

FIRM BROCHURE
(Part 2A of Form ADV)

DECAMILLA CAPITAL MANAGEMENT, INC

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September1, 2012

This brochure provides information about the qualifications and business practices of DeCamilla Capital Management, Inc (“DCM”). If you have any questions about the contents to this brochure, please contact us. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about DCM is available on the SEC’s website at www.advisorinfo.sec.gov.

ITEM 2. MATERIAL CHANGES

ANNUAL UPDATE:

The Material Changes section of this Brochure will be updated annually, within 120 days of the close of our fiscal year, when any material changes have occurred since the previous release of the Brochure.

MATERIAL CHANGES SINCE THE LAST UPDATE

The U.S. Securities and Exchange Commission (SEC) issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new rule specifies mandatory sections and organization.

This Brochure dated July 1, 2012 is a new document prepared according to the new requirements and rules. As such, this Brochure is materially different in structure and contains certain new information that our previous Brochure did not require.

In the future, this section of the Brochure will discuss only specific material changes that are made to the Brochure and provide a summary of such changes. We will also reference the date of our last annual update of our Brochure.

BROCHURE AVAILABLE

If, at any time, you would like to receive, without charge, a complete copy of our most recent Firm Brochure, please contact us.

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ITEM 4. ADVISORY BUSINESS

FIRM DESCRIPTION

DeCamilla Capital Management, Inc. (“DCM”) is a California corporation, founded in 1998, and located in Sacramento, California.

DCM offers investment management services to individuals, high net worth individuals, and small businesses.

DCM is a fee-based investment management firm. DCM does not sell insurance, annuities, mutual funds, limited partnerships bonds, stocks, or other commissioned products. DCM is not affiliated with other firms that sell financial products or securities. DCM does not accept sales commissions or finders fees.

A securities brokerage firm serves as custodian of client assets and provides regular account statements. The client always maintains ownership and control of the assets. DCM places trades for clients under a limited power of attorney.

Other professionals (e.g. lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the event they should occur.

PRINCIPAL OWNERS

The principal owners of DCM are David DeCamilla and Steven Balfrey.

David DeCamilla has sole responsibility for determining and giving investment advice to clients, and has sole discretionary authority over client assets.

TYPES OF ADVISORY SERVICES

DCM offers discretionary investment management services to its clients. Clients grant DCM the discretionary authority to buy and sell stocks in the client's account.

As of May 31, 2012, DCM managed approximately \$17,800,000.00 on a discretionary basis. No assets are managed on a non-discretionary basis; however, clients retain ultimate authority over their assets and, in addition to their right to personally place trades in their own accounts, may, at any time, direct DCM to place or refrain from placing a trade in the client's account.

TAILORED RELATIONSHIPS

DCM selects assets for a client's account that are designed to meet that client's stated goals and objectives. For example, stocks with competitive dividend yields will be selected to meet a client's stated goal of income generation.

Management Agreements may not be assigned without the client's prior written consent.

ITEM 5. FEES AND COMPENSATION

DCM charges a fee of 0.375% quarterly, in advance, on the total market value of the assets in the client's account other than bond funds or mutual funds. The quarterly management fee charged on the total market value of bond funds and/or mutual funds in a client account is 0.1625%. The account value is determined on the last day of the calendar quarter. Unless DCM has approved a prior arrangement, fees are deducted directly from the client's account.

Either DCM or the client may terminate the services agreement at any time by written notice to the other. If either party terminates the services agreement during the quarter for which fees have been paid, DCM will prorate the fee paid on the basis of the number of days in the quarter, and promptly return the unearned portion of the fee to the client.

Fees are negotiable. DCM has the discretion to contract with a client to provide services for a lower fee based on such factors as the total assets under management, family relationship, or the length of the advisor-client relationship.

Clients may incur additional brokerage and transaction fees and costs imposed by the account custodian on purchases or sales of stocks, bonds, or other assets in the clients account. These transaction charges are usually small and incidental to the purchase or sale of a security. The custodian may also charge account fees for services related to check cashing, special accounting or other client requested services.

DCM does not represent that its fees are the lowest available and Clients are advised that lower fees for comparable services may be available from other sources.

ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

DCM does not base its fees on a share of the capital gains or capital appreciation of managed accounts.

DCM does not use a performance based fee structure because of the potential for conflict of interest. For example, performance based fees may create an incentive for an advisor to recommend an investment that may carry a higher degree of risk than is appropriate for a client's account.

ITEM 7. TYPES OF CLIENTS

DCM generally provides management services to individuals, high net worth individuals and small businesses.

