

Edgar Filing: WESTCORP /CA/ - Form SC 13D/A

WESTCORP /CA/
Form SC 13D/A
June 29, 2001

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SCHEDULE 13D/A

(RULE 13d-101)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(a) and
Amendments Thereto Filed Pursuant to Rule 13d-2(a)

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Under the Securities Exchange Act of 1934
(Amendment No. 14)*

WESTCORP

(Name of Issuer)

Common Stock, \$1.00 Par Value

(Title of Class of Securities)

957907108

(CUSIP Number)

ERNEST S. RADY
Chairman and Chief Executive Officer
23 Pasteur
Irvine, California 92618

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 25, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 957907108

13D

Page 2 of 27 Pages

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
ERNEST S. RADY AND ERNEST S. RADY TRUST
Social Security No. 545-90-0349

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [X]
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS*
PF

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6) CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

7) SOLE VOTING POWER
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER
8) SHARED VOTING POWER
9) SOLE DISPOSITIVE POWER
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER
10) SHARED DISPOSITIVE POWER

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* []

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 68.33% (based on 35,735,183 shares outstanding)

14) TYPE OF REPORTING PERSON*

OO + IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 957907108

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

EVELYN SHIRLEY RADY AND EVELYN SHIRLEY RADY TRUST

Social Security No. 556-88-8894

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS*

PF

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

7) SOLE VOTING POWER

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8) SHARED VOTING POWER

9) SOLE DISPOSITIVE POWER

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

10) SHARED DISPOSITIVE POWER

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

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EXCLUDES CERTAIN SHARES* []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 68.33% (based on 35,735,183 shares outstanding)

14) TYPE OF REPORTING PERSON*

OO + IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 957907108

13D

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AVRETT ENTERPRISES, LTD.

I.R.S. ID NO. (No I.R.S. ID No. as it is a Canadian corporation)

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS*

WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e) []

6) CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

7) SOLE VOTING POWER

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8) SHARED VOTING POWER

9) SOLE DISPOSITIVE POWER

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

10) SHARED DISPOSITIVE POWER

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 68.33% (based on 35,735,183 shares outstanding)

14) TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SILPIT INDUSTRIES CO., LTD.

I.R.S. ID NO. (No I.R.S. ID No. as it is a Canadian corporation)

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [X]
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS*
WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6) CITIZENSHIP OR PLACE OF ORGANIZATION
CANADA

7) SOLE VOTING POWER
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

8) SHARED VOTING POWER

9) SOLE DISPOSITIVE POWER
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

10) SHARED DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 68.33% (based on 35,735,183 shares outstanding)

14) TYPE OF REPORTING PERSON*

CO
=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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=====

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MEMRAD HOLDINGS, LTD.

I.R.S. ID NO. (No I.R.S. ID No. as it is a Canadian corporation)

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS*

WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6) CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

7) SOLE VOTING POWER

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8) SHARED VOTING POWER ----- 9) SOLE DISPOSITIVE POWER SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER -----
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10) SHARED DISPOSITIVE POWER

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 68.33% (based on 35,735,183 shares outstanding)

14) TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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13D

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1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AMERICAN ASSETS, INC.

I.R.S. ID NO. 95-249-3347

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS*

WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6) CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

7) SOLE VOTING POWER

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

8) SHARED VOTING POWER

9) SOLE DISPOSITIVE POWER

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PERSON WITH

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

10) SHARED DISPOSITIVE POWER

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 68.33% (based on 35,735,183 shares outstanding)

14) TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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13D

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1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CANPAC ENTERPRISES, LTD.

I.R.S. ID NO. (No I.R.S. ID No. as it is a Canadian corporation)

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS*

WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6) CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

7) SOLE VOTING POWER

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

NUMBER OF SHARES BENEFICIALLY 8) SHARED VOTING POWER

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OWNED BY
EACH
REPORTING
PERSON
WITH

- 9) SOLE DISPOSITIVE POWER
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

10) SHARED DISPOSITIVE POWER

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 68.33% (based on 35,735,183 shares outstanding)

14) TYPE OF REPORTING PERSON*

CO

=====
*SEE INSTRUCTIONS BEFORE FILLING OUT!

