

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan PACIFIC CAPITAL BANCORP AMENDED AND RESTATED INCENTIVE AND INVESTMENT AND SALARY SAVINGS PLAN 2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) PACIFIC CAPITAL BANCORP 1021 ANACAPA STREET SANTA BARBARA, CA 93101	1b Three-digit plan number (PN) ►	002	
	1c Effective date of plan	01/01/1966	
	2b Employer Identification Number (EIN)	95-3673456	
	2c Sponsor's telephone number	805-882-3822	
	2d Business code (see instructions)	522110	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/24/2012	NOMA BRUTON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") PACIFIC CAPITAL BANCORP 1021 ANACAPA STREET SANTA BARBARA, CA 93101	3b Administrator's EIN 95-3673456 3c Administrator's telephone number 805-882-3822
--	---

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
---	-----------------------------------

5 Total number of participants at the beginning of the plan year	5	1401
---	----------	------

6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	1038
b Retired or separated participants receiving benefits.....	6b	413
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	1451
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	5
f Total. Add lines 6d and 6e	6f	1456
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1293
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
--	----------	--

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2R 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan PACIFIC CAPITAL BANCORP AMENDED AND RESTATED INCENTIVE AND INVESTMENT AND SALARY SAVINGS PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 PACIFIC CAPITAL BANCORP	D Employer Identification Number (EIN) 95-3673456

Part I	Service Provider Information (see instructions)
---------------	--

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SCHWAB RETIREMENT PLAN SERVICES

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	14513	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 50 59 62 71	NONE	8224	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB BANK

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25 49 50 52 59 62	NONE	119	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>PACIFIC CAPITAL BANCORP AMENDED AND RESTATED INCENTIVE AND INVESTMENT AND SALARY SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>PACIFIC CAPITAL BANCORP</u>	D Employer Identification Number (EIN) <u>95-3673456</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB STABLE VALUE FUND

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN <u>81-0625180-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6616588</u>
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
---	--	---

For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>PACIFIC CAPITAL BANCORP AMENDED AND RESTATED INCENTIVE AND INVESTMENT AND SALARY SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PACIFIC CAPITAL BANCORP</u>	D Employer Identification Number (EIN) <u>95-3673456</u>	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		1146301
(2) Participant contributions	1b(2)	11236	351
(3) Other.....	1b(3)	18979	15481
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	34621	5498
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2218988	2417727
(9) Value of interest in common/collective trusts.....	1c(9)	6927694	6616588
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	58452810	54031817
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	1447779	1528054

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	3677099	3319612
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	72789206	69081429

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	72789206	69081429
---	-----------	----------	----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1161725	
(B) Participants	2a(1)(B)	3626923	
(C) Others (including rollovers)	2a(1)(C)	141797	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4930445

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	80485	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		80493
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1064356	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1064356
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	11011	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		11011

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-7337	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		-7337
(6) Net investment gain (loss) from common/collective trusts	2b(6)		178869
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-2951293
c Other income.....	2c		-86815
d Total income. Add all income amounts in column (b) and enter total.....	2d		3219729

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6901558	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		6901558
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		11360
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	14588	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		14588
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		6927506

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-3707777
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: HUTCHINSON & BLOODGOOD (2) EIN: 95-0858589

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>PACIFIC CAPITAL BANCORP AMENDED AND RESTATED INCENTIVE AND INVESTMENT AND SALARY SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PACIFIC CAPITAL BANCORP</u>	D Employer Identification Number (EIN) <u>95-3673456</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and Salary Savings Plan**

**Financial Statements
and Supplemental Schedule**

Years Ended December 31, 2011 and 2010

Table of Contents

	Page
Independent Auditors' Report	1
Financial Statements	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4-15
Supplemental Schedule	
Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year)	17



Independent Auditors' Report

The Board of Directors and Compensation and Benefits Committee
Pacific Capital Bancorp Amended and Restated Incentive and Investment and
Salary Savings Plan
Santa Barbara, California

We have audited the accompanying statements of net assets available for benefits of Pacific Capital Bancorp Amended and Restated Incentive and Investment and Salary Savings Plan (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2011 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Hutchinson and Bloodgood LLP

Los Angeles, California
June 26, 2012

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<i>December 31,</i>	
	<i>2011</i>	<i>2010</i>
ASSETS		
Investments, at fair value	\$ 65,501,569	\$ 70,540,003
Receivables:		
Notes receivable from participants	2,417,727	2,218,988
Participant contributions	351	11,236
Employer contributions	1,146,301	—
Interest receivable	—	3,485
Dividend receivable	15,481	15,494
Total receivables	3,579,860	2,249,203
Net assets reflecting investments at fair value	69,081,429	72,789,206
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(45,342)	(174,239)
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 69,036,087</u>	<u>\$ 72,614,967</u>

The accompanying notes are an integral part of these financial statements.

