

Item 1 Cover Page

Part 2A of Form ADV

Firm Brochure

Pacific Capital

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Date: April 18, 2012

This brochure provides information about the qualifications and business practices of Pacific Capital. If you have any questions about the contents of this brochure, please contact us at (951) 457-8500. 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 Pacific Capital is available on the SEC's website at www.adviserinfo.sec.gov

Please note that registration as an investment advisory firm does not imply a certain level of skill or training.

Item 2 Material Changes

Our firm is switching from SEC to state registration.

We have added our website, www.pacificcapital.com, to this filing.

We have also amended Item 4 to state that we do not sponsor or participate in a wrap fee program.

In Item 5, we have added the statement, "lower fees for comparable services may be available from other sources."

In Item 10, we have enhanced our conflict of interest disclosures to include the following statements:

"These activities create a conflict of interest between our interests and your interests.

You are under no obligation to act upon any of our recommendations.

If you elect to act on any of the recommendations, you are under no obligation to effect the transaction through us.

We feel that all material conflicts of interest under CCR 260.238 (k) (n) are disclosed regarding Pacific Capital, its representatives, or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice."

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Item 4 Advisory Business

About the Firm

Pacific Capital Wealth Advisors, Inc., which does business as Pacific Capital, is a registered investment advisor located in Corona, California. We have been operating as an investment advisory firm since 2011. Our owner is Chad T. Willardson.

Description of Advisory Services

We provide financial planning services and ongoing investment supervisory services to clients. We believe that disciplined asset management and portfolio analysis is critical in order to achieve your desired goals and objectives. We precisely design, customize, manage and monitor portfolios while making the process transparent to you.

Financial Planning Services

Our financial planning services are designed to help you manage your financial resources. Our financial planning services typically include preparing a financial program for you based on your financial circumstances and objectives. This information usually covers present and anticipated assets and liabilities including insurance, savings, investments and anticipated retirement or other employee benefits.

The program will usually include general recommendations for a course of action or specific actions for you to take. For example, we may recommend that you obtain insurance or revise existing coverage, establish an individual retirement account, increase or decrease funds held in savings accounts or invest funds in securities. We may develop tax or estate plans for clients or refer clients to an accountant or attorney.

We may also create a cash flow analysis or work with you on rearranging cash flow in order to fund certain long term objectives such as buying a house, planning for college, retirement, etc.

Investment Supervisory Services

Our investment supervisory services include providing you with ongoing investment advice based upon your investment objectives and risk tolerance. This information is derived through personal discussions during a discovery process in which goals and objectives based on a client's particular circumstances are established.

These services are offered on a discretionary basis, meaning that we may elect to purchase or sell securities without your prior consent. You may place restrictions on the type of securities or the securities purchased for your account. As of February 2012, our discretionary assets under management were \$53,800,000.

Clients have the opportunity to place reasonable restrictions on the types of investments that are made on the client's behalf. Clients will retain individual ownership of all securities.

We do not sponsor or participate in a wrap fee program.

Item 5 Costs and Compensation

Costs for Investment Supervisory Services

The annual percentage rate cost schedule for these services is an annual cost of up to based on account size, paid quarterly in advance. Below is the schedule we use in determining your advisory service cost:

| <u>Asset Value</u> | <u>Annual Cost</u> |
|----------------------------|--------------------|
| up to \$499,000: | 2% annually |
| \$500,000 to \$999,999 | 1.8% annually |
| \$1,000,000 to \$1,999,999 | 1.5% annually |
| \$2,000,000 to \$3,999,999 | 1.25% annually |
| \$4,000,000+ | 1% annually |

Upon receiving client's written authorization, costs will be automatically deducted from the account. Clients are provided a quarterly statement from the custodian of their assets reflecting the deduction of the advisory cost.

In certain circumstances, advisory costs and account minimums may be negotiable based upon prior relationships as well as related account holdings. The costs charged are calculated as described above and are not charged on the basis of a share of capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

All Advisory costs are charged, in advance, at the start of each calendar quarter, based upon the account value of the assets in the portfolio as of the last business day of the prior quarter. The initial cost will be payable when the account is established, prorated for the first partial quarter, if applicable.

The client may make additions to or withdrawals from the account at any time. Withdrawals are subject to standard securities settlement and the creation of cash may take a few business days. The client must promptly notify us of any contributions or withdrawals as such may have an impact upon the management of the Account and may adversely affect the performance of the account.

