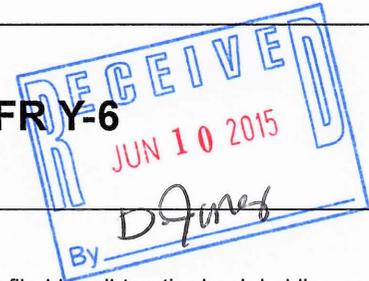


Board of Governors of the Federal Reserve System



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.

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

December 31, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
InsCorp, Inc.

Legal Title of Holding Company
2106 Crestmoor Road

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

Nashville TN 37215
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Joan B. Marshall Contract Employee

Name Title
615-430-3955

Area Code / Phone Number / Extension
jmarshall@insbanktn.com

Area Code / FAX Number
615-515-2267

E-mail Address
jmarshall@insbanktn.com

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

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

I, Thomas H. Loventhal

Name of the Holding Company Director and Official
Director & Chairman

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.

Thomas H. Loventhal

Signature of Holding Company Director and Official

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 2877336
C.I.

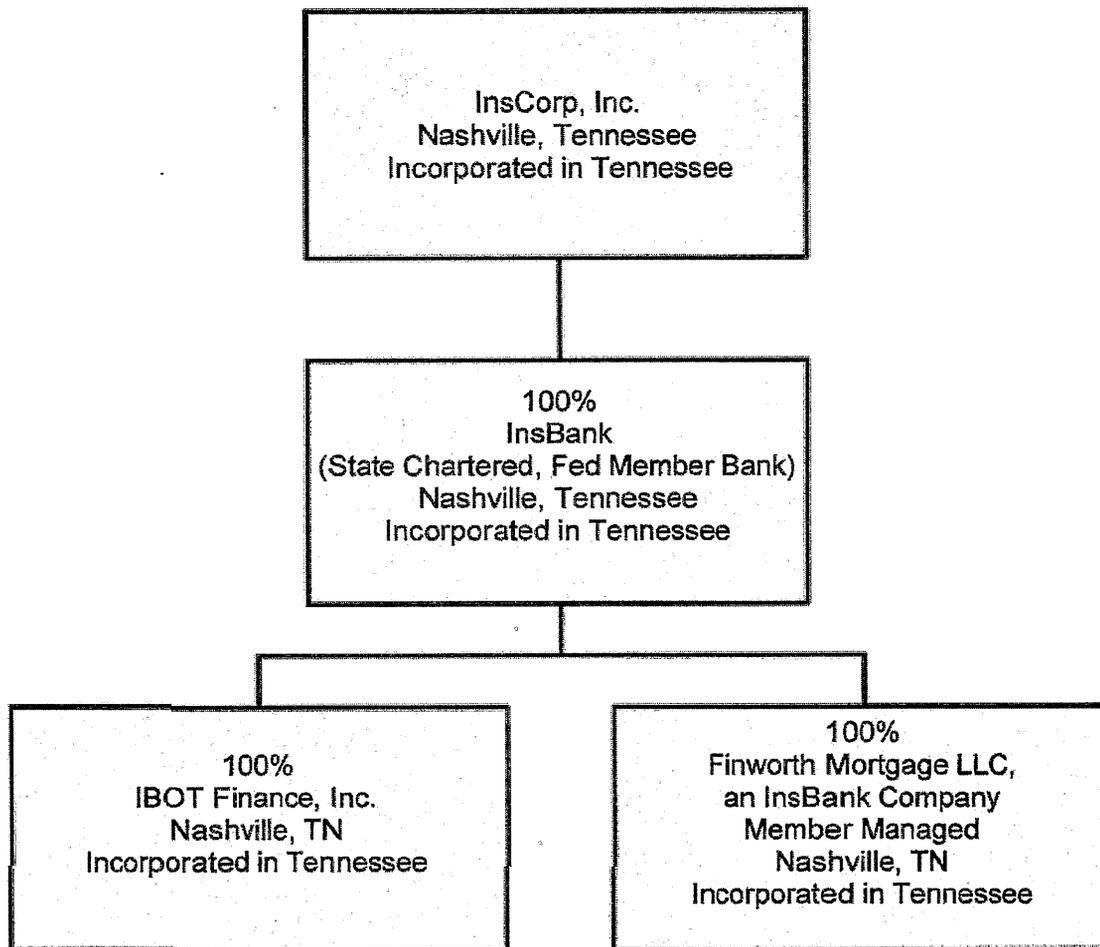
InsCorp, Inc.
Form FR Y-6 Report Item 1
December 31, 2014

Report Item 1(a): The BHC, InsCorp, Inc., is not required to file form 10K with the SEC.

Report Item 1(b): The BHC, InsCorp, Inc., does not prepare an annual report for its shareholders.

