

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

WESTCORP /CA/
Form SC 13D/A
December 24, 2003

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. 17)*

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)

November 24, 2003

(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.

The information required on the remainder of this cover page shall not be

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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).

CUSIP No. 957907108

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

ERNEST S. RADY AND ERNEST S. RADY TRUST
(see Item 6 for additional information)

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

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)

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Approximately 53.80% (based on 51,697,293 shares outstanding)

14) TYPE OF REPORTING PERSON*

OO + IN

*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

EVELYN SHIRLEY RADY AND EVELYN SHIRLEY RADY TRUST

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)
EXCLUDES CERTAIN SHARES*

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

Approximately 53.80% (based on 51,697,293 shares outstanding)

14) TYPE OF REPORTING PERSON*

OO + IN

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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)

(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

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 53.80% (based on 51,697,293 shares outstanding)

14) TYPE OF REPORTING PERSON*
CO

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*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

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

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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)

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CO

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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

10) SHARED DISPOSITIVE POWER

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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)

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14) TYPE OF REPORTING PERSON*

CO
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*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

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 8) SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH 9) SOLE DISPOSITIVE POWER

REPORTING
PERSON

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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)

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14) TYPE OF REPORTING PERSON*

CO

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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

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
OWNED BY
8) SHARED VOTING POWER

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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)
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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

NUMBER OF

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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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14) TYPE OF REPORTING PERSON*

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=====

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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

7) SOLE VOTING POWER

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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

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14) TYPE OF REPORTING PERSON*

IC

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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

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

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
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14) TYPE OF REPORTING PERSON*
IC
=====

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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)
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[]

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

Approximately 53.80% (based on 51,697,293 shares outstanding)

14) TYPE OF REPORTING PERSON*

OO

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

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 (see Item 6 for additional information)

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

Mr. Rady's address is:
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

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

11455 El Camino Real, Suite 200
San Diego, CA 92130-2045
Attn: Ernest S. Rady, Trustee

(c) Mr. Rady, the Trustee of the above referenced trust is the Chairman and Chief Executive Officer of the Issuer and is an executive officer and/or director of many of the reporting parties included in

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this Schedule 13D.

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

EVELYN SHIRLEY RADY AND EVELYN SHIRLEY RADY TRUST

- (a) Evelyn Shirley Rady and Ernest S. Rady, Trustee
Mrs. Rady's address is:
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045
- (b) The Trust's principal business address is:
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045
Attn: Ernest S. Rady, Trustee
- (c) Mr. Rady, the Trustee of the above referenced trust is the Chairman 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
Canada R3B 1N3

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- (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, Suite 200
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, Suite 200
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, Suite 200
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, Suite 200
San Diego, California 92130-2045
- (c) Current securities conviction during the last five years: None

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- (d) Securities Laws proceedings: None
- (e) Arizona corporation.

DHM TRUST

- (a) DHM Trust, Ernest S. Rady, Trustee
Mr. Rady's address is:
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045
- (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 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 (see Item 6 for additional information)

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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 November 24, 2003

Title

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

President, Director

Evelyn Rady
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Vice President, Director

Ernest S. Rady

Vice President

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11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

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 November 24, 2003

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
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

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 November 24, 2003

Title

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(a) Memrad Holdings, Ltd.

| | |
|---|---------------------|
| Ernest S. Rady 11455 El Camino Real, Suite 200 San Diego, CA 92130-2045 | President, Director |
|---|---------------------|

| | |
|--|---------------------|
| Marjorie Blankstein 903-213 Notre Dame Avenue Winnipeg, Manitoba Canada R3B 1N3 | Treasurer, 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 | Assistant Secretary, 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 November 24, 2003

Title

| | |
|--|----------------------------------|
| Ernest S. Rady 11455 El Camino Real, Suite 200 San Diego, CA 92130 | Chairman of the Board, President |
|--|----------------------------------|

| | |
|--|----------|
| Harry M. Rady 11455 El Camino Real, Suite 200 San Diego, CA 92130-2045 | Director |
|--|----------|

| | |
|--|---|
| John W. Chamberlain 11455 El Camino Real, Suite 200 San Diego, CA 92130-2045 | Chief Executive Officer, Senior Executive Vice President, Director |
|--|---|

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Allen Garrett
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Executive Vice President,
Residential Properties

James R. Cronemeyer
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Vice President,
Commercial Properties

Jerry Gammieri
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Vice President - Construction

Robert F. Barton
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Exec. Vice President, Chief Financial
Officer & Secretary

Christopher A. Seaman
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Vice President, General
Counsel

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Canpac Enterprises, Ltd.