DCM does not have an account minimum. DCM has the discretion to accept clients based on multiple factors, including the amount of funds to be placed in the client's account, the potential for additional funds, the clients risk profile, goals and time horizon, etc.

ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Security selection and analysis methods may include fundamental analysis and technical analysis.

The main sources of information used for analysis include financial newspapers, magazines and newsletters financial programs on radio and television and the internet, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases and company information on the internet.

The investment strategy for a particular client is based on the objectives, risk tolerance, and restrictions stated by the client. Generally, DCM will evaluate securities for a client account based on the company's earnings, management, capitalization, market share, dividend history, and long-term prospects for appreciation. In general, the assets in a clients account will be fully invested in securities. DCM generally invests in securities that it intends to hold for the long term.

RISK OF LOSS:

Systemic Risk: This is a risk that can negatively affect the value of a security unrelated to the particular securities fundamental strength; for example, concern over the strength of the European currency may cause stocks generally to decline in value. DCM counsels clients to hold sufficient cash reserves to weather these instances of volatility.

Fundamental Risk: This is a risk to a specific enterprise or sector: for example, the Food and Drug Administration may determine that a specific drug may no longer be sold, which could have a significant negative impact on a particular company. DCM attempts to mitigate these risks by fundamental analysis and by not overweighing a particular security in a client portfolio.

ITEM 9. DISCIPLINARY INFORMATION

There are no material legal or disciplinary events related to DCM or its employees.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

DCM has no outside affiliations material to its business.

ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

The employees of DCM are required to follow the firm's Code of Ethics and to adhere to its Privacy Policy. DCM will provide a copy of its Code of Ethics and/or Privacy Policy to any client or prospective client upon request.

DCM and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades.

The Chief Compliance Officer of DCM is David DeCamilla. He reviews all employee trades each quarter. The trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment. Since employee trades are small dollar amounts, the trades do not affect the securities markets.

ITEM 12. BROKERAGE PRACTICES

DCM does not have any affiliation with firms selling financial products. DCM recommends Charles Schwab & Co. (“Schwab”), as custodian, to its clients. DCM also recommends Schwab as broker-dealer for executing client transactions. These recommendations are based on DCMs long experience with Schwab as custodian of DCM client accounts and as broker-dealer for placing trades, on the proven integrity and financial responsibility of Schwab, on the best execution of orders and reasonable commission rates and on the availability of local branch locations for the convenience of the clients.

DCM is designated as a client advisor with Schwab, to allow management of client accounts. DCM does not receive fees or commissions from this arrangement.

DCM does receive access to some Schwab website platforms, tools, information, data, and support because client assets are held at Schwab. Clients benefit from these services as it reduces the DCMs overall expenses and helps DCM provide better client support and service.

ITEM 13. REVIEW OF ACCOUNTS

David DeCamilla reviews client accounts regularly, not less than quarterly. A client may also request an account review at any time.

Certain events may also trigger a review; for example, a major change in the national economy, new material information regarding a substantial holding, a major change in a clients investment goals or financial condition.

DCM provides clients with quarterly reports of their account holdings and performance. In addition, a client may request an account report from DCM at any time.

ITEM 14. CLIENT REFERRRRALS AND OTHER COMPENSATION

DCM frequently receives client referrals from a variety of sources, including, present clients, friends, family members, other professionals, etc. DCM does not compensate referring parties for these referrals.

DCM does not accept referral fees or any other form of compensation from other parties when DCM refers a client or prospect to them.

ITEM 15. CUSTODY

DCM does not have custody of any client funds or assets.

Clients receive monthly account statements and other reports, including certain tax reports, directly from Schwab or other custodian.

ITEM 16. INVESTMENT DISCRETION

DCM accepts discretionary authority to manage investment accounts on behalf of clients. In the management contract entered into by each client with DCM, each client gives DCM the authority to determine, without obtaining further client consent, the specific securities to be bought or sold from time to time, and the amount of those securities to be bought or sold.

A client may limit DCMs authority to buy or sell a specific security or type of securities; for example, a client may instruct DCM not to purchase any securities that are involved with the manufacture or sale of tobacco products.

ITEM 17. VOTING CLIENT SECURITIES

DCM does not vote proxies on securities. Clients are expected to vote their own proxies.

If a client requests, DCM may provide information or recommendations to the client regarding a proxy vote. If a conflict of interest exists, it will be disclosed to the client.

ITEM 18. FINANCIAL INFORMATION

DCM does not have any financial impairment that will preclude DCM from meeting contractual commitments to clients.

DCM does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$500.00 per client and six months or more in advance.

Neither DCM nor any of principals have ever been the subject of a bankruptcy petition in any jurisdiction.

