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.

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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2				
CUSIP	No. 9579	07108	13D Page 2 of 27 F	ages
1)		F REPORTING R I.R.S. ID	FERSON  ENTIFICATION NO. OF ABOVE PERSON	
		ERNES	ST S. RADY AND ERNEST S. RADY TRUST	
		S	Social Security No. 545-90-0349	
2)	CHECK '	THE APPROPR	RIATE BOX IF A MEMBER OF A GROUP*  (a) [X] (b) [ ]	
3)	SEC US	E ONLY		
4)	SOURCE	OF FUNDS*		
			PF 	
5)			CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED 3 2(d) OR 2(e)	[ ]
6)	CITIZE	NSHIP OR PL	ACE OF ORGANIZATION	
			CALIFORNIA	
		7)	SOLE VOTING POWER	
			SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUEF	₹
SHA BENEFI OWNE	EER OF RES CIALLY D BY	8)	SHARED VOTING POWER	
REPO	CH PRTING	9)	SOLE DISPOSITIVE POWER	
	SON		SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUEF	₹
		10)	SHARED DISPOSITIVE POWER	
11)	AGGREG	ATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	SEE IT	EM 5 INTERE	ST IN SECURITIES OF THE ISSUER	
12)		BOX IF THE ES CERTAIN	AGGREGATE AMOUNT IN ROW (11) SHARES*	[ ]

13) PE	RCENT OF CLAS	S REPRESENTED F	BY AMOUNT IN ROW (11)		
Ap]	proximately 6 	8.33% (based or 	n 35,735,183 shares o	utstanding)	
14) T	YPE OF REPORT	ING PERSON*			
			00 + IN		
3	*S	EE INSTRUCTIONS	S BEFORE FILLING OUT!		
CUSIP No.	957907108		13D	Page 3 of 27 Pages	
•	ME OF REPORTI		NO. OF ABOVE PERSON		
	EVELYN S	HIRLEY RADY ANI	D EVELYN SHIRLEY RADY	TRUST	
		Social Securit	cy No. 556-88-8894		
2) CH	ECK THE APPRO	PRIATE BOX IF A	A MEMBER OF A GROUP*	(a) [X] (b) [ ]	
3) SE	C USE ONLY				
4) SO	URCE OF FUNDS	*			
			PF 		
		SCLOSURE OF LEG	GAL PROCEEDINGS IS RE	QUIRED [ ]	
e) CI.	TIZENSHIP OR	PLACE OF ORGANI	IZATION		
		CAI	LIFORNIA		
	7)	SOLE VOTING	POWER		
		SEE ITEM 5	INTEREST IN SECURITIE	S OF THE ISSUER	
NUMBER 01 SHARES BENEFICIAL OWNED BY	8) LY	SHARED VOTIN	NG POWER		
EACH REPORTIN	——————————————————————————————————————	SOLE DISPOSE	 ITIVE POWER		
PERSON WITH		SEE ITEM 5	TEM 5 INTEREST IN SECURITIES OF THE ISSUER		
	10)	SHARED DISPO	OSITIVE POWER		
11) AG	GREGATE AMOUN	T BENEFICIALLY	OWNED BY EACH REPORT	ING PERSON	
SE	E ITEM 5 INTE	REST IN SECURI	TIES OF THE ISSUER		
12) CH	ECK BOX IF TH	E AGGREGATE AMO	 DUNT IN ROW (11)		