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	<i>Year Ended December 31,</i>	
	<i>2011</i>	<i>2010</i>
ADDITIONS		
Investment (loss)/income:		
Net (depreciation)/appreciation in fair value of investments.....	\$ (2,726,668)	\$ 6,330,734
Interest, dividends and capital gain distributions	1,064,364	1,217,542
Net investment (loss)/income.....	(1,662,304)	7,548,276
Interest income on notes receivable from participants.....	80,485	98,468
Contributions:		
Participant.....	3,626,923	3,860,622
Employer.....	1,161,725	488,469
Rollover	141,797	538,955
Total contributions.....	4,930,445	4,888,046
Total additions.....	3,348,626	12,534,790
DEDUCTIONS		
Benefits paid to participants	6,901,558	8,701,992
Participant loans terminated due to withdrawals of participants	11,360	—
Administrative expenses	14,588	61,100
Total deductions.....	6,927,506	8,763,092
NET (DECREASE)/INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(3,578,880)	3,771,698
TRANSFERS OF ASSETS, NET	—	(578,054)
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	72,614,967	69,421,323
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	<u>\$ 69,036,087</u>	<u>\$ 72,614,967</u>

The accompanying notes are an integral part of these financial statements.

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF THE PLAN

The following description of Pacific Capital Bancorp Amended and Restated Incentive and Investment and Salary Savings Plan ("the Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that covers substantially all employees of Pacific Capital Bancorp ("the Company" and "Plan Sponsor") who have attained age 18 and completed three months of service. In addition, employees become eligible to receive Company profit sharing contributions upon attaining age 18 and completing one year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan's net assets are held in a trust completely separate from the Company's assets. In January 2010, the Company announced the suspension of the 401(k) Company match beginning March 1, 2010. In January 2011, the Company reinstated the Company match..

On July 2, 2010, the Plan was amended to allow employees to contribute after-tax monies into their 401(k) Savings accounts to allow participants to participate in the rights offering discussed below as it relates to the Company's common stock, which is one of the Plan's investment options.

On July 19, 2010, the Compensation and Benefits Committee of the Company resolved to merge the Employee Stock Ownership Plan and Trust ("ESOP"), an affiliated plan, and transfer the assets of the ESOP into the Plan and allow the Plan participants to exercise the stock rights they receive with respect to the Company common stock held in the ESOP. Refer to Note 7 "Transfers of Assets, Net" of these financial statements for additional disclosures.

The following events occurred during the year ended December 31, 2010, that impacted the Company's common stock, which is one of the Plan's investment options.

On August 31, 2010, pursuant to the terms of an Investment Agreement dated April 29, 2010, by and among the Company, Santa Barbara Bank and Trust, N.A. ("the Bank") and SB Acquisition Company, LLC, a wholly-owned subsidiary of Ford Financial Fund, L.P. (the "Investor"), the Company issued to the Investor (i) 2,250,000 shares of common stock at a purchase price of \$20 per share and (ii) 455,000 newly created shares of Series C Convertible Participating Voting Preferred Stock at a purchase price of \$1,000 per share. The aggregate consideration paid to the Company by the Investor for these securities was \$500 million in cash.

On October 18, 2010, the Company commenced a Rights Offering pursuant to which Company shareholders of record on August 30, 2010 were entitled to purchase, in the aggregate, up to approximately 7.27 million shares of the Company's common stock.

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF THE PLAN (Continued)

On December 28, 2010, the Company effected a 1-for-100 reverse stock split, reducing its authorized common shares from 5 billion to 50 million. All outstanding stock options and warrants to purchase stock, and their respective exercise prices, were adjusted for this reverse stock split.

Contributions

Participants may defer an amount equal to not less than one percent or no more than 80 percent of their Plan compensation, as defined in the Plan, through payroll deductions. Participants may also contribute as rollovers, amounts representing distributions from other qualified defined benefit or contribution plans. The maximum employee deferral permitted by the Internal Revenue Code ("IRC") for the years ended December 31, 2011 and 2010, was \$16,500. Catch up contributions of \$5,500 were available to participants who had attained age 50 or older by December 31, 2011 and 2010, and had not exceeded the contribution limit for the Plan year.

