 50	336 00	1 71
** TOTAL HEALTH CARE			SUB- TOTAL		3,059.85 498.96	2.40
INDUSTRIALS						
244199105 DEERE & CO W/1 RT/SH	DE	185 000	15,031 25 15,226 85	81 25 82 31	377 40 94 35	2 51
291011104 EMERSON ELECTRIC CO	EMR	315.000	17,180 10 16,304 30	54 54 51 76	516 60	3.01
369604103 GENERAL ELECTRIC CO	GE	665 000	15,421 35 182 86	23 19 0 27	505 40 126 35	3 28
452308109 ILLINOIS TOOL WORKS	ITW	225 000	15,563 25 11,020 39	69 17 48 98	342 00 85 50	2 20
655844108 NORFOLK SOUTHERN CORP W/1 RT/SH	NSC	130 000	9,444.50 1,121 14	72 65 8 62	260 00	2 75
88579Y101 3M COMPANY	MMM	145 000	15,855 75 4,013 85	109 35 27 68	368 30	2 32
907818108 UNION PACIFIC CORP	UNP	75 000	11,571 00 8,753 25	154 28 116 71	207 00 51 75	1 79
** TOTAL INDUSTRIALS			SUB- TOTAL		2,576.70 357.95	2.57
INFORMATION TECHNOLOGY						

JULY 01, 2012 TO JUNE 30, 2013

ACCOUNT NAME: AYERS FOUNDERS TRUST
ACCOUNT NUMBER: 7215001060**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	40 000	15,861 20 10,020 80	396 53 250 52	488 00	3 08
053015103 AUTOMATIC DATA PROCESSING	ADP	260 000	17,903 60 13,898 78	68 86 53 46	452 40 169 65	2 53
111320107 BROADCOM CORP CL A	BRCM	640 000	21,628 80 22,755 05	33 80 35 55	281 60	1 30
17275R102 CISCO SYSTEMS	CSCO	760 000	18,494 60 14,674 14	24 34 19 31	516 80	2 79
268648102 EMC CORP/MASS	EMC	735 000	17,360 70 12,508 80	23 62 17 02	294 00 73 50	1 69
278642103 EBAY INC	EBAY	410 000	21,205 20 15,998 16	51 72 39 02		
459200101 IBM CORP	IBM	105 000	20,066 55 1,710 53	191 11 16 29	399 00	1 99
68389X105 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	ORCL	610 000	18,733 10 17,719 44	30 71 29 05	292 80	1 56
882508104 TEXAS INSTRUMENTS INC	TXN	730 000	25,440 50 19,857 80	34 85 27 20	817 60	3 21
G1151C101 ACCENTURE PLC CL A	ACN	375 000	26,985 00 14,435 10	71 96 38 49	607 50	2 25
** TOTAL INFORMATION TECHNOLOGY			SUB- TOTAL		4,149.70 243.15	2.04
MATERIALS						
263534109 DU PONT E I DE NEMOURS & CO	DD	235 000	12,337 50 12,949 82	52 50 55 11	423 00	3 43
693506107 PPG INDUSTRIES INC W/1 RT/SH	PPG	110 000	16,105 10 286 09	146 41 2 60	268 40	1 67
74005P104 PRAXAIR INC	PX	110 000	12,667 60 8,825 10	115 16 80 23	264 00	2 08
** TOTAL MATERIALS			SUB- TOTAL		955.40 0.00	2.32