	EXCLUDE	S CERTAIN	I SHARES*				[ ]
 13)	PERCENT	OF CLASS	REPRESENTED B	Y AMOUNT IN	ROW (11)		
	Approxi	mately 68	3.33% (based on	35,735,183	shares ou	ıtstandin	g)
14)	TYPE O	F REPORT	ING PERSON*				
				00 + IN			
4		*SI	EE INSTRUCTIONS	BEFORE FILI	ING OUT!		
CUSIP	No. 95790	7108		13D		Page 4 o	f 27 Page:
===== 1)			G PERSON  DENTIFICATION	NO. OF ABOVE	PERSON		
			AVRETT ENT	ERPRISES, LT	D.		
	I.R.S.	ID NO. (1	No I.R.S. ID No	. as it is a	Canadian	corpora	tion)
2)	CHECK T	HE APPRO	PRIATE BOX IF A	MEMBER OF A	GROUP*	(a)	[X]
 3)	SEC USE	ONLY					
, 	SEC USE						
3) 4)			 ,				
4) 	SOURCE CHECK B	OF FUNDS	SCLOSURE OF LEG 4S 2(d) OR 2(e)		  IGS IS REQ	  UIRED	
4)	SOURCE  CHECK B PURSUAN	OF FUNDS	 SCLOSURE OF LEG.	AL PROCEEDIN	  IGS IS REQ	UIRED	
4)	SOURCE  CHECK B PURSUAN	OF FUNDS	SCLOSURE OF LEG 4S 2(d) OR 2(e) 	AL PROCEEDIN	  IGS IS REQ	UIRED	
 4)  5)	SOURCE  CHECK B PURSUAN	OF FUNDS	SCLOSURE OF LEG 1S 2(d) OR 2(e) PLACE OF ORGANI	AL PROCEEDIN  ZATION  ANADA	 IGS IS REQ	UIRED	
4)  5)  6)	SOURCE  CHECK B PURSUAN  CITIZEN	OF FUNDS	SCLOSURE OF LEG 1S 2(d) OR 2(e) PLACE OF ORGANI	AL PROCEEDIN  ZATION  ANADA  POWER			
A)  5)  NUME SHA BENEFI OWNE	SOURCE  CHECK B PURSUAN  CITIZEN  BER OF  ARES CIALLY CD BY	OF FUNDS	SCLOSURE OF LEG.  1S 2(d) OR 2(e)  PLACE OF ORGANI  C.  SOLE VOTING	AL PROCEEDIN  ZATION  ANADA  POWER  NTEREST IN S  OF POWER		OF THE	ISSUER
NUME SHA BENEFI OWNE EA REPC PEF	SOURCE  CHECK B PURSUAN  CITIZEN  BER OF  RES CIALLY CD BY	OF FUNDS:  OX IF DIS  T TO ITEN  SHIP OR F	SCLOSURE OF LEG.  1S 2(d) OR 2(e)  PLACE OF ORGANI  C.  SOLE VOTING  SEE ITEM 5 I	AL PROCEEDIN  ZATION  ANADA  POWER  NTEREST IN S  G POWER  TIVE POWER	ECURITIES	OF THE	ISSUER

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	SEE ITE	CM 5 INTER	EST IN SECURITIES OF THE ISSUER	
12)		BOX IF THE	AGGREGATE AMOUNT IN ROW (11) SHARES*	[ ]
13)	PERCENI	OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	Approxi	mately 68	.33% (based on 35,735,183 shares outst	anding)
14)	TYPE C	F REPORTI	NG PERSON*	
			СО	
5		*SE	E INSTRUCTIONS BEFORE FILLING OUT!	=======
CUSIP 1	No. 95790	7108	13D Pag	e 5 of 27 Pages
1)		REPORTIN	G PERSON DENTIFICATION NO. OF ABOVE PERSON	=======
			SILPIT INDUSTRIES CO., LTD.	
	I.R.S.	ID NO. (N	o I.R.S. ID No. as it is a Canadian co	rporation)
2)	CHECK I	THE APPROP	RIATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [ ]
3)	SEC USE	ONLY		
4)	SOURCE	OF FUNDS*		
			WC	
5)			CLOSURE OF LEGAL PROCEEDINGS IS REQUIR S 2(d) OR 2(e)	ED [ ]
6)	CITIZEN	ISHIP OR P	LACE OF ORGANIZATION	
			CANADA	
		7)	SOLE VOTING POWER	
			SEE ITEM 5 INTEREST IN SECURITIES OF	THE ISSUER
SHAN BENEFIC	D BY	8)	SHARED VOTING POWER	
	RTING	9)	SOLE DISPOSITIVE POWER	
PER: WI			SEE ITEM 5 INTEREST IN SECURITIES OF	THE ISSUER
		10)	SHARED DISPOSITIVE POWER	