Through February 28, 2010, the Company elected to make matching contributions under the safe harbor rules and regulations of the IRC equal to 100% of the first 3 percent of the participant's compensation that he or she contributes to the Plan as deferral contributions, plus 50% of the next 3 percent of the participant's compensation that is contributed to the Plan as deferral contributions. Beginning March 1, 2010, the Company suspended the matching contributions until January 2011, when the Company reinstated the Company match and elected to provide a match of 1 percent to 50 percent on participant contributions, up to a maximum of 6 percent of participant's compensation, under the non-safe harbor rules and regulations of the IRC. The total matching contributions for all of 2011 was 3 percent. The Company may also make annual profit sharing and qualified non-elective contributions. The Company matching contributions amounted to \$1,161,725 and \$488,469 for the years ended December 31, 2011 and 2010, respectively. There were no profit sharing or qualified non-elective contributions for the years ended December 31, 2011 and 2010.

Participant Accounts

Each participant's account is credited with the participant's contributions and an allocation of (a) the Company's contributions and (b) the Plan earnings. Allocations of the Plan earnings for investments other than self-directed accounts are based on participants' account balances. Self-directed accounts are credited with the earnings of the specific investment chosen by the participant. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF THE PLAN (Continued)

Vesting

Participants are immediately vested in their contributions, Company non-safe harbor matching contributions, and qualified non-elective contributions, plus actual earnings thereon. Vesting in the Company's profit sharing contribution portion of their account is based on years of service. The Company adopted a 2-6 year graded vesting schedule as follows:

<i>Years of Service</i>	<i>Percentage Vested (%)</i>
Less than 2	0%
2 but less than 3	20%
3 but less than 4	40%
4 but less than 5	60%
5 but less than 6	80%
6 or more.....	100%

Notwithstanding the above, if a participant is employed by the Company on the date of (1) attaining normal or early retirement or (2) death, or has terminated employment by the reason of permanent disability, the Company profit sharing contributions become 100% vested without regard to years of service.

Notes Receivable from Participants

Participants may borrow from their vested account balances a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the vested balance in the participant's account and bear interest at the going base lending rate. Principal and interest is paid ratably through payroll deductions or participant's own personal checks. The repayment term of the loan is not to exceed five years, except for loans used to purchase the participant's primary residence, which has a repayment term not to exceed 15 years. Upon termination of employment, all loans will immediately become due and payable. If a loan is not repaid within a reasonable time following termination of employment, the loan will be offset against the participant's vested account balance.

Investment Options

Participants direct the investments of their deferrals, Company matching, profit sharing and qualified non-elective contributions into various investment options offered by the Plan. The Plan currently offers money market, common collective trusts, mutual funds, the Company common stock and self-directed accounts as investment options for participants. The self-directed account is comprised of assets invested at the direction of individual Plan participants.

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF THE PLAN (Continued)

Benefit Payments

On termination of service, death, disability, or retirement, a participant or beneficiary may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, a distribution in the form of an annuity, or installment payments. If a participant's vested account is greater than \$1,000 but less than \$5,000, and if the participant does not elect to have a rollover into an eligible retirement plan or to receive a distribution directly, such account will be rolled over to an individual retirement plan designated by the Plan Administrator.

The Plan also allows participants to withdraw their employee deferral contributions at age 59-1/2 or upon experiencing a financial hardship as defined by the IRC. Such withdrawals are subject to applicable excise and income taxes, and may only be made with the approval of the Plan Administrator.

Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

Forfeitures

Participants who are not 100% vested will forfeit the non-vested portion of the Company profit-sharing contributions upon termination of employment. Such forfeitures shall first be used to restore the forfeited accounts of reemployed participants, and if any forfeitures remain, shall first be allocated to pay for administrative or legal expenses of the Plan, then will be allocated among the accounts of participants who are eligible employees during the Plan year. During 2011 and 2010, there were no forfeitures resulting from profit-sharing contributions. The remaining balance in the forfeiture account was \$4,421 and \$4,333 at December 31, 2011 and 2010, respectively.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Estimates

The preparation of financial statements in conformity with US GAAP requires the Plan Administrator to make estimates and assumptions that affect certain amounts and disclosures. Accordingly, actual results may differ from those estimates.

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

NOTES TO FINANCIAL STATEMENTS

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan has adopted the fair value measurement and disclosure requirements in accordance with accounting standards, which defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The accounting standard does not require any new fair value measurements, but applies under other existing accounting pronouncements that require or permit fair value measurements. Refer to Note 4, "Fair Value Measurements," of these financial statements for additional disclosures.

The Charles Schwab Stable Value Fund ("the Fund") is a common collective trust fund, which invests in a diversified portfolio of stable assets. The investment contracts for the Fund are all fully benefit-responsive at the contract value. The Fund is recorded at fair value; however, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As a result, the difference between contract value and fair value of the Fund is reflected on the Statements of Net Assets Available for Benefits as "Adjustment from fair value to contract value for fully benefit-responsive investment contracts".