(a) Canpac Enterprises, Ltd.

Names and Addresses of Officers
and Directors as of November 24, 2003

Title

Ernest S. Rady
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

President, Director

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

Secretary, Treasurer, Director

David S. Kaufman
11455 El Camino Real #200
San Diego, CA 92130-2045

Director

Western Insurance Holdings, Inc.

Names and Addresses of Officers

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and Directors as of November 24, 2003

Title

(a) Western Insurance Holdings, Inc.

Ernest S. Rady
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Chairman of the Board, President

Bernard M. Feldman
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Director

H. Michael Freet
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Senior Vice President, Treasurer,
Director

James W. Austin III
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Secretary

Mary E. Cannon
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Assistant Secretary

Harry M. Rady
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Director

John L. Hannum
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Executive Vice President, Surety

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Insurance Company of the West

(a) Insurance Company of the West

Names and Addresses of Officers
and Directors as of November 24, 2003

Title

Ernest S. Rady
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Chairman of the Board,
President, Director

Bernard M. Feldman
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Director

Richard S. King
11455 El Camino Real, Suite 200

Director

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San Diego, CA 92130-2045

Arne D. Wagner Director
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Bruce N. Moore Director
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

James B. Rathbun Director
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Charles E. Scribner Director
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Fredericka Taubitz Director
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

H. Michael Freet Senior Vice President, Treasurer
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

John L. Hannum Executive Vice President
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Kevin M. Prior Senior Vice President
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Harry M. Rady Director
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

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James W. Austin III Senior Vice President, Secretary and
11455 El Camino Real, Suite 200 General Counsel
San Diego, CA 92130-2045

Gene P. Irizarry Senior Vice President, Chief Operating Officer
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

Dennis E. Osgood Senior Vice President
11455 El Camino Real, Suite 200
San Diego, CA 92130-2045

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Explorer Insurance Company

(a) Explorer Insurance Company

| Names and Addresses of Officers and Directors as of November 24, 2003 ----- | Title ----- |
|--|--|
| Ernest S. Rady 11455 Camino Real, Suite 200 San Diego, CA 92130-2045 | Chairman of the Board, President, Director |
| Bernard M. Feldman 11455 El Camino Real, Suite 200 San Diego, CA 92130-2045 | Director |
| Frederick Bernard Tisovic 11455 El Camino Real, Suite 200 San Diego, CA 92130-2045 | Executive Vice President, Director |
| James W. Austin III 11455 El Camino Real, Suite 200 San Diego, CA 92130-2045 | Director, Assistant Secretary |
| H. Michael Freet 11455 El Camino Real, Suite 200 San Diego, CA 92130-2045 | Senior Vice President, Treasurer, Director |
| John L. Hannum 11455 El Camino Real, Suite 200 San Diego, CA 92130-2045 | Executive Vice President, Surety |
| Mary E. Cannon 11455 El Camino Real, Suite 200 San Diego, CA 92130-2045 | Secretary |

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DHM Trust
(a) Ernest S. Rady Trustee

DHM TRUST

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(a) DHM Trust

| Names and Addresses of Officers and Directors as of November 24, 2003 ----- | Title ----- |
|---|----------------|
| Ernest S. Rady 11455 El Camino Real, Suite 200 San Diego, CA 92130-2045 | 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 November 24, 2003. The various entities named in this Schedule 13D directly or indirectly collectively owned, as of such date, 27,814,622 outstanding shares of Common Stock of the Issuer. As of November 24, 2003, there are 138,419 options exercisable by members of the affiliated group within 60 days. On November 24, 2003, the Issuer closed an underwritten public offering in which 5,450,000 shares of Common Stock were sold to the public. On November 25, 2003, the underwriters exercised their option for an additional 817,500 shares of Common Stock which shares were sold and issued to the underwriter on December 1, 2003. Details regarding this public offering can be found in Westcorp's Prospectus, dated November 18, 2003. As of the close of business on December 1, 2003, the various entities named in this Schedule D directly or indirectly owned 53.80% of the outstanding shares of Common Stock of the Issuer, including 72,427 shares (.14%) indirectly owned by Ernest S. Rady in the WESTCORP ESOP and 401k. 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 Exhibit A is made independent of each other, except to the extent that Mr. and Mrs. Rady may be trustees, shareholders, officers and/or directors of the various companies and in that respect are able to control the 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 November 24, 2003:

No.