Costs for Financial Planning Services

The Adviser does not charge any additional fees for its Financial Planning Service.

Important Information about Potential Conflicts of Interest

You will pay ticket charges and custodial costs for trades done in your account. You may also incur charges for other account services provided by the custodian not directly related to the execution and clearing of transactions including, but not limited to, IRA custodial costs, safekeeping costs, interest charges on margin loans, and costs for legal or transfers of securities.

Our advisory representative. Jake Schroeder is also a registered representative of Purshe Kaplan Sterling Investments, Inc.. Through Purshe Kaplan Sterling Investments, Inc. they will receive compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. If you elect to purchase securities through them in their roles as registered representatives, this will not occur in our advisory accounts, but rather in brokerage accounts held at Purshe Kaplan Sterling Investments, Inc. or at individual product sponsors such as a mutual fund company.

This presents a conflict of interest as it gives our Jake Schroeder an incentive to recommend investment products based on the compensation received, rather than on your needs. To address this conflict, our advisory representatives will only receive compensation for the sale of securities or other investment products when selling securities at Purshe Kaplan Sterling Investments, Inc. and not for accounts we advise.

You have the option to purchase investment products that the advisory representative recommends through other brokers or agents not affiliated with our firm.

Lower fees for comparable services may be available from other sources.

Item 6 Performance-Based Costs and Side-by-Side Management

We do not accept performance-based costs.

Item 7 Types of Clients

We work with high net worth individuals, business owners, family trusts and some retirement accounts.

We have established a minimum value of \$1,000,000 of investible assets for accounts held directly at the custodian. Accounts below these minimums may be accepted on an individual basis at our discretion.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

We may utilize the following methods of security analysis:

- Charting - (analysis performed using patterns to identify current trends and trend reversals to forecast the direction of prices)
- Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
- Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)
- Cyclical – (analysis performed on historical relationships between price and market trends, to forecast the direction of prices)

We may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)
- Options (contract for the purchase or sale of a security at a predetermined price during a specific period of time)

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy will be profitable or equal any specific performance level(s).

Our methods of analysis and investment strategies do not present any significant or unusual risks.

Our primary investment strategies - Long Term Purchases, Short Term Purchases, and Trading - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy.

Currently, we primarily client investment assets among various individual equity (stocks), debt (bonds) and fixed income securities, closed-end mutual funds, exchange traded funds and preferred stock on a discretionary basis, consistent with your designated objectives.

Item 9 Disciplinary Information

None of our representatives have any material disciplinary information.

Item 10 Other Financial Industry Activities and Affiliations

Our investment advisor representatives hold insurance licenses and can offer life, health, disability and long-term care insurance. This creates a conflict of interest in that your Advisor may receive compensation for providing investment advice as well as for selling insurance products recommended by a financial plan. Clients are under no obligation to purchase any insurance products from any of our associates. If they do so, there will be compensation earned through the sale of the insurance product in addition to the advisory costs and this may create a conflict of interest.

Jake Schroeder is a Registered Representative of Purshe Kaplan Sterling Investments, Inc. and provides brokerage services to clients in that capacity. Purshe Kaplan Sterling Investments, Inc.'s principal business is as a full service general securities broker/dealer registered with the Securities Exchange Commission, FINRA and various other regulatory bodies. This activity currently comprises a minimal amount of Jake Schroeder's time.

These activities create a conflict of interest between our interests and your interests.

You are under no obligation to act upon any of our recommendations.

If you elect to act on any of the recommendations, you are under no obligation to effect the transaction through us.

We must disclose any potential or actual conflicts of interest when dealing with clients.

We are subject to the following specific obligations when dealing with clients:

- The duty to have a reasonable, independent basis for its investment advice;
- The duty to ensure that investment advice is suitable to meeting the client's individual objectives, needs, and circumstances; and,
- A duty to be loyal to clients.

We feel that all material conflicts of interest under CCR 260.238 (k) (n) are disclosed regarding Pacific Capital, its representatives, or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Associated persons may buy or sell for their own accounts the same securities recommended to you. They may do so at the same time as they, or a related person, buy or sell the same securities for their own account. Associated persons seek to ensure that they do not personally benefit from the short-term market effects of their recommendations to you. We request information about all of our associate's transactions and monitor them for any wrongdoing.

Associated persons are aware of the rules regarding material non-public information and insider trading. Associated persons may also buy or sell a specific security for their own account based on personal investment considerations, which the Advisor does not deem appropriate to buy or sell for clients.