111	A CODECT		DEMERICIALLY OWNED BY EACH DEDORMING PERSON	
ΙΙ)			BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	SEE ITEN	1 5 INTERE 	ST IN SECURITIES OF THE ISSUER	
12)		OX IF THE S CERTAIN	AGGREGATE AMOUNT IN ROW (11) SHARES* [	]
13)	PERCENT	OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	Approxir	nately 68.	33% (based on 35,735,183 shares outstanding)	
14)	TYPE OF	F REPORTIN	G PERSON*	
			со	
6		*SEE	INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP N	o. 95790	7108	13D Page 6 of 27 Page	es
1)		REPORTING	PERSON ENTIFICATION 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 TH	HE APPROPR	IATE BOX IF A MEMBER OF A GROUP*  (a) [X] (b) []	
3)	SEC USE	ONLY		
4)	SOURCE (	OF FUNDS*		
			WC	
5)			LOSURE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) OR 2(e) [	]
6)	CITIZENS	SHIP OR PL	ACE OF ORGANIZATION	
			CANADA	
		7)	SOLE VOTING POWER	
MIIMBE	R OF -		SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER	
SHAR BENEFIC OWNED	ES TALLY	8)	SHARED VOTING POWER	
	TING	9)	SOLE DISPOSITIVE POWER	
PERSON WITH			SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER	

10) SHARED DISPOSITIVE POWER

11)	AGGREGA'	TE AMOUNT	F BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	SEE ITE	M 5 INTER	REST IN SECURITIES OF THE ISSUER	
12)			E AGGREGATE AMOUNT IN ROW (11) N SHARES*	[ ]
13)	PERCENT	OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)	
	Approxi	mately 68	3.33% (based on 35,735,183 shares outstanding)	
14)	TYPE O	F REPORTI	ING PERSON*	
			СО	
7		*SE	EE INSTRUCTIONS BEFORE FILLING OUT!	=====
CUSIP N	lo. 95790°	7108	13D Page 7 of 27 P	ages
1)			NG PERSON IDENTIFICATION NO. OF ABOVE PERSON	====
			AMERICAN ASSETS, INC.	
			I.R.S. ID NO. 95-249-3347	
2)	CHECK T	HE APPROE	PRIATE BOX IF A MEMBER OF A GROUP*  (a) [X] (b) [ ]	
3)	SEC USE	ONLY		
4)	SOURCE (	OF FUNDS		
			WC	
5)	CHECK B	OX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED 4S 2(d) OR 2(e)	[ ]
6)	CITIZEN	SHIP OR E	PLACE OF ORGANIZATION	
			CALIFORNIA	
		7)	SOLE VOTING POWER	
			SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER	
			SHARED VOTING POWER	
EAC REPOR		9)	SOLE DISPOSITIVE POWER	

PERSON WITH	Ŋ		SEE ITEM 5 INTEREST IN SECURITIES OF THE IS	SSUER
		10)	SHARED DISPOSITIVE POWER	
 11) i	 AGGREGATI	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
Ç.	SEE ITEM	5 INTERE	EST IN SECURITIES OF THE ISSUER	
		X IF THE CERTAIN	AGGREGATE AMOUNT IN ROW (11) SHARES*	[ ]
.3) I	PERCENT (	OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
2	Approxima	ately 68.	33% (based on 35,735,183 shares outstanding)	
4)	TYPE OF	REPORTIN	NG PERSON*	
			CO	
8		*SEF	E INSTRUCTIONS BEFORE FILLING OUT!	
	. 9579071	108	13D Page 8 of	27 Pages
•		REPORTING	FERSON  DENTIFICATION NO. OF ABOVE PERSON	
			CANPAC ENTERPRISES, LTD.	
:	I.R.S. II	O NO. (No	o I.R.S. ID No. as it is a Canadian corporati	on)
2) (	CHECK THE	E APPROPI	RIATE BOX IF A MEMBER OF A GROUP*	
			(a) (b)	
3) :	SEC USE (	ONLY		
1)	SOURCE OF	F FUNDS*		
			WC	
•			CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED S 2(d) OR 2(e)	[ ]
 5) (	 CITIZENSH	 HIP OR PI	LACE OF ORGANIZATION	
			CANADA	
		7)	SOLE VOTING POWER	
			SEE ITEM 5 INTEREST IN SECURITIES OF THE IS	SSUER
NUMBER SHARES BENEFICIA	5	8)	SHARED VOTING POWER	