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=====
1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

WESTERN INSURANCE HOLDINGS, INC.

I.R.S. ID NO. 95-2890041

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [X]
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS*

WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6) CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

7) SOLE VOTING POWER

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8) SHARED VOTING POWER

9) SOLE DISPOSITIVE POWER

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

10) SHARED DISPOSITIVE POWER

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 68.33% (based on 35,735,183 shares outstanding)

14) TYPE OF REPORTING PERSON*

IC

=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

10

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1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

INSURANCE COMPANY OF THE WEST

I.R.S. ID NO. 95-2769232

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]

(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS*

WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6) CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

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7) SOLE VOTING POWER
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8) SHARED VOTING POWER

9) SOLE DISPOSITIVE POWER
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

10) SHARED DISPOSITIVE POWER

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 68.33% (based on 35,735,183 shares outstanding)

14) TYPE OF REPORTING PERSON*
IC

===== *SEE INSTRUCTIONS BEFORE FILLING OUT!

11

CUSIP No. 957907108 13D Page 11 of 27 Pages

===== 1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
EXPLORER INSURANCE COMPANY
I.R.S. ID NO. 94-2784519

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

----- 3) SEC USE ONLY

----- 4) SOURCE OF FUNDS*
WC

----- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

----- 6) CITIZENSHIP OR PLACE OF ORGANIZATION

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ARIZONA

-
- 7) SOLE VOTING POWER
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER
- NUMBER OF
SHARES -----
- BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
- 8) SHARED VOTING POWER
- 9) SOLE DISPOSITIVE POWER
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER
- 10) SHARED DISPOSITIVE POWER

-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER
-
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 68.33% (based on 35,735,183 shares outstanding)

-
- 14) TYPE OF REPORTING PERSON*

IC

=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

12

CUSIP No. 957907108

13D

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- =====
- 1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- DHM Trust
- I.R.S. ID NO. 33-6003176

-
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [X]
(b) []

-
- 3) SEC USE ONLY

-
- 4) SOURCE OF FUNDS*
PF
-
- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

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6) CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

7) SOLE VOTING POWER

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8) SHARED VOTING POWER

9) SOLE DISPOSITIVE POWER

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

10) SHARED DISPOSITIVE POWER

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 68.33% (based on 35,735,183 shares outstanding)

14) TYPE OF REPORTING PERSON*

OO

=====
*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

Common Stock, \$1.00 par value

WESTCORP
23 Pasteur Road
Irvine, CA 92618

Item 2. Identity and Background.

ERNEST S. RADY AND ERNEST S. RADY TRUST

(a) Ernest S. Rady and Ernest S. Rady, Trustee

Mr. Rady's address is:

8144 Prestwick Drive

La Jolla, CA 92037

(b) The Trust's principal business address is:

11455 El Camino Real

San Diego, CA 92130-2045

Attn: Ernest S. Rady, Trustee

(c) Mr. Rady, the Trustee of the above referenced trust is the Chairman,
President and Chief Executive Officer of the Issuer and is an executive

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officer and/or director of many of the reporting parties included in this Schedule 13D.

- (d) Current conviction during the last five years: None
- (e) Securities laws proceedings: None.
- (f) Citizenship: CANADA

EVERLY SHIRLEY RADY AND EVELYN SHIRLEY RADY TRUST

- (a) Evelyn Shirley Rady and Ernest S. Rady, Trustee
Mrs. Rady's address is:
8144 Prestwick Drive
La Jolla, CA 92037
- (b) The Trust's principal business address is:
11455 El Camino Real
San Diego, CA 92130-2045
Attn: Ernest S. Rady, Trustee
- (c) Mr. Rady, the Trustee of the above referenced trust is the Chairman, President and Chief Executive Officer of the Issuer and is an executive officer and/or director of many of the reporting parties included in this Schedule 13D.
- (d) Current conviction during the last five years: None
- (e) Securities laws proceedings: None
- (f) Citizenship: CANADA

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AVRETT ENTERPRISES, LTD.