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned and dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Realized and Unrealized Appreciation/(Depreciation)

Realized and unrealized appreciation/(depreciation) are based on the fair value of the assets at the end of the Plan year compared to the fair value of the assets at the beginning of the Plan year, or at the time of purchase for assets purchased or exchanged during the Plan year.

Administrative Expenses

The Plan and the Company incurs certain expenses in administering the Plan. Expenses paid by the Company are not passed on as expenses of the Plan.

Administrative expenses charged to the Plan consist of transaction charges associated with self-directed investment, benefit payments, legal expenses, mutual fund management fees and loan processing. During the years ended December 31, 2011 and 2010, the Plan paid administrative expense to an affiliate of Charles Schwab Trust Company for certain investments invested in Charles Schwab mutual funds managed and legal expense. Fees paid by the Plan to Charles Schwab for the investment management services amounted to \$14,588 and \$30,824 for the years ended December 31, 2011 and 2010, respectively. During the year ended December 31, 2010, the Plan paid legal expenses in the amount of \$30,276 to correct certain matching errors. There were no such legal expenses paid in the year ended December 31, 2011.

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

NOTES TO FINANCIAL STATEMENTS

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Administrative Expenses (continued)

The Company pays Morton Capital Management, a registered investment advisor and wholly-owned subsidiary of the Company, a quarterly fee for investment advisory services provided to the Plan. The quarterly fee is calculated at 15 basis points of total net plan assets, excluding the value of the Company's stock in the Plan and self-directed brokerage accounts. During the years ended December 31, 2011 and 2010, fees paid to Morton Capital Management were \$99,479 and \$98,601, respectively.

NOTE 3. INVESTMENTS

The following presents investments of the Plan as of December 31, 2011 and 2010:

	December 31,	
	2011	2010
Money market funds	\$ 5,498	\$ 34,621
Common collective trust:		
Charles Schwab Stable Value Fund.....	6,571,246*	6,753,455*
Mutual funds:		
T. Rowe Price Retirement 2010 Adv.....	8,253,859*	8,713,793*
T. Rowe Price Retirement 2020 Adv.....	6,795,441*	7,982,348*
T. Rowe Price Retirement 2030 Adv.....	8,061,802*	8,961,169*
PIMCO Total Return.....	3,558,918*	3,166,228
Other mutual funds	27,361,797	29,629,272
Self-directed accounts	1,528,054	1,447,779
Pacific Capital Bancorp common stock	3,319,612*	3,677,099*
Total investments.....	<u>\$ 65,456,227</u>	<u>\$ 70,365,764</u>

Specific investments that represent 5% or more of the Plan's net assets are separately identified with an asterisk.

During the years ended December 31, 2011 and 2010, the Plan's investments (including realized gains and losses on investments bought and sold and unrealized gains and losses on investments held during the year) appreciated or depreciated in fair value as follows:

	December 31,	
	2011	2010
Pacific Capital Bancorp common stock.....	\$ 3,674	\$ (708,757)
Mutual funds	(2,951,293)	6,766,726
Common collective trust	307,766	201,047
Self-directed accounts	(86,815)	71,718
Net (depreciation) appreciation in fair value of investments.....	<u>\$ (2,726,668)</u>	<u>\$ 6,330,734</u>

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

NOTES TO FINANCIAL STATEMENTS

NOTE 4. FAIR VALUE MEASUREMENTS

The accounting guidance for fair value establishes a framework for measuring fair value and establishes a three-level valuation hierarchy for disclosure of fair value measurement. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 – Observable quoted prices in active markets for identical assets and liabilities.

Level 2 – Observable quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 – Model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

The following methods and assumptions were used to estimate the fair value of each class of assets that are recognized at fair value. There have been no changes in the methodologies used as of December 31, 2011 and 2010.

- Money market funds: The carrying value approximates fair value.
- Common collective trust: The Charles Schwab Stable Value Fund is the Plan's common collective trust fund which invests in a diversified portfolio of stable assets which include, but are not limited to, units of collective trust funds consistent with the Fund's objective of stable value, bonds, notes, alternative and synthetic guaranteed investment contracts as well as short-term money market instruments. In determining fair value for the common collective trust, the trustee considers such factors as the benefit-responsiveness of the investment contracts, the ability of the parties to the investment contracts to perform in accordance with the terms of the contracts and, the likelihood of default by the issuer of an investment security. The fair value of the wrap contracts is determined using a discounted methodology which incorporates the difference between current market level rates for contract level wrap fees and the wrap fee being charged. Investments in units of collective trust funds and short-term investment funds are valued at their respective net asset values as reported by the funds daily. Short-term money market investments are stated at amortized cost, which approximates fair value. Participant-directed redemptions will be distributed within 30 days at contract value; however, the Plan is required to provide a one-year redemption notice to liquidate its entire share in the fund at contract value or it may receive the fair value of its proportionate share of the fund upon earlier distribution.
- Mutual funds: Valued using quoted market prices, which represents the net assets value of shares held by the Plan at year-end.