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| Date | of Shares | Purchaser | Price |
|------------|-----------|---------------------------|---------|
| 11/24/2003 | 72,500 | American Assets, Inc. | \$34.39 |
| 11/24/2003 | 70,000 | Ernest Rady Trust | \$34.39 |
| 11/24/2003 | 5,000 | Evelyn Shirley Rady Trust | \$34.39 |
| 11/24/2003 | 25,000 | DHM Trust | \$34.39 |

All shares purchased on November 24, 2003 were acquired from the underwriters at a price equal to the price offered to the public pursuant to the underwritten public offering exclusive of the underwriting discounts. Details regarding the public offering can be found in Westcorp's Prospectus dated as of November 24, 2003.

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 assets of these trusts, which include the shares of the Issuer's Common Stock. Further, Ernest S. Rady, the sole trustee of the Ernest S. Rady Trust ("Rady Trust"), transferred the majority of the Rady Trust's equity interest in each of Memrad Holdings, Ltd. ("Memrad"), American Assets, Inc. ("AAI"), and CANPAC Enterprises, Ltd. ("CANPAC" and together with Memrad and AAI, collectively, the "Transfer Companies") to a newly formed annuity trust ("Annuity Trust"). This equity transfer was accomplished through the issuance of non-voting securities by each of the Transfer Companies. Ernest S. Rady, as the sole trustee of the Rady Trust, retained all voting shares of each Transfer Company and, thereby, the right to vote and direct the investment of the shares of common stock of Issuer held by each of the Transfer Companies. Further, Ernest Rady, as the sole trustee of the Annuity Trust, may vote and direct the investment of the Annuity Trust's assets. Under Rule 13d-3(a) of the Exchange Act of 1934, as amended ("Act"), Ernest S. Rady, as trustee of the Rady Trust, is, therefore, deemed to be the indirect beneficial owner of all of the securities of Issuer owned by the Transfer Companies. For continuity of reporting and for ease of comprehension of this report, the reporting parties hereunder have consolidated the holdings of the Rady Trust and the Annuity Trust, the sum of which is reported by the Rady Trust on Exhibit A.

Item 7. Material to be Filed as Exhibits.

Exhibit "A", Holding Company Structure, Westcorp, December 2, 2003.

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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

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Dated: December , 2003 /s/ ERNEST RADY

Ernest Rady

Ernest S. Rady Trust

Dated: December , 2003 /s/ ERNEST S. RADY

Ernest S. Rady, Trustee

Evelyn Shirley Rady Trust

Dated: December , 2003 /s/ ERNEST S. RADY

Ernest S. Rady, Trustee

American Assets, Inc.

Dated: December , 2003 By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

Avrett Enterprises, Ltd.

Dated: December , 2003 By: /s/ ERNEST S. RADY

Ernest S. Rady, Vice President

Canpac Enterprises, Ltd.

Dated: December , 2003 By: /s/ ERNEST S. RADY

Ernest S. Rady, President

Insurance Company of the West

Dated: December , 2003 By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

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Memrad Holdings, Ltd.

Dated: December , 2003

By: /s/ ERNEST S. RADY

Ernest S. Rady, President

Silpit Industries Co., Ltd.

Dated: December , 2003

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

Western Insurance Holdings, Inc.

Dated: December , 2003

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

Explorer Insurance Inc.

Dated: December , 2003

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

DHM Trust

Dated: December , 2003

By: /s/ ERNEST S. RADY

Ernest S. Rady, Trustee

Ernest S. Rady

Dated: December , 2003

By: /s/ ERNEST S. RADY

Ernest S. Rady

Evelyn Shirley Rady

Dated: December , 2003

By: /s/ EVELYN SHIRLEY RADY

Evelyn Shirley Rady

/ / / / /
/ ----- /

-----WESTCORP-----

/ / 100% /

WESTERN FINANCIAL
BANK