OWNED EAC								
		9)		OSITIVE POWER  5 INTEREST IN	SECURITIE	S OF THE	ISSU:	 ER
		10)	SHARED DI	SPOSITIVE POWER	 R			
11)	AGGREGA	TE AMOUNT	BENEFICIAI	LY OWNED BY EAC	CH REPORT	ING PERSO	ON	
			REST IN SECU	JRITIES OF THE	ISSUER			
12)	CHECK B	OX IF THE		AMOUNT IN ROW	(11)			[ ]
13)	PERCENT	OF CLASS	REPRESENTE	D BY AMOUNT IN	ROW (11)			
	Approxi	mately 68	3.33% (based	l on 35,735,183	shares o	utstandin	ıg)	
14)	TYPE O	 F REPORTI	ING PERSON*					
				CO				
9		======= *SE	EE INSTRUCTI	ONS BEFORE FIL	======= LING OUT!	======		======
CUSIP N	No. 95790	7108		13D		Page 9 d	of 27	Pages
1)			G PERSON DENTIFICATI	ON NO. OF ABOVE	E PERSON	======	:	======
			WESTERN INS	SURANCE HOLDINGS	S, INC.			
			I.R.S.	ID NO. 95-28900	041			
2)	CHECK T	HE APPROE	PRIATE BOX I	F A MEMBER OF A	A GROUP*		[X	=
3)	SEC USE	ONLY						
4)		OF FUNDS*						
				WC				
5)			SCLOSURE OF 4S 2(d) OR 2	LEGAL PROCEEDIN	NGS IS RE	QUIRED		[ ]
6)	CITIZEN	SHIP OR E	PLACE OF ORG					
				CALIFORNIA				
			SOLE VOTI					

SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

MILIMIDI	ED OF			
SHAI BENEFIC	CIALLY	8)	SHARED VOTING POWER	
EAC REPOI PERS	RTING	9)	SOLE DISPOSITIVE POWER	
WI			SEE ITEM 5 INTEREST IN SECURITI	ES OF THE ISSUER
		10)	SHARED DISPOSITIVE POWER	
11)	AGGREG.	ATE AMOUN	BENEFICIALLY OWNED BY EACH REPOR	RTING PERSON
	SEE IT	EM 5 INTER	REST IN SECURITIES OF THE ISSUER	
12)		BOX IF THE	AGGREGATE AMOUNT IN ROW (11) I SHARES*	[ ]
13)	PERCEN	T OF CLASS	REPRESENTED BY AMOUNT IN ROW (11	 L)
	Approx	imately 68	3.33% (based on 35,735,183 shares	outstanding)
14)	TYPE	OF REPORT	NG PERSON*	
			IC	
10		*SE	EE INSTRUCTIONS BEFORE FILLING OUT	 [!
CUSIP 1	No. 9579	07108	13D	Page 10 of 27 Pages
1)		F REPORTIN	G PERSON  CDENTIFICATION NO. OF ABOVE PERSON	1
			INSURANCE COMPANY OF THE WEST	
			I.R.S. ID NO. 95-2769232	
2)	CHECK	THE APPROE	PRIATE BOX IF A MEMBER OF A GROUP*	(a) [X]
3)	SEC US			
4)	SOURCE	OF FUNDS		
			WC	
5)			SCLOSURE OF LEGAL PROCEEDINGS IS F 1S 2(d) OR 2(e)	REQUIRED [ ]
6)	CITIZE	NSHIP OR E	LACE OF ORGANIZATION	
			CALIFORNIA	

7) SOLE VOTING POWER SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER NUMBER OF -----8) SHARED VOTING POWER SHARES BENEFICIALLY OWNED BY \_\_\_\_\_ REPORTING 9) SOLE DISPOSITIVE POWER PERSON SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER WITH 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\* [ ] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13) Approximately 68.33% (based on 35,735,183 shares outstanding) \_\_\_\_\_\_ TYPE OF REPORTING PERSON\* IC \_\_\_\_\_\_ \*SEE INSTRUCTIONS BEFORE FILLING OUT! 11 CUSIP No. 957907108 13D Page 11 of 27 Pages \_\_\_\_\_\_ 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 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION

			ARIZONA		
		7)	SOLE VOTING POWER		
			SEE ITEM 5 INTEREST IN SECURITIE	ES OF THE IS	SSUER
NUMBI SHAI BENEFIC OWNEI	RES CIALLY D BY	8)	SHARED VOTING POWER		
EAC REPOR PERS WIT	RTING SON	9)	SOLE DISPOSITIVE POWER  SEE ITEM 5 INTEREST IN SECURITIE	ec or the to	COLLED
VV I		10)	SHARED DISPOSITIVE POWER		
 11)	AGGREGA'	TE AMOUNT	BENEFICIALLY OWNED BY EACH REPORT	 ΓING PERSON	
	SEE ITE	M 5 INTERI	EST IN SECURITIES OF THE ISSUER		
12)		OX IF THE S CERTAIN	AGGREGATE AMOUNT IN ROW (11) SHARES*		[ ]
13)	PERCENT	OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	 I	
	Approxi	mately 68	.33% (based on 35,735,183 shares o	outstanding)	) 
14)	TYPE O	F REPORTII	NG PERSON*		
		========	IC		
12		*SEI	E INSTRUCTIONS BEFORE FILLING OUT!	!	
CUSIP 1	No. 95790	7108	13D	Page 12 of	27 Pages
1)		REPORTING	G PERSON  DENTIFICATION NO. OF ABOVE PERSON		
			DHM Trust		
			I.R.S. ID NO. 33-6003176		
2)			RIATE BOX IF A MEMBER OF A GROUP*	(a) (b)	
3)	SEC USE				
4)	SOURCE (	OF FUNDS*			
			PF		
5)			CLOSURE OF LEGAL PROCEEDINGS IS RE S 2(d) OR 2(e)	EQUIRED	[ ]

6)	CITIZEN	SHIP OR I	PLACE OF ORGANIZATION
			CANADA
		7)	SOLE VOTING POWER
			SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER
NUMBER SHARE BENEFICI OWNED	ES IALLY BY	8)	SHARED VOTING POWER
EACH REPORT PERSC	TING	9)	SOLE DISPOSITIVE POWER
WITH			SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER
		10)	SHARED DISPOSITIVE POWER
			F BENEFICIALLY OWNED BY EACH REPORTING PERSON
			REST IN SECURITIES OF THE ISSUER
			E AGGREGATE AMOUNT IN ROW (11) N SHARES* [ ]
			S REPRESENTED BY AMOUNT IN ROW (11)
			8.33% (based on 35,735,183 shares outstanding)
14)	TYPE O	F REPORT	ING PERSON*
	-=====	======	00 
13		*SI	EE INSTRUCTIONS BEFORE FILLING OUT!
Item 1.		Security	y and Issuer.
Common S	Stock, \$	1.00 par	value
	eur Road CA 9261		
Item 2.		Identity	y and Background.
ERNEST S	S. RADY	AND ERNES	ST S. RADY TRUST
	Mr. Rad	S. Rady a y's addre estwick I	
(b)	The Tru 11455 E	l Camino	ncipal business address is:
(c)	Attn: E Mr. Rad	rnest S. y, the Ti	Rady, Trustee rustee of the above referenced trust is the Chairman, hief Executive Officer of the Issuer and is an executiv

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

Canada	D3B	1 N 3

- (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

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

#### DHM TRUST

- (a) DHM Trust, Ernest S. Rady, Trustee Mr. Rady's address is: 8144 Prestwick Drive La Jolla, CA 92037
- The Trust's principal business address is: (b) 11455 El Camino Real San Diego, CA 92130-2045 Attn: Ernest S. Rady, Trustee
- Mr. Rady, the Trustee of the above referenced trust is the Chairman, (C) 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.
- Current conviction during last five years: None (d)
- (e) Securities laws proceedings: None
- (f) Citizenship: Canada

Identification of Members of the Group

#### Ernest Rady

Ernest Rady (a)

The Ernest S. Rady Trust

Ernest S. Rady, Trustee (a)

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The Evelyn Shirley Rady Trust

Ernest S. Rady, Trustee

Avrett Enterprises, Ltd.

