RECEIVED STATISTICS
SEP 19 2014
FRB RICHMOND

Board of Governors of the Federal Reserve System

Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Robert E. Washburn
Name of the Holding Company Director and Official

Director and President
Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

09/16/2014
Date of Signature

For holding companies not registered with the SEC–
Indicate status of Annual Report to Shareholders:

- ☐ is included with the FR Y-6 report
- ☐ will be sent under separate cover
- ☒ is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3837542
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

June 30, 2014
Month / Day / Year

Reporter's Name, Street, and Mailing Address

AsheCo, MHC
Legal Title of Holding Company

21 East Ashe Street / PO Box 26
(Mailing Address of the Holding Company) Street / P.O. Box

West Jefferson	NC	28694
City	State	Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Melanie Miller	EVP / CFO
Name	Title

336-219-1013
Area Code / Phone Number / Extension

336-219-1113
Area Code / FAX Number

mmiller@golifestore.com
E-mail Address

www.golifestore.com
Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

- ☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- ☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

LifeStore Financial Group
Legal Title of Subsidiary Holding Company

21 East Ashe Street / PO Box 26
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

West Jefferson | NC | 28694
City | State | Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City | State | Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City | State | Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City | State | Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City | State | Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City | State | Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

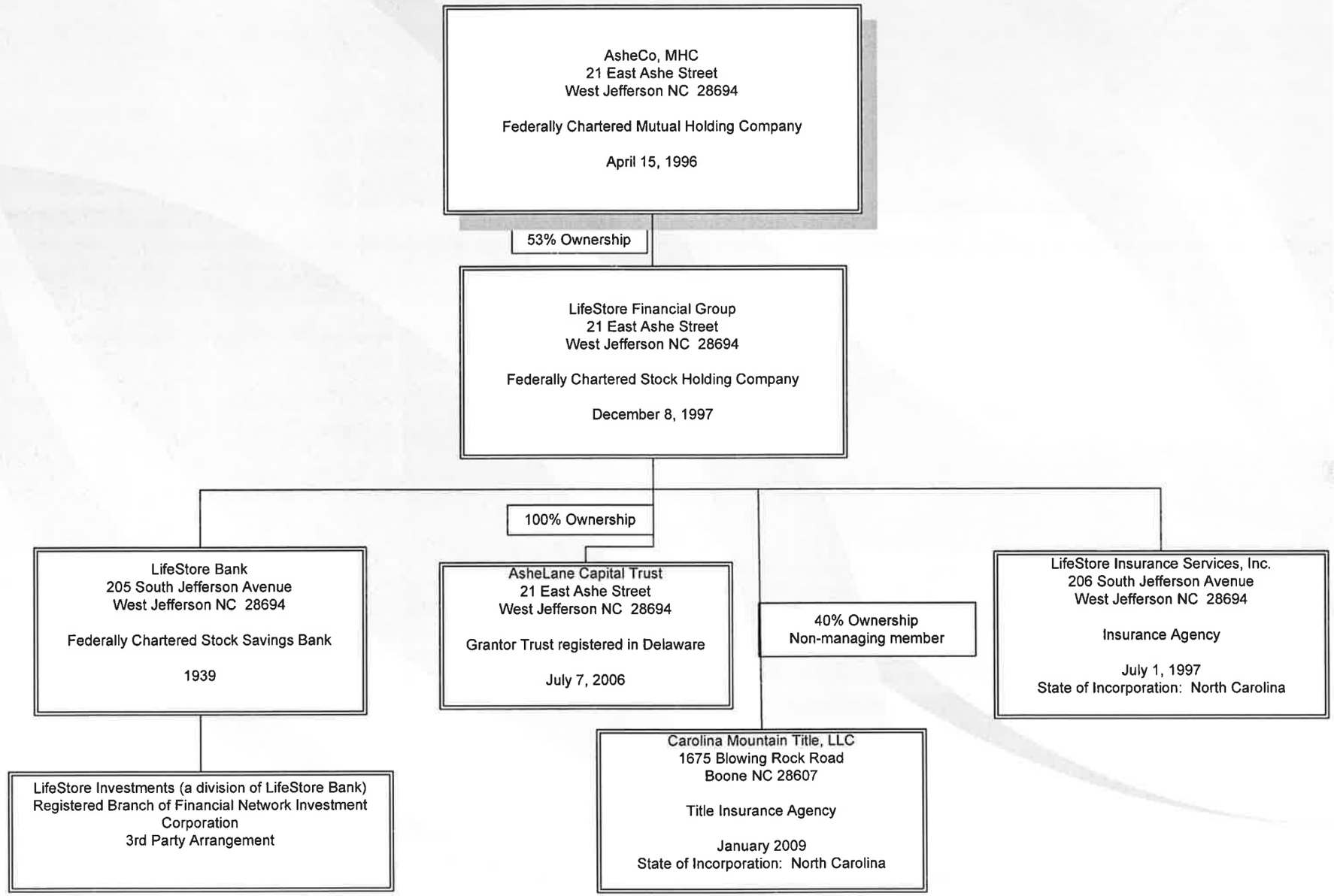
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City | State | Zip Code

