

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, 2013

Month / Day / Year

I, Thomas H. Loventhal

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

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.

Physical location (if different from mailing address)

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.

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* Chairman of the Board  
Signature of Holding Company Director and Official

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. \_\_\_\_\_

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

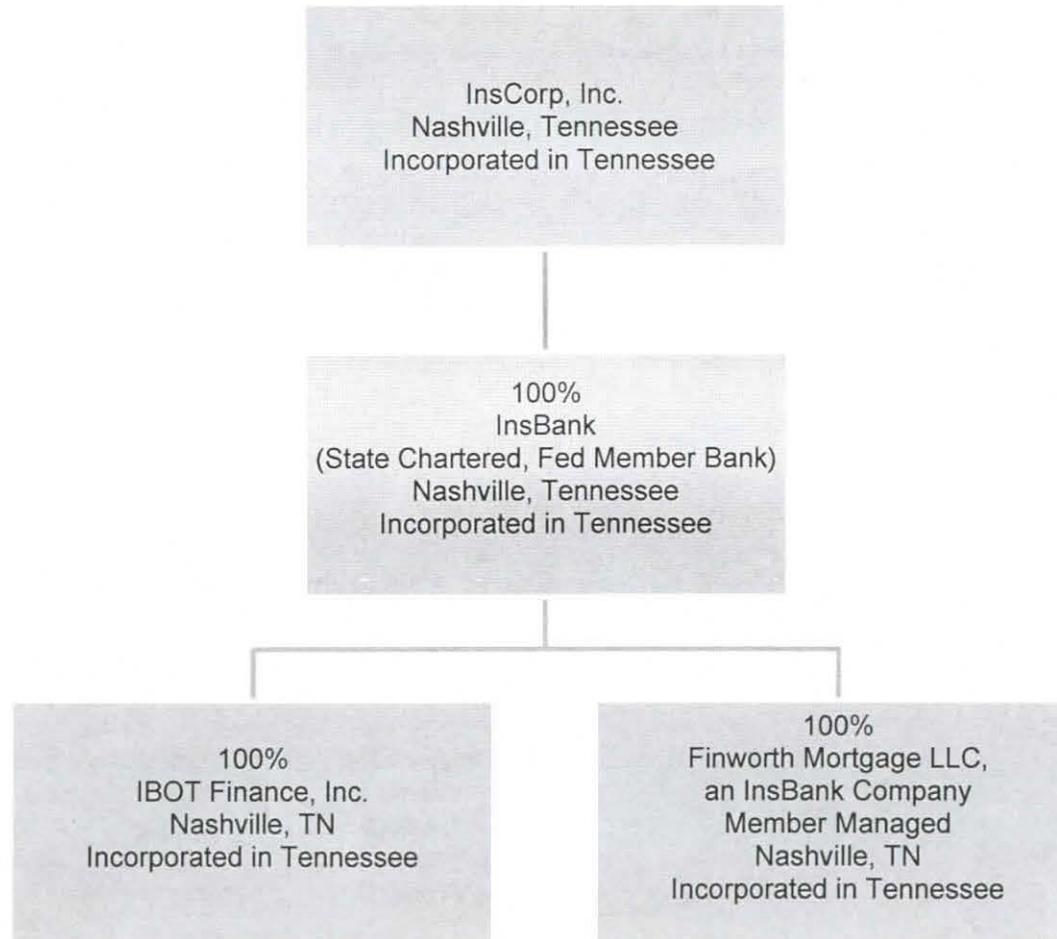
**InsCorp, Inc.**  
**Form FR Y-6 Report Item 1**  
**December 31, 2013**

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.

Revised

# INSCORP, INC. ORGANIZATIONAL CHART December 31, 2013



FR 4-6  
Item 2 b.

**Results:** A list of branches for your depository institution: INSBANK (ID\_RSSD: 2877345).  
This depository institution is held by INSCORP, INC. (2877338) of NASHVILLE, TN.  
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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, 2013

**Report Item 3-1**

**There were no shareholders with ownership, control, or holdings of 5% or more with power to vote as of 12/31/2013.**

**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 12/31/2013.**

Revised

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

InsCorp, Inc.

12/31/2013

#1	#2	#3 (a), (b), (c)			#4 (a), (b)			#4 c		
					# of shares & % of voting owned or controlled		25% or More Ownership in			
					InsCorp Shares	Subsidiaries	Other Companies			
Name and Address	Principal Occupation	Position with InsCorp	INSBANK	Name of Business Interests If Ownership is 25% or More	# Owned*	% Owned*	%	Type	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	29,416 (1)	1.51%	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 Noshville, 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	43,374 (1)	2.23%	none	Insurance Insurance/Financial Real Estate 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 Noshville, 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	23,334	1.20%	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%
Maurice Pinson, Partner Fridrich, Pinson & Rothberg Nashville, TN (RETIRED FROM BOARD 4-2013)	Insurance	Director	Director	Pinson & Associates Ins. Agency - President & Subsidiary: Transport Specialties	23,564 (1)(2)	1.21%	none	Insurance	Pinson & Associates Ins. Agency - President & Subsidiary: Transport Specialties	100%
Michael A. Qualls Chairman/CEO InsBank Nashville, TN	Banking	Director Officer-Chairman	Director	NONE	51,254(1)	2.64%	none	None	NONE	N/A

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

**InsCorp, Inc.**

12/31/2013

#1 Name and Address	#2 Principal Occupation	#3 (a), (b), (c) Position with		Name of Business Interests if Ownership is 25% or More	#4 (a), (b) # of shares & % of voting owned or controlled InsCorp Shares Subsidiaries			#4 c 25% or More Ownership in Other Companies		
		InsCorp	INSBANK		# Owned*	% Owned*	%	Type	NAME	Ownership %
James H. Rieniets, Jr. President/CLO InsBank Nashville, TN	Banking	Director	Director	Gracious Henry Properties, LLC-Member	49,825	2.56%	none	Real Estate Inv.	Gracious Henry Properties, LLC-Member	50%
Joel Sullivan Regional CEO American Red Cross BOUNDED BOARD 1/1/13	Non-profit	Director	Director	Sullivan Concepts	0	0	0	Consulting	Sullivan Concepts	100%
Charles T. Tagman, Jr., CEO Strategic Risk Solutions, Inc.	Consulting	Director	Director	Risko Group, LLC Ctag Realty	21,492	1.11%	none	Consulting Real Estate	Risko Group, LLC Ctag Realty	100% 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 and exercisable stock options divided by 1,973,427 (1,809,019 common shares + 164,408 vested stock options).

- (1) Includes trust(s), spousal and/or custodian ownership.
- (2) Includes partnership/company ownership.