JULY 01, 2012 TO JUNE 30, 2013

ACCOUNT NAME: AYERS FOUNDERS TRUST

ACCOUNT NUMBER: 7215001060

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	360 000	12,744 00 12,352 65	35 40 34 31	648 00	5 08
156700106 CENTURYLINK INC	CTL	330 000	11,665 50 11,947 74	35 35 36 21	712 80	6 11
** TOTAL TELECOMMUNICATION SERVICES		SUB-TOTAL	24,409.50 24,300.39		1,360.80 0.00	5.57
UTILITIES						
65339F101 NEXTERA ENERGY INC	NEE	180 000	14,666 40 2,929 67	81 48 16 28	475 20	3 24
816851109 SEMPRA ENERGY	SRE	180 000	14,716 80 9,512 95	81 76 52 85	453 60 113 40	3 08
** TOTAL UTILITIES		SUB-TOTAL	29,383.20 12,442.62		928.80 113.40	3.16
* TOTAL EQUITY INVESTMENTS			999,438.35 641,813.08		23,293.65 1,744.15	2.33
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
091937748 BLACKROCK INFLATION PROTECTED BOND PORTFOLIO - INSTITUTIONAL	BPRIX	4,192 521	46,830 46 45,446 93	11 17 10 84	695 96 58 00	1 49
693390445 PIMCO TOTAL RETURN FUND - CLASS A	PTTAX	61,451 483	661,217 96 642,028 47	10 76 10 45	17,267 87 1,438 99	2 61
73936T565 POWERSHARES PREFERRED PORTFOLIO	PGX	4,200 000	59,934 00 60,307 80	14 27 14 36	3,910 20	6 52
880208103 FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	TPINX	4,684 838	60,668 65 52,210 11	12 95 11 14	3,344.97	5.51
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB-TOTAL	828,651.07 799,993.31		25,219.00 1,496.99	3.04
MUTUAL FUNDS-EQUITY						
00162Q866 JEFFERIES TR/J ALERIAN MLP ETF	AMPLP	4,815 000	85,947 75 84,161 39	17 85 17 48	4,973 90	5 79
025083791 AMERICAN CENTURY HERITAGE FUND - INVESTORS CLASS	TWHIX	3,627 395	89,850 57 83,652 89	24 77 23 06	467 93	0 52

JULY 01, 2012 TO JUNE 30, 2013

ACCOUNT NAME: AYERS FOUNDERS TRUST
ACCOUNT NUMBER: 7215001060

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MUTUAL FUNDS-EQUITY						
04314H881 ARTISAN INTERNATIONAL VALUE FUND - INVESTOR CLASS	ARTKX	6,042 477	199,703 86 202,000 00	33 05 33 43	1,776 49	0 89
44632P934 HUNTINGTON DISCIPLINED EQUITY FD TR III	HDE3	5,559 944	56,989.43 55,250 46	10 25 9 94	544 87	0 96
446990301 HUNTINGTON SITUS FUND III	HSSF3	1,359 500	34,300.19 14,607 88	25 23 10 75	54 38	0 16
471023598 JANUS PERKINS MID CAP VALUE FUND - CLASS T	JMCVX	3,725 968	89,460 49 53,877 50	24 01 14 46	592 43	0 66
543487870 LOOMIS SAYLES GLOBAL EQUITY - CLASS Y	LSWWX	3,350 084	59,028 48 60,000 00	17 62 17 91	1,038 53	1 76
56064B852 MAINSTAY MARKETFIELD FUND	MFLDX	1,289 753	21,964 49 21,900 00	17 03 16 98		
589509108 MERGER FUND	MERFX	2,550 251	40,497 99 40,600 00	15 88 15 92	660 52	1 63
683974109 OPPENHEIMER DEVELOPING MARKET FUND - CLASS A	ODMAX	2,901 943	98,404 89 86,392 99	33 91 29 77	400 47	0.41
73935S105 POWERSHARES DB COMMODITY INDEX TRACKING FUND	DBC	3,800 000	95,494.00 99,058 78	25 13 26 07	2,888 00	3.02
780905782 ROYCE SPECIAL EQUITY FUND	RYSEX	3,576 181	84,934 30 50,338 93	23 75 14 08	1,534 18	1 81
87234N765 TCW EMERGING MARKETS INCOME FUND - CLASS I	TGEIX	4,432 990	38,035 05 38,700 00	8 58 8.73	2,393 81	6 29
884116401 THIRD AVENUE REAL ESTATE VALUE FUND	TAREX	2,692 595	72,430 81 72,000 00	26 90 26 74	2,407.18	3 32
885215566 THORNBERG INTERNATIONAL VALUE - I SHARES	TGVIX	6,943 375	194,969 97 170,480 46	28 08 24 55	2,659.31	1 36
922908553 VANGUARD REIT FUND	VNQ	995 000	68,376 40 69,001 76	68 72 69 35	2,474 57	3 62
** TOTAL MUTUAL FUNDS-EQUITY			SUB- TOTAL		24,866.57 0.00	1.87
* TOTAL MUTUAL FUNDS					50,085.57 1,496.99	2.32

JULY 01, 2012 TO JUNE 30, 2013

ACCOUNT NAME: AYERS FOUNDERS TRUST

ACCOUNT NUMBER: 7215001060

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
GRAND TOTAL ASSETS			3,301,783.50 2,787,134.84		73,465.04 3,248.29	2.23