Physical location (if different from mailing address)

2a: Organizational Chart

Form FR Y-6
AsheCo, MHC
West Jefferson, North Carolina
Fiscal Year Ending June 30, 2014



Form FR Y-6
AsheCo, MHC
Fiscal Year Ending June 30, 2014

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% of more with power to vote as of the fiscal year ending 6-30-14			Securities holders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 6-30-14		
(1)(a) Name, City, State, Country	**(1)(b) Country of Citizenship or Incorporation**	**(1)(c) Number and Percentage of Each Class of Voting Securities**	**(2)(a) Name, City, State, Country**	**(2)(b) Country of Citizenship or Incorporation**	**(2)(c) Number and Percentage of Each Class of Voting Securities**
None			None		

Form FR Y-6
LifeStore Financial Group
Fiscal Year Ending June 30, 2014

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% of more with power to vote as of the fiscal year ending 6-30-14			Securities holders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 6-30-14		
(1)(a) Name, City, State, Country	**(1)(b) Country of Citizenship or Incorporation**	**(1)(c) Number and Percentage of Each Class of Voting Securities**	**(2)(a) Name, City, State, Country**	**(2)(b) Country of Citizenship or Incorporation**	**(2)(c) Number and Percentage of Each Class of Voting Securities**
AsheCo, MHC West Jefferson, NC, USA	USA	538,221 shares, 53% Common Stock	None		

Note: LifeStore Financial Group de-registered its common stock on February 25, 2008 and has ceased being a reporting company under the Securities and Exchange Act of 1934. Therefore, the beneficial ownership of securities reports are not required to be filed. We believe that we may have two additional persons that own in excess of 5% of our common stock; however, that information is not available for us to report with certainty.

Form FR Y-6
AsheCo, MHC
Fiscal Year Ending June 30, 2014

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentages of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% of more of voting securities are held (List names of companies and percentage of voting shares held)
Robert E. Washburn Boone, North Carolina USA	N/A	Director, President & CEO	Director, President and CEO of LifeStore Bank Director, President and CEO of LifeStore Financial Group Director of LifeStore Insurance Services, Inc.	N/A	None	None	N/A
Melanie P. Miller Jefferson, North Carolina USA	N/A	Executive Vice President, Secretary, Treasurer and CFO	Executive Vice President, Secretary, Treasurer and CFO of LifeStore Bank Executive Vice President, Secretary, Treasurer and CFO of LifeStore Financial Group Director and Secretary of LifeStore Insurance Services, Inc.	N/A	None	None	N/A
Jan R. Caddell Jefferson, North Carolina USA	President and General Manager of Caddell Broadcasting, Inc. and its commercial radio station, WKSK 1978 to present	Director & Chairman of the Board	Director & Chairman of the Board of LifeStore Bank and LifeStore Financial Group	President of Caddell Broadcasting, Inc. West Jefferson, North Carolina	None	None	Caddell Broadcasting, Inc. (80%)
Jerry L. Roten West Jefferson, North Carolina USA	Retired 2007 to present, Clerk of the Superior Court of Ashe County for 20 years	Director and Vice Chairman of the Board	Director and Vice Chairman of the Board of LifeStore Bank and LifeStore Financial Group	None	None	None	N/A
Micheal M. Sherman Mooresville, North Carolina USA	President and Chief Executive Officer of Zibra, LLC, a consumer products company, 2003 to present	Director	Director of LifeStore Bank and LifeStore Financial Group	President and Chief Executive Officer of Zibra, LLC, Mooresville, North Carolina	None	None	Zibra, LLC (100%)
Claudia L. Kelley Blowing Rock, North Carolina USA	Certified public accountant and Professor of Accounting at Appalachian State University, July 2006 to present	Director	Director of LifeStore Bank and LifeStore Financial Group	None	None	None	N/A
Karen P. Powell Fleetwood, North Carolina USA	Public Relations Administrator of Skyline Membership Corporation, 2007 to present	Director	Director of LifeStore Bank and LifeStore Financial Group	Public Relations Administrator of Skyline Membership Corporation	None	None	N/A
Donald R. Moore Jefferson, North Carolina USA	Owner and manager of a McDonald's Restaurant in West Jefferson, NC, 1995 to present	Director	Director of LifeStore Bank and LifeStore Financial Group	President of Sterling Restaurants, West Jefferson, North Carolina	None	None	Sterling Restaurants (100%)
Charles W. Jones, M.D. Jefferson, North Carolina USA	Surgeon, owner of Charles W. Jones, M.D. PA a medical practive in Jefferson, North Carolina 1997 to present	Director	Director of LifeStore Bank and LifeStore Financial Group	President of Charles W. Jones, M.D. PA	None	None	Charles W. Jones, M.D. PA (100%)

