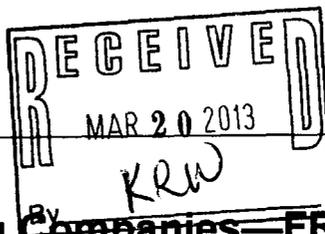


Board of Governors of the Federal Reserve System



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, 2012**

Month / Day / Year

I, Thomas H. Loventhal

Reporter's Name, Street, and Mailing Address

InsCorp, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Director & Chairman

2106 Crestmoor Road

Title of the Holding Company Director and Official

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

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.

Nashville

TN

37215

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Joan B Marshall

Asst. Secretary

Name

Title

615-515-2267

Area Code / Phone Number / Extension

615-515-5267

Area Code / FAX Number

jmarshall@insbanktn.com

E-mail Address

www.insbanktn.com

Address (URL) for the Holding Company's web page

Thomas H. Loventhal  
 Signature of Holding Company Director and Official

Date of Signature

3-14-13

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. \_\_\_\_\_

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

**InsCorp, Inc.**  
**Form FR Y-6 Report Item 1**  
**December 31, 2012**

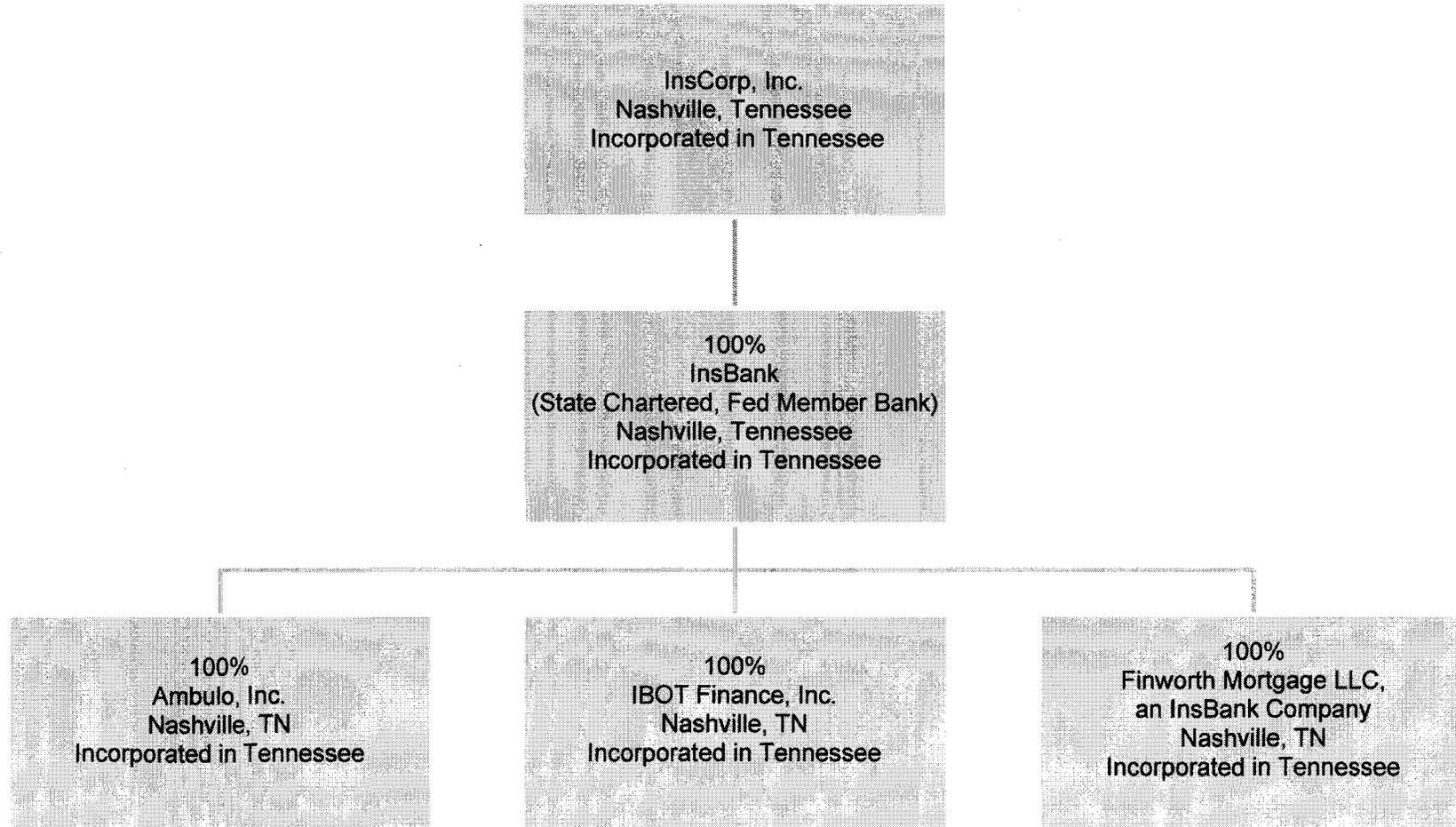
Report Item 1(a): The BHC, InsCorp, Inc., is not required to file form 10K with the SEC.