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

NOTES TO FINANCIAL STATEMENTS

NOTE 4. FAIR VALUE MEASUREMENTS (Continued)

- ⊙ Self-directed accounts: Consisted of cash, common stocks, mutual funds and unit investment trusts. The carrying value of cash approximates fair value. Common stocks, mutual funds and unit investment trusts are valued using quoted market prices, which represents the net assets value of shares held by the Plan at year-end.
- ⊙ Pacific Capital Bancorp common stocks: Valued using quoted market prices.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain assets could result in different fair value measurements as of the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010.

		<i>Recurring Fair Value Measurements at Reporting</i>		
		<i>Quoted Prices in Active Markets for Identical Assets (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>
	<i>December 31, 2011</i>			
Investments:				
Money market funds.....	\$ 5,498	\$ 5,498	\$ —	\$ —
Common collective trust.....	6,616,588	—	6,616,588	—
Mutual funds:				
Equity – domestic	15,938,361	15,938,361	—	—
Equity – international.....	4,409,954	4,409,954	—	—
Specialty	1,098,033	1,098,033	—	—
Bonds	7,421,968	7,421,968	—	—
Balanced	25,163,501	25,163,501	—	—
Self-directed accounts.....	1,528,054	1,528,054	—	—
Pacific Capital Bancorp common stock....	3,319,612	3,319,612	—	—
Total investments, at fair value.....	<u>\$ 65,501,569</u>	<u>\$ 58,884,981</u>	<u>\$ 6,616,588</u>	<u>\$ —</u>

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

NOTES TO FINANCIAL STATEMENTS

NOTE 4. FAIR VALUE MEASUREMENTS (Continued)

		<i><u>Recurring Fair Value Measurements at Reporting</u></i>			
		<i><u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u></i>	<i><u>Significant Other Observable Inputs (Level 2)</u></i>	<i><u>Significant Unobservable Inputs (Level 3)</u></i>	
	<i><u>December 31, 2010</u></i>				
Investments:					
Money market funds.....	\$ 34,621	\$ 34,621	\$ —	\$ —	
Common collective trust.....	6,927,694	—	6,927,694	—	
Mutual funds:					
Equity – domestic	17,852,959	17,852,959	—	—	
Equity – international.....	5,185,317	5,185,317	—	—	
Specialty	1,231,860	1,231,860	—	—	
Bonds	6,799,999	6,799,999	—	—	
Balanced	27,382,675	27,382,675	—	—	
Self-directed accounts.....	1,447,779	1,447,779	—	—	
Pacific Capital Bancorp common stock.....	3,677,099	3,677,099	—	—	
Total investments, at fair value	<u>\$ 70,540,003</u>	<u>\$ 63,612,309</u>	<u>\$ 6,927,694</u>	<u>\$ —</u>	

NOTE 5. PARTY-IN INTEREST TRANSACTIONS

The Plan invests in a unitized common stock fund of Pacific Capital Bancorp, the Plan Sponsor. This fund is comprised of a short-term investment fund component and shares of common stock. During the years ended December 31, 2011 and 2010, the Plan's investment activities and valuation of this fund were approximately as follows:

		<i><u>December 31,</u></i>	
		<i><u>2011</u></i>	<i><u>2010</u></i>
Purchases.....	\$	426,973	\$ 14,126,524
Sales		(2,022,804)	(9,696,929)
Net appreciation/(depreciation) and dividends.....		3,673	(708,757)
Ending investment value		3,319,612	3,677,099

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

NOTES TO FINANCIAL STATEMENTS

NOTE 6. TAX STATUS

The Company adopted a non-standardized prototype plan, which received an opinion letter from the Internal Revenue Service ("IRS") dated May 23, 2008, stating that the form of the Plan is qualified under Section 401(a) of the IRC and, therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2010-6 and 2005-16, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since adopting the non-standardized prototype plan. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. The Plan Sponsor has also indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the IRC in the event of noncompliance.