ITEM 19. REQUIREMENTS FOR STATE-REGISTERED ADVISORS

David DeCamilla is the President and majority owner of DeCamilla Capital Management, Inc. Please refer to the Brochure Supplement for information regarding the education and business background of Mr. DeCamilla. Steven Balfrey is CEO and a minority owner of DCM.

Mr. DeCamilla currently has sole responsibility for determining and giving advice to clients, and has sole discretionary authority over client assets.

Mr. Balfrey has responsibility for the business affairs of DCM and does not determine or give investment advice to clients.

Neither DCM, Mr. DeCamilla, nor Mr. Balfrey is actively engaged in any other business.

DCM does not charge performance-based fees.

Neither DCM nor Mr. DeCamilla has been involved in an award or otherwise been found liable in an arbitration claim or a civil, self-regulatory organization, or administrative proceeding of any nature.

DCM strives to ensure fair, equitable and ethical practices at all times in providing investment management services to its Clients.

DCM will always disclose, in writing and before entering into or renewing a contract with a Client, any material conflicts of interest that exist relating to DCM, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice to a Client..

Examples of material conflicts of interest that would trigger the duty to disclose include:

- (a) Compensation arrangements connected with advisory services that are in addition to the compensation provided by the Client.
- (b) Failing to disclose that advisor receives a commission, in addition to the fees paid by Client, in connection with executing trades in the Clients account.
- (c) Guaranteeing that a specific result will be obtained for the Client as a result of advisors advice.
- (d) Disclosing the identity, affairs, or investments of any Client to third parties unless required by law to do so or Client has consented to such disclosure.
- (e) Failing to set out in the written contract with a Client the services to be provided, the term of the contract, the manner for computing the advisory fee, the manner of computing the amount of any prepaid fee to be returned to Client in the event of termination or nonperformance, and whether the advisor is being granted discretionary authority by the Client.
- (f) Making an untrue statement of material fact or omitting a statement of a material fact in soliciting a client that would result in misleading the client.

Neither DCM nor any of its management persons have any relationship or arrangement with any issuer of securities.

PART 2B --- BROCHURE SUPPLEMENT

For

DAVID DeCAMILLA

Prepared September 1, 2012

DeCamilla Capital Management, Inc.
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(916) 979-0870

This brochure supplement provides information about David DeCamilla that supplements the DeCamilla Capital Management, Inc. Firm Brochure. You should have received a copy of that brochure. Please contact either David DeCamilla or Steven Balfrey at the above address or phone number immediately if you did not receive the DCM firm brochure or if you have any questions about the contents of this supplement.

Additional information about David DeCamilla is available on the SEC's website at www.advisorinfo.sec.gov.

David DeCamilla

Age: 64

Education:

1971 - BA Economics University of South Carolina

1972 - MA Labor Industrial Relations Michigan State University

Experience:

Public/Non-Profit:

1986-1991 Trustee, Sacramento City Employees Pension Fund

1991-Present Board Chairman, Sacramento City Employees Pension Fund

1991-1996 Board Member, Sacramento County Employees Retirement Fund

1984-1995 Business Editor/On-Air Reporter, KXPR/KXJZ Sacramento Public Radio

Private:

1984-1991 Account Executive, Dean Witter

1991-1998 Vice President, Kidder Peabody (acquired by Paine Webber)

1998-Present President, DeCamilla Capital Management, Inc.

Professional Licenses:

1983 Series 7 Securities License

Hobbies:

Art, Tennis, Reading, Gardening, Olive Orchard

Additional Information re: David DeCamilla

Disciplinary Information:

There **are no** legal or disciplinary events material to a client's or prospective client's evaluation of David DeCamilla.

Other Business Activities:

Mr. DeCamilla **is not** actively in any other investment-related business or occupation.

Mr. DeCamilla **does not** receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Additional Compensation:

Mr. DeCamilla **does not** receive any economic benefit for providing advisory services to his clients from any person who is not a client.

Supervision:

Mr. DeCamilla is the sole investment advisor representative for DeCamilla Capital Management, Inc. Mr. DeCamilla is not supervised by any other person.

Requirements for State-Registered Advisors:

Neither Mr. DeCamilla nor DeCamilla Capital Management, Inc. has been involved in an award or found liable in any arbitration proceeding.

Neither Mr. DeCamilla nor DeCamilla Capital Management, Inc. has been involved in an award or found liable in any administrative, criminal, civil or self-regulatory organization proceeding.

Neither Mr. DeCamilla nor DeCamilla Capital Management, Inc. has ever been the subject of a bankruptcy petition.