Form FR Y-6
LifeStore Financial Group
Fiscal Year Ending June 30, 2014

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentages of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% of more of voting securities are held (List names of companies and percentage of voting shares held)
Robert E. Washburn Boone, North Carolina USA	N/A	Director, President & CEO	Director, President and CEO of LifeStore Bank Director, President and CEO of AsheCo, MHC Director of LifeStore Insurance Services, Inc.	N/A	*	None	N/A
Melanie P. Miller Jefferson, North Carolina USA	N/A	Executive Vice President, Secretary, Treasurer and CFO	Executive Vice President, Secretary, Treasurer and CFO of LifeStore Bank Executive Vice President, Secretary, Treasurer and CFO of AsheCo, MHC Director and Secretary of LifeStore Insurance Services, Inc.	N/A	1%	None	N/A
Jan R. Caddell Jefferson, North Carolina USA	President and General Manager of Caddell Broadcasting, Inc. and its commercial radio station, WKSK 1978 to present	Director & Chairman of the Board	Director & Chairman of the Board of LifeStore Bank and AsheCo, MHC	President of Caddell Broadcasting, Inc. West Jefferson, North Carolina	*	None	Caddell Broadcasting, Inc. (80%)
Jerry L. Roten West Jefferson, North Carolina USA	Retired 2007 to present, Clerk of the Superior Court of Ashe County for 20 years	Director and Vice Chairman of the Board	Director and Vice Chairman of the Board of LifeStore Bank and AsheCo, MHC	None	*	None	N/A
Micheal M. Sherman Mooresville, North Carolina USA	President and Chief Executive Officer of Zibra, LLC, a consumer products company, 2003 to present	Director	Director of LifeStore Bank and AsheCo, MHC	President and Chief Executive Officer of Zibra, LLC, Mooresville, North Carolina	*	None	Zibra, LLC (100%)
Claudia L. Kelley Blowing Rock, North Carolina USA	Certified public accountant and Professor of Accounting at Appalachian State University, July 2006 to present	Director	Director of LifeStore Bank and AsheCo, MHC	None	*	None	N/A
Karen P. Powell Fleetwood, North Carolina USA	Public Relations Administrator of Skyline Membership Corporation, 2007 to present	Director	Director of LifeStore Bank and AsheCo, MHC	Public Relations Administrator of Skyline Membership Corporation	*	None	N/A
Donald R. Moore Jefferson, North Carolina USA	Owner and manager of a McDonald's Restaurant in West Jefferson, NC, 1995 to present	Director	Director of LifeStore Bank and AsheCo, MHC	President of Sterling Restaurants, West Jefferson, North Carolina	*	None	Sterling Restaurants (100%)
Charles W. Jones, M.D. Jefferson, North Carolina USA	Surgeon, owner of Charles W. Jones, M.D. PA a medical practive in Jefferson, North Carolina 1997 to present	Director	Director of LifeStore Bank and LifeStore Financial Group	Owner of Charles W. Jones, M.D. PA President and Member Manager of Goat Rock Tree Farms, LLC	*	None	Charles W. Jones, M.D. PA (100%) Goat Rock Tree Farms, LLC (100%)

* less than 1%

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	715872	LIFESTORE BANK	205 SOUTH JEFFERSON AVENUE	WEST JEFFERSON	NC	28694	ASHE	UNITED STATES	44051	0	LIFESTORE BANK	715872	
OK		Full Service	4158721	BOONE BRANCH	1675 BLOWING ROCK RD	BOONE	NC	28607	WATAUGA	UNITED STATES	356793	6	LIFESTORE BANK	715872	
OK		Full Service	4158806	JEFFERSON BRANCH	840 EAST MAIN ST	JEFFERSON	NC	28640	ASHE	UNITED STATES	283827	1	LIFESTORE BANK	715872	
OK		Full Service	4158945	WARRENSVILLE BRANCH	4951 HIGHWAY 88 WEST	WARRENSVILLE	NC	28693	ASHE	UNITED STATES	283829	3	LIFESTORE BANK	715872	
OK		Full Service	4158833	MOUNT JEFFERSON BRANCH	1441 MOUNT JEFFERSON RD	WEST JEFFERSON	NC	28694	ASHE	UNITED STATES	366094	8	LIFESTORE BANK	715872	