- (a) Avrett Enterprises, Ltd.
- (b) The principal business address is:
Avrett Enterprises, Ltd.
70 Arthur Street
Winnipeg, Manitoba
Canada R3B 1G7
- (c) Current securities conviction during the last five years: None
- (d) Securities Laws proceedings: None
- (e) Canadian corporation.

SILPIT INDUSTRIES CO., LTD.

- (a) Silpit Industries Co., Ltd.
- (b) The principal business address is:
Silpit Industries Co., Ltd.
70 Arthur Street
Winnipeg, Manitoba
Canada R3B 1G7
- (c) Current securities conviction during the last five years: None
- (d) Securities Laws proceedings: None
- (e) California corporation.

MEMRAD HOLDINGS, LTD.

- (a) Memrad Holdings, Ltd.
- (b) The principal business address is:
Memrad Holdings, Ltd.
903-213 Notre Dame Avenue
Winnipeg, Manitoba

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- Canada R3B 1N3
- (c) Current securities conviction during the last five years: None
 - (d) Securities Laws proceedings: None
 - (e) Canadian corporation.

AMERICAN ASSETS, INC.

- (a) American Assets, Inc.
- (b) The principal business address is:
American Assets, Inc.
11455 El Camino Real
San Diego, California 92130-2045
- (c) Current securities conviction during the last five years: None
- (d) Securities Laws proceedings: None
- (e) California corporation.

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CANPAC ENTERPRISES, LTD.

- (a) Canpac Enterprises, Ltd.
- (b) The principal business address is:
Canpac Enterprises, Ltd.
70 Arthur Street
Winnipeg, Manitoba
Canada R3B 1G7
- (c) Current securities conviction during the last five years: None
- (d) Securities Laws proceedings: None
- (e) Canadian corporation.

WESTERN INSURANCE HOLDINGS, INC.

- (a) Western Insurance Holdings, Inc.
- (b) The principal business address is:
Western Insurance Holdings, Inc.
11455 El Camino Real
San Diego, California 92130-2045
- (c) Current securities conviction during the last five years: None
- (d) Securities Laws proceedings: None
- (e) California corporation.

INSURANCE COMPANY OF THE WEST

- (a) Insurance Company of the West
- (b) The principal business address is:
Insurance Company of the West
11455 El Camino Real
San Diego, California 92130-2045
- (c) Current securities conviction during the last five years: None
- (d) Securities Laws proceedings: None
- (e) California corporation.

EXPLORER INSURANCE COMPANY

- (a) Explorer Insurance Company
- (b) The principal business address is:
Explorer Insurance Company
11455 El Camino Real
San Diego, California 92130-2045

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- (c) Current securities conviction during the last five years: None
- (d) Securities Laws proceedings: None
- (e) Arizona corporation.

DHM TRUST

- (a) DHM Trust, Ernest S. Rady, Trustee
Mr. Rady's address is:
8144 Prestwick Drive
La Jolla, CA 92037
- (b) The Trust's principal business address is:
11455 El Camino Real
San Diego, CA 92130-2045
Attn: Ernest S. Rady, Trustee
- (c) Mr. Rady, the Trustee of the above referenced trust is the Chairman, President and Chief Executive Officer of the Issuer and is an executive officer and/or director of many of the reporting parties included in the Schedule 13D.
- (d) Current conviction during last five years: None
- (e) Securities laws proceedings: None
- (f) Citizenship: Canada

Identification of Members of the Group

Ernest Rady

- (a) Ernest Rady

The Ernest S. Rady Trust

- (a) Ernest S. Rady, Trustee

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The Evelyn Shirley Rady Trust

- (a) Ernest S. Rady, Trustee

Avrett Enterprises, Ltd.

- (a) Avrett Enterprises, Ltd.

Names and Addresses of Officers
and Directors as of May 25, 2001

Title

Sylvia Silverberg
70 Arthur Street
Winnipeg, Manitoba
Canada R3B 1G7

President, Director

Evelyn Rady
8144 Prestwick Drive
La Jolla, CA 92037

Vice President, Director

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Ernest S. Rady
8144 Prestwick Drive
La Jolla, CA 92037

Vice President

Nora Kaufman
70 Arthur Street
Winnipeg, Manitoba
Canada R3B 1G7

Secretary, Treasurer, Director

Silpit Industries Co., Ltd.