NOTE 7. TRANSFERS OF ASSETS, NET

Transfer from Employee Stock Ownership Plan and Trust

During 2010, \$1,962,441 of participant account balances of ESOP was transferred to the Plan. In accordance with the provisions of the IRC, when employees have been participating in an ESOP for at least ten years and have attained the age of 55, the Company is required to permit those "qualified" employees to diversify the assets that are held in their accounts. For those employees electing to diversify under these provisions, the proceeds from the sale of the Company's common stock may be used to purchase any of the investment options offered by the Plan. These participants are immediately vested in their account balances.

In connection with the Rights Offering described in Note 1, "Description of the Plan," of these financial statements, the Compensation and Benefits Committee of the Company resolved on July 19, 2010, to merge the ESOP and transfer the ESOP's assets into the Plan. As result, the ESOP was dissolved effective August 27, 2010.

There were no such transfers into the Plan during 2011.

Transfer to Santa Barbara Tax Products Group 401(k) Savings Plan

On January 14, 2010, the Company entered into a Purchase and Sale Agreement with Santa Barbara Tax Products Group, LLC ("SBTPG"), pursuant to which SBTPG agreed to purchase the Company's assets of the Refund Anticipation Loan and Refund Transfer Programs ("RAL and RT Programs") segment, including the fixed assets, uncollected loans, contract with tax preparers, and customer lists. In connection with this sale, a total of \$2,540,495 of participant account balances from employees of the RAL and RT Programs segment were transferred from the Plan to SBTPG's 401(k) Savings Plan. There were no such transfers out of the Plan during 2011.

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

NOTES TO FINANCIAL STATEMENTS

NOTE 8. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 9. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 10. SUBSEQUENT EVENTS

In November 2011, Schwab announced that Schwab Bank would terminate and liquidate the Schwab Stable Value Fund which represents 9.6% of total net assets available for benefits effective April 30, 2012. A replacement fund, the Federated Capital Preservation Fund, was explored by the Plan's registered investment advisor and approved by the Compensation and Benefits Committee and it replaced the Schwab Stable Value Fund effective April 2, 2012.

On March 12, 2012, the Company announced that it had entered into a Merger Agreement with UnionBanCal Corporation (the "Merger Agreement"). The acquisition requires approval from banking regulators and is subject to other customary closing conditions, and is expected to be completed in the fourth quarter of 2012. Upon the approval of the merger agreement, the Plan assets will be transferred and merged into a qualified plan under UnionBanCal Corporation.

The Plan has evaluated subsequent events and transactions that have occurred after December 31, 2011, through June 26, 2012, the date which the accompanying financial statement were available to be issued, and noted no other subsequent events for recognition and disclosure.

NOTE 11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The Company's 2011 and 2010 Form 5500 were prepared under the accrual basis method. The Plan's financial statements report the fair value for fully benefit-responsive investment contracts with an adjustment to record the Plan's net assets at contract value for such investments. The net assets per the Form 5500 reflect the fair value of fully benefit-responsive investment contracts.

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

NOTES TO FINANCIAL STATEMENTS

NOTE 11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of net assets available for benefits as of December 31, 2011 and 2010, as reported on the financial statements and Form 5500:

	<i>December 31,</i>	
	<i>2011</i>	<i>2010</i>
Per financial statements.....	\$ 69,036,087	\$ 72,614,967
Fair value adjustment for fully benefit-responsive investment contracts	45,342	174,239
Per Form 5500.....	<u>\$ 69,081,429</u>	<u>\$ 72,789,206</u>

The following is a reconciliation of the net (decrease)/increase in net assets available for benefits for the years ended December 31 as reported on the financial statements and Form 5500:

	<i>Year Ended December 31,</i>	
	<i>2011</i>	<i>2010</i>
Per financial statements.....	\$ (3,578,880)	\$ 3,771,698
Fair value adjustment for fully benefit-responsive investment contracts	(128,897)	113,532
Per Form 5500.....	<u>\$ (3,707,777)</u>	<u>\$ 3,885,230</u>