We have adopted a Code of Ethics to instruct its personnel in their ethical obligations and to provide rules for their personal securities transactions. The Firm and our personnel owe a duty of loyalty, fairness and good faith to their clients, and the obligation to adhere not only to the specific provisions of the code but also to the general principles that guide the Code. The Code covers a range of topics

including general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes, amendments to Form ADV and supervisory procedures. We will provide a copy of the Code to any client or prospective Client upon request.

Item 12 Brokerage Practices

The Custodian and Brokers We Use

We do not maintain custody of your assets that we manage (although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (*see Item 15 Custody, below*)). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We request that our clients use Charles Schwab & Co., Inc. (Schwab), a FINRA-registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we request that you use Schwab as custodian/broker, you will decide whether to do so and open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account, as described in the next paragraph.

How We Select Brokers/Custodians

We seek to select a custodian/broker who will hold your assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, these:

- combination of transaction execution services along with asset custody services (generally without a separate cost for custody)
- capability to execute, clear and settle trades (buy and sell securities for your account)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds (ETFs), etc.)
- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other costs, etc.) and willingness to negotiate them
- reputation, financial strength and stability of the provider

- their prior service to us and our other clients
- availability of other products and services that benefit us, as discussed below (*see “Products and Services Available to Us from Schwab”*)

Your Custody and Brokerage Costs

For our clients’ accounts it maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other costs on trades that it executes or that settle into your Schwab account.

In addition to commissions Schwab charges you a flat dollar amount as a “prime broker” or “trade away” cost for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These costs are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account.

Products and Services Available to Us from Schwab

Schwab Advisor Services is Schwab’s business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage –trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts while others help us manage and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us as long as we keep a total of at least \$10 million of our clients’ assets in accounts at Schwab. Here is a more detailed description of Schwab’s support services:

Services that Benefit You. Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account.

Services that May Not Directly Benefit You. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or some substantial number of our clients’ accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);

- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other market data;
- facilitate payment of our costs from our clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Services that Generally Benefit Only Us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its costs for some of these services or pay all or a part of a third party's costs. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

We will utilize the resources available to us through the Schwab Platform.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as we keep a total of at least \$10 million of client assets in accounts at Schwab. The \$10 million minimum may give us an incentive to request that you maintain your account with Schwab based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest.

We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. It is primarily supported by the scope, quality and price of Schwab's services (based on the factors discussed above – see *"How We Select Brokers/Custodians"* and not Schwab's services that benefit only us.

We may "bunch" buy or sell orders for two or more clients into a single large order, and place the bunched order with a single broker or dealer for execution. We are not obligated to place all transactions on a "bunched" basis. When determining whether to "bunch" orders, we decide this as to what course of action is likely to be fair and in the best interests of the relevant accounts on an overall basis. That is, we seek to avoid putting any client account at an advantage or disadvantage compared to our other client accounts that are buying or selling the same security.

Block trading is permitted where the following conditions are met:

Orders of two or more clients may be bunched only if we have determined, on an individual basis that the securities order is:

1. In the best interests of each client participating in the order;
2. Consistent with our duty to obtain best execution; and
3. Consistent with the terms of the investment Advisory agreement of each participating client.

When conducting a block trade, we will determine the accounts that will participate, and the specific allocations in advance of the transaction. If the entire order is filled, you will receive your portion of the allocation specified on the trade ticket. All allocations are prior to the close of business on trade date. Client accounts participating in the transaction will receive the weighted average price of the security and will incur a pro-rata share of the transaction cost.

If part of the order is unfilled, the allocation is done on a pro-rata basis.

The books and records of the Firm separately reflect, for each client for whom an order is bunched, the securities held by, purchased, and sold for that client

Item 13 Review of Accounts

All advisory accounts are reviewed at least quarterly by investment advisor representative, either Chad Willardson, President or Jake Schroeder, Financial Advisor, with the trigger being the quarter end. Other factors may trigger account reviews such as contributions and withdrawals of cash from an account, significant geo-political events, or a client request.

Advisory clients receive trade confirmations of each transaction from the custodian of their assets. Clients also receive statements of account activity at least quarterly, or any month there is activity in their account. These are in the form of brokerage account statements.

Item 14 Client Referrals and Other Compensation

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Item 15 Custody

Under government regulations, we are deemed to have custody of your assets if you authorize us to instruct Schwab to deduct our advisory costs directly from your account. Schwab maintains actual custody of your assets. You must give us this written permission before we have authority to deduct your advisory fees. We will send you notice of the fee that we intend to deduct at the same time we request our fees from Schwab.