Names and Addresses of Officers
and Directors as of May 25, 2001

Title

(a) Silpit Industries Co., Ltd.

David S. Kaufman
70 Arthur Street
Winnipeg, Manitoba
Canada R3B 1G7

President, Director

Nora Kaufman
70 Arthur Street
Winnipeg, Manitoba
Canada R3B 1G7

Secretary, Treasurer, Director

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Evelyn Rady
8144 Prestwick Drive
La Jolla, CA 92037

Director

Sylvia Silverberg
70 Arthur Street
Winnipeg, Manitoba
Canada R3B 1G7

Director

Allan Kaufman
70 Arthur Street
Winnipeg, Manitoba
Canada R3B 1G7

Director

Memrad Holdings, Ltd.

Names and Addresses of Officers
and Directors as of May 25, 2001

Title

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(a) Memrad Holdings, Ltd.

Ernest S. Rady
8144 Prestwick Drive
La Jolla, CA 92037

President, Director

Marjorie Blankstein
903-213 Notre Dame Avenue
Winnipeg, Manitoba
Canada R3B 1N3

Vice President, Director

Morley Blankstein
903-213 Notre Dame Avenue
Winnipeg, Manitoba
Canada R3B 1N3

Vice President

Mindel Olenick
903-213 Notre Dame Avenue
Winnipeg, Manitoba
Canada R3B 1N3

Secretary, Treasurer, Director

Thomas Z. Olenick
903-213 Notre Dame Avenue
Winnipeg, Manitoba
Canada R3B 1N3

Vice President

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Brian Hirsch
903-213 Notre Dame Avenue
Winnipeg, Manitoba
Canada R3B 1N3

Secretary

American Assets, Inc.

(a) American Assets, Inc., a California corporation

Names and Addresses of Officers
and Directors as of May 25, 2001

Title

Ernest S. Rady
11455 El Camino Real
San Diego, CA 92130

Chairman of the Board, President

Harry M. Rady
11455 El Camino Real
San Diego, CA 92130-2045

Director

Bernard M. Feldman
11455 El Camino Real
San Diego, CA 92130-2045

Director

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John J. Chamberlain
11455 El Camino Real
San Diego, CA 92130-2045

Chief Executive Officer, Senior
Executive Vice President

Allen Garrett
11455 El Camino Real
San Diego, CA 92130-2045

Executive Vice President, Chief
Operating Officer

James R. Cronemeyer
11455 El Camino Real
San Diego, CA 92130-2045

Executive Vice President,
Residential Properties

James Roherty
11455 El Camino Real
San Diego, CA 92130-2045

Vice President - Construction

Robert F. Barton
11455 El Camino Real
San Diego, CA 92130-2045

Vice President, Chief Financial
Officer & Secretary

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Canpac Enterprises, Ltd.

(a) Canpac Enterprises, Ltd.

Names and Addresses of Officers
and Directors as of May 25, 2001

Title

Ernest S. Rady
8144 Prestwick Drive
La Jolla, CA 92037

President, Director

Brian Hirsch
903-213 Notre Dame Avenue
Winnipeg, Manitoba
Canada R3B 1N3

Secretary, Treasurer, Director

Western Insurance Holdings, Inc.

Names and Addresses of Officers
and Directors as of May 25, 2001

Title

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(a) Western Insurance Holdings, Inc.

