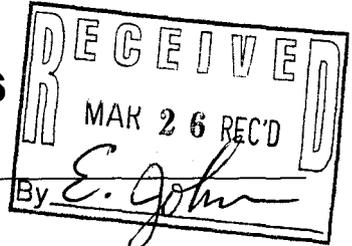


Board of Governors of the Federal Reserve System



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, **W. Page Ogden**

Name of the Holding Company Director and Official

Director & CEO

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.

Reporter's Name, Street, and Mailing Address

Britton & Koontz Capital Corporation

Legal Title of Holding Company

P.O. Box 1407

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

Natchez	MS	39121
City	State	Zip Code

500 Main Street, Natchez, MS 39120

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:

William M. Salters	CFO
Name	Title

601-445-5576

Area Code / Phone Number / Extension

601-445-2488

Area Code / FAX Number

bsalters@bkbank.com

E-mail Address

www.bkbank.com

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

W. Page Ogden
 Signature of Holding Company Director and Official

3/15/2013
 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 108 4212
 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

Revised
4-10-13 J.B.

Britton and Koontz Capital Corporation
Annual Report of Bank Holding Companies—FR Y-6

Report Item 1: Annual Report to Shareholders is attached.

Report Item 2: Organizational Chart

Parent

Britton & Koontz Capital Corporation, Natchez, Ms.

100% owned Subsidiaries

Britton & Koontz Bank, N.A., Natchez, Ms.
B&K Title Insurance Agency, Inc., Natchez, Ms.
Britton & Koontz Statutory Trust # 1, Natchez, Ms.
***All Entities Incorporated in Mississippi**

BRANCHES:

Main Office, 500 Main Street, Natchez, MS. 39120
Tracetown, 55A Sgt. Prentiss Drive, Natchez, MS. 39120
St Catherine, 411 Highway 61 North, Natchez, MS. 39120
Vicksburg South, 2150 S. Frontage Road, Vicksburg, MS. 39180
Vicksburg Medical Center, 2059 Highway 61 North, Vicksburg, MS. 39183
Bluebonnet, 8810 Bluebonnet Blvd., Suites A & B, Baton Rouge, LA. 70810
Bluebonnet Parc, 4703 Bluebonnet Blvd., Baton Rouge, LA. 70809
Towne Center, 7415 Corporate Blvd., Suite 935, Baton Rouge, LA. 70809

Report Item 3:

Item 3 (1):

- 1) Bazile R. Lanneau, Jr., Natchez, MS, USA: 130,769 shares, 6.1%
- 2) Allan S. and Marie B. Martin, Tampa, FL, USA: 125,971 shares, 5.9%
- 3) Eidelman Virant Capital, Inc., St. Louis, MO, USA: 123,416 shares, 5.77%

Item 3 (2):

- 1) None

Britton & Koontz Capital Corporation
Insiders

03/14/13

EXHIBIT A
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Addendum to Report Item 4

Name, title and position at Holding Company and Bank	Title and position with other businesses	% Ownership	# of Shares
W. Page Ogden ¹			
Director of the Bank			
President & CEO of Bank and Holding Company			
Natchez, MS USA			
Britton & Kootz Capital Corp.	President & CEO	3.10%	66,302
Direct & Indirect Subsidiaries		None	0
William M. Salters ¹			
Exec. Vice President and CFO of Bank and Holding Company			
Natchez, MS USA			
Britton & Kootz Capital Corp.	EVP & CFO	0.44% ²	9,512
Direct & Indirect Subsidiaries			0
Jarrett E. Nicholson ¹			
CPO of Bank and Holding Company			
Natchez, MS USA			
Britton & Kootz Capital Corp.	EVP & COO & CPO	0.27% ²	5,846
Direct & Indirect Subsidiaries		None	0

¹ Executive officers of the Bank

² Less than 1%

Robert R. Punches			
Director & Chairman			
<i>Attorney</i>			
Natchez, MS USA			
Gwin, Lewis, & Punches	Partner	22.55%	0
Foster Mound Investments	Partner	10.00%	0
Clark's Creek Farms LLC	Partner	5.00%	0
JRW Holdings, LLC	Member	50.00%	0
Jaco Capital, LLC	Member	22.22%	0
319 Market Street, LLC	Member	7.00%	0
Natchez Enterprises, LLC	Member	13.33%	0
Rainwater Investors, LLC	Member	16.67%	0
Broadway Holdings, LLC	Member	11.11%	0
Britton & Koontz Capital Corp.	Director & Chairman	0.61%	12,944
Direct & Indirect Subsidiaries		None	0

W. W. Allen, Jr.			
Director:			
<i>Oil Business</i>			
Natchez, MS USA			
Allen Petroleum Services, Inc.	President	100.00%	1,000
Little Cedar Grove	Partner	6.67%	0
Trinity Plantation Partners	Partner	14.29%	0
Foster Mound Investments	Partner	10.00%	0
Dutch Ann Foods, Inc.	Secretary	15.00%	150
Clark's Creek Farms LLC	Partner	7.50%	0
Broadway Holdings, LLC	Member	11.11%	0
Allen Operating Co., LLC	President	100.00%	0
Britton & Koontz Capital Corp.	Director	0.21%	4,552
Direct & Indirect Subsidiaries		None	0

Craig A. Bradford, D.M.D			
Director:			
<i>Dentist</i>			
Natchez, MS USA			
Pediatric Denistry	Self Employed	100.00%	0
Trinity Plantation Partners	Partner	10.00%	0
Foster Mound Investments	Partner	10.00%	0
HOB Corporation	Shareholder	25.00%	187
Clark's Creek Farms LLC	Partner	7.50%	0
Mount Olive Farms LLC	Vice President	50.00%	0
Wakefield Timber Co.	Shareholder	5.00%	0
Britton & Koontz Capital Corp.	Director	1.12%	23,912
Direct & Indirect Subsidiaries		None	0

Britton & Koontz Capital Corporation
Insiders

03/14/13

EXHIBIT A
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Addendum to Report Item 4

<u>Name, title and position at Holding Company and Bank</u>	<u>Title and position with other businesses</u>	<u>% Ownership</u>	<u># of Shares</u>
George R. Kurz			
Director:			
<i>Real Estate</i>	Baton Rouge, LA USA		
Kurz & Hebert Commercial Real Estate, Inc.	Vice President	50.00%	0
Industriplex Properties, LLC	Member	50.00%	0
KFI, LLC	Member	25.00%	0
Scholar Drive, LLC	Member	50.00%	0
Britton & Koontz Capital Corp.	Director	0.16%	3,500
Direct & Indirect Subsidiaries		None	0
Vinod K. Thukral, Ph.D.			
Director:			
<i>Retired Professor</i>	San Jose, CA USA		
Thukral Holdings	Partner	33.00%	0
Britton & Koontz Capital Corp.	Director	2.27%	48,649
Direct & Indirect Subsidiaries		None	0