Avrett Enterprises, Ltd. (a)

> 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

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

Director

8144 Prestwick Drive La Jolla, CA 92037

Sylvia Silverberg

Director

70 Arthur Street Winnipeg, Manitoba Canada R3B 1G7

Allan Kaufman 70 Arthur Street Director

Winnipeg, Manitoba Canada R3B 1G7

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

903-213 Notre Dame Avenu 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

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

Chairman of the Board, President

----

Ernest S. Rady 11455 El Camino Real

San Diego, CA 92130

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

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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19 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

(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

James B. Rathbun Director

11455 El Camino Real San Diego, CA 92130-2045

Charles E. Scribner Director

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

David S. Kaufman Director

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

H. Michael Freet Senior Vice President, Treasurer

11455 El Camino Real San Diego, CA 92130-2045

John L. Hannum Executive Vice President

11455 El Camino Real San Diego, CA 92130-2045

Kevin M. Prior Senior Vice President

11455 El Camino Real San Diego, CA 92130-2045

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James A. Currie Senior Vice President

11455 El Camino Real San Diego, CA 92130-2045

Rory Read Senior Vice President

11455 El Camino Real San Diego, CA 92130-2045

Walter F.A. Prayer Senior Vice President

11455 El Camino Real San Diego, CA 92130-2045

11455 El Camino Real General Counsel

San Diego, CA 92130-2045

Gene P. Irizarry Senior Vice President

11455 El Camino Real San Diego, CA 92130-2045

Leslie M. Obayashi Senior Vice President

11455 El Camino Real San Diego, CA 92130-2045

Dennis E. Osgood Senior Vice President

11455 El Camino Real San Diego, CA 92130-2045

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#### Explorer Insurance Company

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

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DHM Trust

(a) Ernest S. Rady Trustee

#### DHM TRUST

(a) DHM Trust

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

Title

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 <b>,</b> 572	Ernest Rady Trust	16.25
May 25, 2001	27 <b>,</b> 947	Evelyn Rady Trust	16.25
May 25, 2001	33 <b>,</b> 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

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.

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.

Dated: June 29, 20	D1 By: /s	/ ERNEST S. RADY
	Er	nest S. Rady, Chairman
	Avrett	Enterprises, Ltd.
Dated: June 29, 20	D1 By: /s	/ ERNEST S. RADY
	Er	nest S. Rady, Vice President
	Canpac	Enterprises, Ltd.
Dated: June 29, 20	01 By: /s	/ ERNEST S. RADY
	Er	nest S. Rady, President
	Insura	nce Company of the West
Dated: June 29, 20	01 By: /s	/ ERNEST S. RADY
	 Er	nest S. Rady, Chairman
	Page 25 of 27 Pa	ges
	Memrad	Holdings, Ltd.
Dated: June 29, 20	0.1 Rv• /	s/ ERNEST S. RADY
bacca. came 23, 20		Ernest S. Rady, President
	Silpit	Industries Co., Ltd.
Dated: June 29, 20	n1 Br. /	c/ EDNECT C DADV
Dated. Julie 29, 20	by. /	s/ ERNEST S. RADY 
		to at they, one than
	Wester	n Insurance Holdings, Inc.
		/ ======
Dated: June 29, 20	)1 By: /	s/ ERNEST S. RADY

Ernest S. Rady, Chairman

	Expl	orer Insurance Inc.
Dated: June 29, 2001	ву:	/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	Ву:	/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

			_					
	ERN	EST RADY TRUS	T		/	EVELYN RADY TRUST		
/				/	/	_	/	
/	/		- /	/	/		/	/
/	/	/	/	/	/	/	/	/
/	/	/ 47.00%	/ 6	52.50%	/	/ 50%	/	/
/	/	/	/	/	/	/	/	/
/	/		/	/	/		/	/
/	/ MEMR	AD HOLDINGS,	LTD./	/	/	AVRETT ENTERPRISES, I	TD	/
/	/		/	/	/		/ /	/

/ / / / / / /6.94%	/ / / / 10.58% / / / / /	/ / / / / /56.61% /	/ / -	· · · · ·	/ / / GILPIT INDU /	35.9%  STRIES CO. LTD  25.4%  TERPRISES, LTD	///////////////////////////////////
/ / /	/ /	,	ERICAN ASSETS	, INC 16		/ / - / /	/ / /
/ DHM T: / /	/ / / / / / / / / / 69% / /	/ /5.89% / / /	0.08% -		WESTERN INSURANC	/ / / INS. HOLDINGS	/ / / / / / / / / / / / / / / / / / /
		ESTCORP 					

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