Supplemental Schedule

**Pacific Capital Bancorp Amended and Restated
Incentive and Investment and
Salary Savings Plan**

EIN: 95-3673456

Plan No. 002

**Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2011**

(a)	(b)	(c)	(d)	(e)
	<i>Identity of Issue, Borrower, Lessor or Similar Party</i>	<i>Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value</i>	<i>Cost</i>	<i>Current Value</i>
*	Charles Schwab Trust Company	Schwab US Treasury Money Fund	**	\$ 5,498
*	Charles Schwab Stable Value Fund	Common/Collective Trust	**	6,616,588
	Absolute Opportunity Institutional	Mutual Fund	**	229,707
	Alliance Berns Mid-cap Value A	Mutual Fund	**	547,383
	American Funds Washington Mutual R4	Mutual Fund	**	2,470,537
	Cohen & Steers Realty Shares	Mutual Fund	**	194,498
	Fairholme Fund	Mutual Fund	**	1,937,160
	First Eagle Overseas A	Mutual Fund	**	442,158
	FPA New Income Fund	Mutual Fund	**	772,966
	Harbor International Ret	Mutual Fund	**	711,133
	JP Morgan High Yield Fund Sel	Mutual Fund	**	520,645
	Keeley Small Cap Value Fund	Mutual Fund	**	221,615
	Leuthold Asset Allocation	Mutual Fund	**	220,198
	Loomis Sayles Bond Ret	Mutual Fund	**	2,052,697
	Litman Masters Sel Smaller Companies	Mutual Fund	**	3,160,469
	Litman Masters Select Equity	Mutual Fund	**	739,459
	Litman Masters Select International Fund	Mutual Fund	**	2,033,345
	PIMCO All Asset Authority D	Mutual Fund	**	370,779
	PIMCO Total Return Fd Class D	Mutual Fund	**	3,558,918
	PRIMECAP Odyssey Growth	Mutual Fund	**	2,710,408
*	Schwab Core Equity Fund	Mutual Fund	**	189,898
*	Schwab Hedged Equity Fund	Mutual Fund	**	95,133
*	Schwab International Index FD	Mutual Fund	**	327,732
*	Schwab S&P 500 Index Fund	Mutual Fund	**	3,443,058
*	Schwab Small-Cap Index Fund	Mutual Fund	**	518,374
	T. Rowe Price Emerg Mkts Stk Fund	Mutual Fund	**	895,586
	T. Rowe Price New Era Fund	Mutual Fund	**	578,695
	T. Rowe Price Retirement 2010 Adv	Mutual Fund	**	8,253,859
	T. Rowe Price Retirement 2020 Adv	Mutual Fund	**	6,795,441
	T. Rowe Price Retirement 2030 Adv	Mutual Fund	**	8,061,802
	T. Rowe Price Retirement 2040 Adv	Mutual Fund	**	213,783
	T. Rowe Price Retirement 2050 Adv	Mutual Fund	**	234,646
	T. Rowe Price Retirement Inc Adv	Mutual Fund	**	874,796
	T. Rowe Price Spectrum Income	Mutual Fund	**	516,743
	T. Rowe Price Capital Appreciation	Mutual Fund	**	138,196
*	Pacific Capital Bancorp	Plan sponsor common stock	**	3,319,612
*	Participant Loans	Interest rates ranging from 3.25% to 10.00%, maturing on various dates through April 2025	—	2,417,727
	Personal Choice Retirement Accounts	Self-directed brokerage accounts	**	1,528,054
				<u>\$ 67,919,296</u>

* Party-in-interest transactions as defined by ERISA.

** Cost omitted in accordance with Department of Labor's reporting requirements for participant-directed accounts.

Pacific Cap Bancrp Amended & Restated Incentive & Investment & Salary Savings Plan
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2011

EIN: 95-3673456

Plan Number: 002

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Absolute Strategies	20-1269668	Rate of 0.05% of average daily balance of asset(s)
AllianceBernstein	13-3191825	Rate of 0.38% of average daily balance of asset(s)
Allianz Funds	33-0457728	Range of 0.36 - 0.38% of average daily balance of assets
American Funds	95-1411037	Rate of 0.33% of average daily balance of asset(s)
Cohen & Steers	14-1904657	Rate of 0.38% of average daily balance of asset(s)
First Eagle	13-3392291	Rate of 0.38% of average daily balance of asset(s)
FPA	04-3118452	Rate of 0.06% of average daily balance of asset(s)
Harbor	04-2679462	Rate of 0.24% of average daily balance of asset(s)
JPMorgan	13-2624428	Rate of 0.38% of average daily balance of asset(s)
Keeley	36-3160361	Rate of 0.38% of average daily balance of asset(s)
Leuthold	41-1971243	Rate of 0.38% of average daily balance of asset(s)
Natixis Funds	04-3200027	Rate of 0.33% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.24% of average daily balance of assets
T. Rowe Price	52-2264646	Range of 0.14 - 0.38% of average daily balance of assets

Received by Charles Schwab Bank (EIN#42-1558009)

