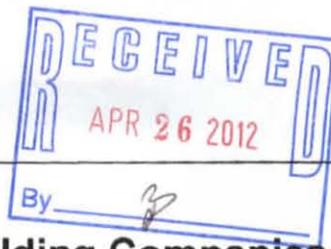


Board of Governors of the Federal Reserve System



# Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):  
**December 31, 2011**  
Month / Day / Year

I, Thomas H. Loventhal  
Name of the Bank Holding Company Director and Official  
Director + Chairman  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
InsCorp, Inc.  
Legal Title of Bank Holding Company  
2106 Crestmoor Road  
(Mailing Address of the Bank Holding Company) Street / P.O. Box  
Nashville TN 37215  
City State Zip Code

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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 Bank Holding Company's web page

Thomas H. Loventhal, Chairman  
Signature of Bank Holding Company Director and Official  
4-25-12  
Date of Signature

For bank 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 2254508  
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

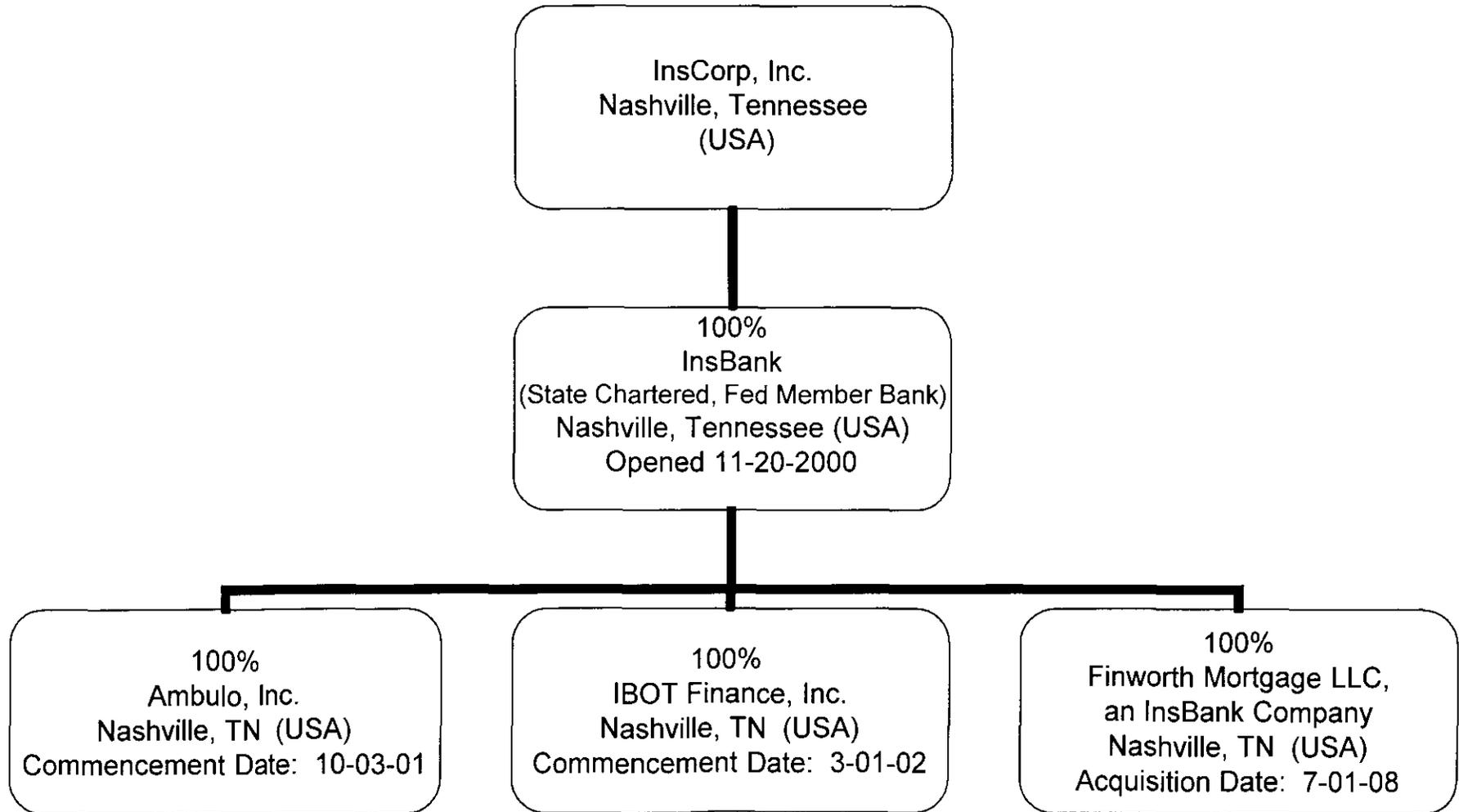
**InsCorp, Inc.**  
**Form FR Y-6 Report Item 1**  
**December 31, 2011**

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, 2011

Report Item 2.