INSCORP, INC. ORGANIZATIONAL CHART

December 31, 2014



Results: A list of branches for your holding company: INSCORP, INC. (2877336) of NASHVILLE, TN.
 The data are as of 03/31/2015. Data reflects information that was received and processed through 04/06/2015.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
 Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

| 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) | 2877345 | INSBANK | 2106 CRESTMOOR ROAD | NASHVILLE | TN | 37215 | DAVIDSON | UNITED STATES | 81174 | 0 | INSBANK | 2877345 | |

InsCorp, Inc.
Form FR Y-6

December 31, 2014

Report Item 3-1

There were no shareholders with ownership, control, or holdings of 5% or more with power to vote as of 12/31/2014.

Report Item 3-2

There were no shareholders with ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2014.

FR Y-6 Report Item #4 - Directors and Officers

InsCorp, Inc.

12/31/2014

| Name and Address | Principal Occupation | Position with | | Name of Business Interests If Ownership is 25% or More | # of shares & % of voting owned or controlled | | | 25% or More Ownership In | | |
|--|----------------------------|---------------------------------|------------------------------|--|---|----------|--------------|---|--|---|
| | | InsCorp | INSBANK | | InsCorp Shares | % Owned* | Subsidiaries | Type | Other Companies | |
| | | | | | | | | | NAME | Ownership % |
| David P. Crabtree Executive Vice President Brookside Properties Nashville, TN | Real Estate Development | Director | Director | Brookside Properties, Inc. | 1,562 | 0.08% | none | Real Estate | Brookside Properties, Inc. | 33.33% |
| Richard Hollis Hollis & Burns Memphis, TN | Insurance | Director | Director | Hollis & Burns, Inc. - President | 26,082 | 1.44% | none | Insurance | Hollis & Burns, Inc. - President | 100% |
| Tom Loventhal, President The Loventhal Group Nashville, TN | Investor | Director Officer-Chairman | Director | Loventhal Brothers Inc., Owner Loventhal Financial Services, Inc.-Partner 1918 Broadway, LLC-Owner Nashville, LLC-Owner Noshville Delicatessen, LLC - Member Noshville Delicatessen II, LLC - Member Noshville Delicatessen III, LLC Loventhal Land Group, LLC Host and Stream Ivy Planning Group-Partner 142nd Street Properties US Data Vault LKS, LLC-Partner LMV Capital, LLC - Manager Loventhal Family Partnership | 40,040 | 2.21% | none | Insurance Insurance/Financial Real Estate Restaurant Restaurant Restaurant Restaurant Real Estate Computer/Internet Consulting Real Estate Computer/Internet Investment Co. Investment Co. Investment Co. | Loventhal Brothers Inc., Owner Loventhal Financial Services, Inc.-Partner 1918 Broadway, LLC-Owner Nashville, LLC-Owner Noshville Delicatessen, LLC - Member Noshville Delicatessen II, LLC - Member Noshville Delicatessen III, LLC Loventhal Land Group, LLC Host and Stream Ivy Planning Group-Partner 142nd Street Properties US Data Vault LKS, LLC-Partner LMV Capital, LLC - Manager Loventhal Family Partnership | 100% 33.33% 98% 76% 61.11% 33.33% 50.00% 50% 50% 30% 25% 50% 50% 50% 24.24% |
| C. Louis Patten, Jr. Comerstone Insurance Group Cleveland, TN | Insurance | Director Officer - Secretary | Director | NONE | 20,000 | 1.11% | none | | NONE | |
| Dennis Petty Dennis W. Petty, CPA Nashville, TN | CPA | Director Officer-Treasurer | Director | Dennis W. Petty, CPA | 78,334 | 4.03% | none | CPA Professional Serv. | Dennis W. Petty, CPA | 100% |
| Michael A. Qualls Chairman InsBank Nashville, TN | Banking | Director | Director Officer-Chairman | NONE | 18,754 | 1.04% | none | None | NONE | N/A |
| James H. Rianets, Jr. President/CEO InsBank Nashville, TN | Banking | Director | Director Officer-Pres/CEO | Gracious Henry Properties, LLC-Member | 18,125 | 1.06% | none | Real Estate Inv. | Gracious Henry Properties, LLC-Member | 50% |
| Joel Sullivan Regional CEO American Red Cross Nashville, TN | Humanitarian | Director | Director | Sullivan Concepts | 550 | 0.03% | none | Consulting | Sullivan Concepts | 100% |
| Charles Tagman, Jr. Risko Group The Villages, FL | Consulting | Director | Director | Risko Group, LLC | 18,158 | 1.00% | none | Consultin | Risko Group, LLC | 100% |
| Philip R. Zanone, Jr. President Wunderlich Securities Memphis, TN | Investments | Director | Director | Green River Properties MPC Properties MPC Properties | 18,334 (2) | 0.94% | none | Real Estate Real Estate Investment | Green River Properties MPC Properties MPC Properties | 33% 33% 33% |
| *Number of shares divided by 1,809,019 common shares. | | | | | | | | | | |
| (1) Includes, trust(s), spousal and/or custodian ownership. | | | | | | | | | | |
| (2) Includes partnership/company ownership. | | | | | | | | | | |