Fund Family/Provider	EIN	Formula
Schwab Funds	94-3106735	Rate of 0.24% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Absolute Strategies	20-1269668	Rate of 0.05% of average daily balance of asset(s)
Allianz Funds	33-0457728	Range of 0.02 - 0.40% of average daily balance of assets
American Century Investments	43-0821857	Rate of 0.35% of average daily balance of asset(s)
American Funds	95-1411037	Rate of 0.35% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
DWS Investments	13-3241232	Rate of 0.40% of average daily balance of asset(s)
FPA	04-3118452	Rate of 0.06% of average daily balance of asset(s)
Franklin Templeton Investment Funds	13-2670991	Rate of 0.40% of average daily balance of asset(s)
Fund X	94-3271777	Rate of 0.35% of average daily balance of asset(s)
Goldman Sachs	Not Available	Rate of 0.05% of average daily balance of asset(s)
Harbor	04-2679462	Rate of 0.09% of average daily balance of asset(s)
Laudus Funds	94-3106735	Rate of 0.10% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
Osterweis	94-2871718	Rate of 0.06% of average daily balance of asset(s)
Principal Funds	42-1520346	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.02% of average daily balance of asset(s)
Tocqueville	13-3549887	Rate of 0.40% of average daily balance of asset(s)

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR:	Pacific Capital Bancorp
NAME OF PLAN:	PCB Amended and Restated Incentive and Investment and Salary Savings Plan
EIN:	95-3673456
PLAN NUMBER:	002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (3.25% - 10%)		2,417,727
	SCHWAB US TREASURY MONEY FUND	Money Market		5,498
*	PCB COMPANY STOCK	Employer Securities		3,319,612
*	SCHWAB STABLE VALUE FUND	Common Collective Trust Fund		6,616,588
	PCRA	Self-Directed Brokerage Account		1,528,054
	ABSOLUTE OPPORTUNITY INSTL	Registered Investment Company		229,707
	ALLIANCEBERN SMID CAP VALUE A	Registered Investment Company		547,383
	AMER FNDS WASHINGTON MUTUAL R4	Registered Investment Company		2,470,537
	COHEN & STEERS REALTY SHARES	Registered Investment Company		194,498
	FAIRHOLME FUND	Registered Investment Company		1,937,160
	FIRST EAGLE OVERSEAS A	Registered Investment Company		442,158
	FPA NEW INCOME FUND	Registered Investment Company		772,966
	HARBOR INTERNATIONAL RET	Registered Investment Company		711,133
	JP MORGAN HIGH YIELD FUND SEL	Registered Investment Company		520,645
	KEELEY SMALL CAP VALUE FUND	Registered Investment Company		221,615
	LEUTHOLD ASSET ALLOCATION	Registered Investment Company		220,198
	LITMAN GREGORY MASTERS EQUITY	Registered Investment Company		739,459
	LITMAN GREGORY MASTERS INTL	Registered Investment Company		2,033,345
	LITMAN GREGORY MASTERS SM CO I	Registered Investment Company		3,160,469
	LOOMIS SAYLES BOND RET	Registered Investment Company		2,052,697
	PIMCO ALL ASSET AUTHORITY D	Registered Investment Company		370,779
	PIMCO TOTAL RETURN FD CLASS D	Registered Investment Company		3,558,918
	PRIMECAP ODYSSEY GROWTH	Registered Investment Company		2,710,408
	SCHWAB CORE EQUITY FUND	Registered Investment Company		189,898
	SCHWAB HEDGED EQUITY FUND	Registered Investment Company		95,133
	SCHWAB INTERNATIONAL INDEX FD	Registered Investment Company		327,732
	SCHWAB S&P 500 INDEX FUND	Registered Investment Company		3,443,058
	SCHWAB SMALL-CAP INDEX FUND	Registered Investment Company		518,374
	T ROWE PRICE EMERG MKTS STK FD	Registered Investment Company		895,586
	T ROWE PRICE NEW ERA FUND	Registered Investment Company		578,695

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR:	Pacific Capital Bancorp
NAME OF PLAN:	PCB Amended and Restated Incentive and Investment and Salary Savings Plan
EIN:	95-3673456
PLAN NUMBER:	002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	T ROWE PRICE RETIRE 2010 ADV	Registered Investment Company		8,253,859
	T ROWE PRICE RETIRE 2020 ADV	Registered Investment Company		6,795,441
	T ROWE PRICE RETIRE 2030 ADV	Registered Investment Company		8,061,802
	T ROWE PRICE RETIRE 2040 ADV	Registered Investment Company		213,783
	T ROWE PRICE RETIRE 2050 ADV	Registered Investment Company		234,646
	T ROWE PRICE RETIRE INC ADV	Registered Investment Company		874,796
	T ROWE PRICE SPECTRUM INCOME	Registered Investment Company		516,743
	T ROWE PRICE CAPTL APPRECIATION	Registered Investment Company		138,196