You will receive account statements directly from Schwab at least quarterly. They will be sent to the email or postal mailing address you provided to Schwab. You should carefully review those statements promptly when you receive them. These statements show the deduction of the advisory fee. We also urge you to compare Schwab's account statements to the periodic account statements you will receive from us.

Item 16 Investment Discretion

We request that you give us discretionary authority to manage your accounts by signing a written power of attorney. You may place reasonable restrictions on the types of securities or on specific securities that we may purchase or sell.

Item 17 Voting Client Securities

We do not accept authority to vote proxies. That authority is reserved to our clients unless you make other arrangements with the custodian of your assets.

Item 18 Financial Information

We have no financial condition that is reasonably likely to impair our ability to meet contractual commitments to you.

Item 19 Requirements for State-Registered Advisers

Please see our Part 2B (attached) for information about Chad Willardson, our President and CEO. We have no additional information to report.

Supplementary Brochure

Item 1 Cover Page

Part 2B of Form ADV

Pacific Capital

Chad T. Willardson

Jake Schroeder

1260 Corona Pointe, Suite 304

Corona, CA 92879

Phone: (951) 457-8500

Date: November 14, 2011

Item 2 Educational Background and Business Experience

Chad T. Willardson, born 1979, our President and Chief Compliance Officer, is also a Chartered Retirement Planning Counselor. Prior to his association with Pacific Capital, Mr. Willardson was a Wealth Management Advisor of Merrill Lynch. He graduated from Brigham Young University with a bachelor's degree in economics and a minor in business management. While at BYU, he also spent time for an internship working directly with the Portfolio Manager of a \$1 Billion mutual fund. Chad completed the CFP education program through Boston University in 2007. In 2010, Chad was named a member of the Regional Peer 2 Peer Leadership Faculty at Merrill Lynch in his community. Chad serves on the Executive Board of the Inland Empire Management Society. As a former Eagle Scout, he also spent five years volunteering as a Scout Master for the Boy Scouts of America in Corona. Chad served as a translator for the American Embassy in Lithuania and participated in humanitarian aid programs in the Baltic States as a church service missionary. He is an Orange County native and now lives in Corona with his wife and three children.

The College for Financial Planning® awards the CHARTERED RETIREMENT PLANNING COUNSELORSM AND CRPC® designation to students who successfully complete the program, pass the final examination, and comply with the Code of Ethics, which includes agreeing to abide by the Standards of Professional Conduct and Terms and Conditions. The program focuses on the pre- and post-retirement needs of individuals. Applicants must also disclose of any criminal, civil, self-regulatory organization, or governmental agency inquiry, investigation, or proceeding relating to their professional or business conduct. Conferment of the designation is contingent upon the College for Financial Planning's review of matters either self-disclosed or which are discovered by the College that are required to be disclosed.

Successful students receive a certificate and are granted the right to use the designation on correspondence and business cards for a two-year period.

Continued use of the CRPC® designation is subject to ongoing renewal requirements. Every two years individuals must renew their right to continue using the CRPC® designation by completing 16 hours of continuing education, reaffirming to abide by the Standards of Professional Conduct, Terms and Conditions, and self disclose any criminal, civil, self-regulatory organization, or governmental agency inquiry, investigation, or proceeding relating to their professional or business conduct; and paying a biennial renewal fee of \$75.

Jake Schroeder, Financial Advisor, previously joined Merrill Lynch in that same capacity in 2010. He was born in 1986. He most recently worked as a Marketing Analyst for Milestone Management Consultants. Jake earned his bachelor's degree in Economics with a minor in business strategy from Brigham Young University and also made the BYU football team. He volunteered as a church service missionary in Armenia from 2005 -2007. He is from Oregon and lives in Corona with his wife and two children.

Item 3 Disciplinary Information

None of our associates are subject to any material disciplinary information.

Item 4 Other Business Activities

Our Advisory Representatives have other business activities as described in item 10 of our Disclosure Brochure which is attached.

Item 5 Additional Compensation

We have nothing to disclose about additional compensation.

Item 6 Supervision

Chad T. Willardson is the President and Chief Compliance Officer of Pacific Capital. He supervises the associates through monitoring their work, enforcing the written supervisory procedures and confirming adherence to the code of ethics. Mr. Willardson may be reached at (951)457-8500 if you have any concerns.

Item 7 Requirements for State-Registered Advisers

Our firm has nothing additional to report in this section.