Ernest S. Rady 11455 El Camino Real San Diego, CA 92130-2045	Chairman of the Board
Bernard M. Feldman 11455 El Camino Real San Diego, CA 92130-2045	President, Director
H. Michael Freet 11455 El Camino Real San Diego, CA 92130-2045	Senior Vice President, Treasurer, Director
James W. Austin III 11455 El Camino Real San Diego, CA 92130-2045	Secretary
Mary E. Cannon 11455 El Camino Real San Diego, CA 92130-2045	Assistant Secretary

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Insurance Company of the West

(a) Insurance Company of the West

Names and Addresses of Officers
and Directors as of May 25, 2001

Title

Ernest S. Rady 11455 El Camino Real San Diego, CA 92130-2045	Chairman of the Board, Director
Bernard M. Feldman 11455 El Camino Real San Diego, CA 92130-2045	President, Director
Richard S. King 11455 El Camino Real San Diego, CA 92130-2045	Director
Arne D. Wagner 11455 El Camino Real #200 San Diego, CA 92130-2045	Director
Bruce N. Moore 11455 El Camino Real San Diego, CA 92130-2045	Director

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James B. Rathbun 11455 El Camino Real San Diego, CA 92130-2045	Director
Charles E. Scribner 11455 El Camino Real #200 San Diego, CA 92130-2045	Director
David S. Kaufman 11455 El Camino Real #200 San Diego, CA 92130-2045	Director
H. Michael Freet 11455 El Camino Real San Diego, CA 92130-2045	Senior Vice President, Treasurer
John L. Hannum 11455 El Camino Real San Diego, CA 92130-2045	Executive Vice President
Kevin M. Prior 11455 El Camino Real San Diego, CA 92130-2045	Senior Vice President

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James A. Currie 11455 El Camino Real San Diego, CA 92130-2045	Senior Vice President
Rory Read 11455 El Camino Real San Diego, CA 92130-2045	Senior Vice President
Walter F.A. Prayer 11455 El Camino Real San Diego, CA 92130-2045	Senior Vice President
James W. Austin III 11455 El Camino Real San Diego, CA 92130-2045	Vice President, Secretary and General Counsel
Gene P. Irizarry 11455 El Camino Real San Diego, CA 92130-2045	Senior Vice President
Leslie M. Obayashi 11455 El Camino Real San Diego, CA 92130-2045	Senior Vice President
Dennis E. Osgood 11455 El Camino Real San Diego, CA 92130-2045	Senior Vice President

Explorer Insurance Company

(a) Explorer Insurance Company

Names and Addresses of Officers
and Directors as of May 25, 2001

Title

Ernest S. Rady
11455 Camino Real
San Diego, CA 92130-2045

Chairman of the Board, Director

Bernard M. Feldman
11455 El Camino Real
San Diego, CA 92130-2045

President, Director

Frederick Bernard Tisovic
11455 El Camino Real
San Diego, CA 92130-2045

Executive Vice President, Director

James W. Austin III
11455 El Camino Real
San Diego, CA 92130-2045

Director

H. Michael Freet
11455 El Camino Real
San Diego, CA 92130-2045

Senior Vice President, Treasurer, Director

John L. Hannum
11455 El Camino Real
San Diego, CA 92130-2045

Executive Vice President

DHM Trust
(a) Ernest S. Rady

Trustee

DHM TRUST

(a) DHM Trust

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Names and Addresses of Officers and Directors as of May 25, 2001 -----	Title -----
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Ernest S. Rady 8144 Prestwick Drive La Jolla, CA 92037	Trustee
--	---------

Item 3. Source and Amount of Funds and Other Consideration.

The consideration paid for the securities purchased was cash from working capital.

Item 4. Purpose of Transaction.

Investment.

Item 5. Interest in Securities of the Issuer.

This filing is for the cumulative share holdings of an affiliated group as of the close of business on May 25, 2001. The various entities named in this Schedule 13D directly or indirectly collectively owned, as of such date, 24,418,634 outstanding shares of Common Stock of the Issuer, representing 68.33% of the outstanding shares of Common Stock of the Issuer. At this date, there are 56,565 options exercisable by members of the affiliated group within 60 days. Exhibit A attached hereto and incorporated by this reference herein depicts the relationship among the various affiliated companies in the "Rady" group. There is no formal agreement to vote or dispose of the shares of the issuer in a particular manner. The dispositive and voting power of each of the trusts and companies shown on Schedule A is made independent of the other, except to the extent that Mr. and Mrs. Rady may be shareholders, officers and/or directors of the various companies and in that respect are able to control disposition and voting of the shares of the Issuer owned by each such company.