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

raised

# INSCORP, INC. ORGANIZATIONAL CHART December 31, 2012

Report Item 2.



Revised

**Results:** A list of branches for your holding company: INSCORP, INC. (2877336) of NASHVILLE, TN.  
The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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.

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

InsCorp, Inc.  
Form FR Y-6

December 31, 2012

**Report Item 3-1**

**There were no shareholders with ownership, control, or holdings of 5% or more with power to vote as of 12/31/2012.**

**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 12/31/2012.**

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

**InsCorp, Inc.**

12/31/2012

Name and Address	Principal Occupation	Position with		Name of Business Interests if Ownership is 25% or More	# of shares & % of voting owned or controlled			#4 c	
		InsCorp	IBOT		InsCorp Shares		Subsidiaries	25% or More Ownership in Other Companies (names listed in 3(c))	
					# Owned*	% Owned*	%	Type	% of 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	33.33%
Richard Hollis Hollis & Burns Memphis, TN	Insurance	Director	Director	Hollis & Burns, Inc. - President	29,416 (1)	1.51%	none	Insurance	100%
Tom Loventhal, President The Loventhal Group Nashville, TN	Investor	Director Officer	Director	Loventhal Brothers Inc., Owner Loventhal Financial Services, Inc.-Partner 1918 Broadway, LLC-Owner Nashville, LLC-Owner Nashville Delicatessen, LLC - Member Nashville Delicatessen II, LLC - Member Nashville 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	43,374 (1)	2.23%	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.	100% 33.33% 98% 76% 61.11% 33.33% 50.00% 50% 50% 30% 25% 50.00% 50% 50% 24.24%
C. Louis Patten, Jr. Comerstone Insurance Group Cleveland, TN	Insurance	Director Officer	Director		23,334	1.20%	none		
Dennis Petty Dennis W. Petty, CPA Nashville, TN	CPA	Director Officer	Director	Denni W. Petty, CPA	78,334	4.03%	none	CPA Professional Serv.	100%
Maurice Pinson, Partner Fridrich, Pinson & Rothberg Nashville, TN	Insurance	Director	Director	Pinson & Associates Ins. Agency - President & Subsidiary: Transport Specialities	23,564 (1)(2)	1.21%	none	Insurance	100%
Michael A. Qualls Chairman/CEO InsBank Nashville, TN	Banking	Director Officer	Director	None	51,254(1)	2.64%	none	None	N/A
James H. Rieniets, Jr. President/CLO InsBank Nashville, TN	Banking	Director	Director Officer	Gracious Henry Properties, LLC-Member	49,825	2.56%	none	Real Estate Inv.	50%
Charles T. Tagman, Jr. The Villages, FL	Consulting	Director Officer	Director	Risko Group, LLC Ctag Realty	21,492	1.11%	none	Consulting Real Estate	100% 100%

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

**InsCorp, Inc.**

12/31/2012

Name and Address	Principal Occupation	Position with		Name of Business Interests if Ownership is 25% or More	# of shares & % of voting owned or controlled			#4 c	
					InsCorp Shares		Subsidiaries	25% or More Ownership in Other Companies (names listed in 3(c))	
					# Owned*	% Owned*	%	Type	% of Ownership
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	33% 33% 33%
*Number of shares and exercisable stock options divided by 1,943,371 (1,809,019 common shares + 134,352 vested stock options).									
(1) Includes, trust(s), spousal and/or custodian ownership.									
(2) Includes partnership/company ownership.									