

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

APR 01 RECEIVED

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, W. Page Ogden

Reporter's Name, Street, and Mailing Address

Britton & Koontz Capital Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

Director & CEO

P.O. Box 1407

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.

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

3-27-14

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
C.I.

1084212

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Britton & Koontz Bank, NA

Legal Title of Subsidiary Holding Company

P.O. Box 1407

(Mailing Address of the Subsidiary 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)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

B&K Title Insurance Agency, Inc.

Legal Title of Subsidiary Holding Company

P.O. Box 1407

(Mailing Address of the Subsidiary 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)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Britton & Koontz Statutory Trust # 1

Legal Title of Subsidiary Holding Company

P.O. Box 1407

(Mailing Address of the Subsidiary 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)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

Physical location (if different from mailing address)

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

Report Item 1: No Annual Report.

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

Results: A list of branches for your depository institution: BRITTON & KOONTZ BANK, N.A. (ID: BSSO: 539939).
 This depository institution is held by BRITTON & KOONTZ CAPITAL CORPORATION (1064212) of NATCHEZ, MS.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 02/04/2014.

Reconciliation and Verification Steps

1. If 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.

Action

OK: If the branch information is correct, enter "OK" in the Data Action column.
 Change: If the branch information is incorrect or incomplete, make 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 opened 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 Procedures

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 emailing 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-1B 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 UNNUM, Office Number, and ID_BSSO columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch ID_BSSO*	Branch Name	Street Address	City	State	Zip Code	County	Country	FDIC UNNUM*	Office Number*	Head Office	Head Office ID_BSSO*	Comments
OK		539939	BRITTON & KOONTZ BANK, N.A.	500 MAIN ST	NATCHEZ	MS	39120	ADAMS	UNITED STATES	3332		0 BRITTON & KOONTZ BANK, N.A.		
OK		321060	BLUEBONNET BRANCH	8610 BLUEBONNET BLVD, SUITES A & B	BATON ROUGE	LA	70809	EAST BATON ROUGE	UNITED STATES	361996		14 BRITTON & KOONTZ BANK, N.A.		539939
OK		430189	BLUEBONNET PARK BRANCH	4709 BLUEBONNET BLVD	BATON ROUGE	LA	70809	EAST BATON ROUGE	UNITED STATES	496410		18 BRITTON & KOONTZ BANK, N.A.		539939
OK		430190	TOWNE CENTER BRANCH	7415 CORPORATE BLVD, SUITE #35	BATON ROUGE	LA	70809	EAST BATON ROUGE	UNITED STATES	499139		19 BRITTON & KOONTZ BANK, N.A.		539939
OK		911482	FATHERLAND BRANCH	554 SEARGENT PRENTISS DRIVE	NATCHEZ	MS	39120	ADAMS	UNITED STATES	206335		3 BRITTON & KOONTZ BANK, N.A.		539939
OK		18939	CATHERINE BRANCH	411 HIGHWAY 61 NORTH	NATCHEZ	MS	39120	ADAMS	UNITED STATES	206334		2 BRITTON & KOONTZ BANK, N.A.		539939
OK		328234	HIGHWAY 61 NORTH BRANCH	2059 U.S. HIGHWAY 61 NORTH	VOCKSBURG	MS	39183	WARREN	UNITED STATES	429150		15 BRITTON & KOONTZ BANK, N.A.		539939
OK		262711	SOUTH FRONTAGE ROAD BRANCH	2150 SOUTH FRONTAGE ROAD	VOCKSBURG	MS	39180	WARREN	UNITED STATES	272422		11 BRITTON & KOONTZ BANK, N.A.		539939

Britton & Koontz Capital Corporation
Insiders

03/28/14

EXHIBIT A
10:40:21 AM

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 & Koontz 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 & Koontz 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 & Koontz 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:	Natchez, MS USA		
<i>Oil Business</i>			
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:	Natchez, MS USA		
<i>Dentist</i>			
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

03/28/14

EXHIBIT A
 10:40:21 AM

Addendum to Report Item 4

Name, title and position at Holding Company and Bank	Title and position with other businesses	% Ownership	# of Shares
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George R. Kurz

Director:

Real Estate **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:

Retired Professor **San Jose, CA USA**

Thukral Holdings	Partner	33.00%	0
Britton & Koontz Capital Corp.	Director	2.27%	48,649
Direct & Indirect Subsidiaries		None	0