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Item 5. (continued)

The following securities transactions occurred in the sixty (60) day period preceding May 25, 2001:

Date -----	No. Shares -----	Purchaser -----	Price -----
May 25, 2001	2,425,865	American Assets, Inc.	\$16.25
May 25, 2001	278,572	Ernest Rady Trust	16.25
May 25, 2001	27,947	Evelyn Rady Trust	16.25
May 25, 2001	33,352	DHM Trust	16.25

The foregoing shares were all acquired upon exercise of subscription rights distributed to all shareholders of Westcorp on a pro rata basis pursuant to Issuer's registered rights offering as detailed in its prospectus dated April 25, 2001. Due to allocations which had to be made by the transfer and

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subscription agent as a result of offers to purchase more shares than were available in the offering, the members of the Rady Group were not aware of the actual number of shares that they were permitted to purchase until significantly after the May 25, 2001 effective date of acquisition. Additional shares may be allocated to Mr. Rady from those shares acquired by the Westcorp Employee Stock Ownership and Salary Savings Plan (the "Plan") on May 25, 2001 as a result of the Plan's exercise of subscription rights held by the Plan. As of the date of this Amendment 13, the amount of shares, if any, allocated to Mr. Rady are not known.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

SEE DISCUSSION UNDER ITEM 5 ABOVE

Additionally, pursuant to the provisions of the Ernest S. Rady Trust, the Evelyn S. Rady Trust and the DHM Trust, Ernest S. Rady, as trustee, has the power to sell, buy, retain, invest and reinvest the trusts' assets, which include the shares of the Issuer's Common Stock.

Item 7. Material to be Filed as Exhibits.

NONE

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Ernest Rady

Dated: June 29, 2001

/s/ ERNEST RADY

Ernest Rady

Ernest S. Rady Trust

Dated: June 29, 2001

/s/ ERNEST S. RADY

Ernest S. Rady, Trustee

Evelyn Shirley Rady Trust

Dated: June 29, 2001

/s/ ERNEST S. RADY

Ernest S. Rady, Trustee

American Assets, Inc.

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Dated: June 29, 2001

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

Avrett Enterprises, Ltd.

Dated: June 29, 2001

By: /s/ ERNEST S. RADY

Ernest S. Rady, Vice President

Canpac Enterprises, Ltd.

Dated: June 29, 2001

By: /s/ ERNEST S. RADY

Ernest S. Rady, President

Insurance Company of the West

Dated: June 29, 2001

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

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Memrad Holdings, Ltd.

Dated: June 29, 2001

By: /s/ ERNEST S. RADY

Ernest S. Rady, President

Silpit Industries Co., Ltd.

Dated: June 29, 2001

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

Western Insurance Holdings, Inc.

Dated: June 29, 2001

By: /s/ ERNEST S. RADY

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Ernest S. Rady, Chairman

Explorer Insurance Inc.

Dated: June 29, 2001

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

DHM Trust

Dated: June 29, 2001

Ernest S. Rady

By: /s/ ERNEST S. RADY

Ernest S. Rady, Trustee

Dated: June 29, 2001

By: /s/ ERNEST S. RADY

Ernest S. Rady

Dated: June 29, 2001

Evelyn Shirley Rady

By: /s/ EVELYN SHIRLEY RADY

Evelyn Shirley Rady

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EXHIBIT A
ORGANIZATIONAL CHART OF RADY ENTITIES BENEFICIALLY
HOLDING SHARES IN WESTCORP AS OF MAY 1, 2001

----- -----ERNEST RADY TRUST-----				----- /-----EVELYN RADY TRUST-----			
/	---	----	/	/	/	-----	/
/	/	-----	/	/	/	-----	/
/	/	/	/	/	/	/	/
/	/	/ 47.00%	/	62.50%	/	/ 50%	/
/	/	/	/	/	/	/	/
/	/	-----	/	/	/	-----	/
/	/	MEMRAD HOLDINGS, LTD./	/	/	/	AVRETT ENTERPRISES, LTD.-----	/
/	/	-----	/	/	/	-----	/