FR 4-6  
Item 2b.

**Results:** A list of branches for your depository institution: INSBANK (ID\_RSSD: 2877345).

This depository institution is held by INSCORP, INC. (2877336) of NASHVILLE, TN.

The data are as of 03/31/2012. Data reflects information that was received and processed through 04/04/2012.

**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
Change	2/27/2012	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, 2011

**Report Item 3-1**

**There were no shareholders with ownership, control, or holdings of 5% or more with power to vote as of 12/31/2011.**

**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 12/31/2011.**

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

InsCorp, Inc.  
12/31/2011

#1 Name and Address	#2 Principal Occupation	#3 (a), (b), (c) Position with		#3 (a), (b), (c) Name of Business Interests if Ownership is 25% or More	#4 (a), (b) # of shares & % of voting owned or controlled InsCorp Shares			#4 c 25% or More Ownership in Other Companies (names listed in 3(c))	
		InsCorp	IBOT		# Owned*	% Owned*	%	Type	% of Ownership
Richard Hollis Hollis & Burns Memphis, TN	Insurance	Director	Director	Hollis & Burns, Inc. - President	27,748 (1)	1.47%	none	Insurance	100%
Tom Loventhal, President Loventhal Ins. Agency 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 / JKL, 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	41,706 (1)	2.20%	none	Insurance Insurance/Financial Real Estate 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. Cornerstone Insurance Group Cleveland, TN	Insurance	Director Officer	Director	Lou Patten for State Senate	21,666	1.14%	none	Political Campaign	100%
Dennis Petty Dennis W. Petty, CPA Nashville, TN	CPA	Director Officer	Director	Dennis W. Petty, CPA	76,666	4.05%	none	CPA Professional Serv.	100%
Maurice Pinson, Partner Fridrich, Pinson & Rothberg Nashville, TN	Insurance	Director	Director	Pinson & Associates Ins. Agency - President & Subsidiary: Transport Specialities	21,896 (1)(2)	1.16%	none	Insurance	100%
Michael A. Qualls Chairman/CEO InsBank Nashville, TN	Banking	Director	Director Officer	None	42,754(1)	2.26%	none	None	N/A
James H. Rieniets, Jr. President/CLO InsBank Nashville, TN	Banking	Director	Director Officer	Gracious Henry Properties, LLC-Member	38,575	2.04%	none	Real Estate Inv.	50%
Charles T. Tagman, Jr. <i>Charles T. Tagman, Jr. NCCCO</i>	Consulting	Director Officer	Director	RisKo Group, LLC	19,824	1.05%	none	Consulting	100%
William E. Wallace, Pres. Associated Insurors, Inc. Knoxville, TN	Insurance	Director Officer	Director	Associated Insurors, Inc. - President Associated Financial Services - Owner Quality Properties Partnership - Partner	31,466(1)(2)	1.66%	none	Insurance - P&C Insurance - Life/Health Comm Real Estate	89% 100% 25%

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

**InsCorp, Inc.**

12/31/2011

#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 (names listed in 3(c))		
Name and Address	Principal Occupation	Position with InsCorp	IBOT	Name of Business Interests If Ownership is 25% or More	# Owned*	% Owned*	%	Type	% of Ownership
				S & W Investments - Partner				Investments	45%
Philip R. Zalone, Jr. President Wunderlich Securities Memphis, TN	Investments	Director	Director	Wunderlich Securities Green River Properties MPC Properties MPC Properties	16,666 (2)	0.88%	none	Investment Services Real Estate Real Estate Investment	6% 25% 33% 33%
*Number of shares, warrants and exercisable stock options divided by 1,893,467 (1,809,019 common shares + 84,448 vested stock options).									
(1) includes, trust(s), spousal and/or custodian ownership.									
(2) Includes partnership/company ownership.									