

Edgar Filing: WFS FINANCIAL INC - Form SC 13D/A

WFS FINANCIAL INC
Form SC 13D/A
April 22, 2002

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. 2) *

WFS FINANCIAL INC

(Name of Issuer)

Common Stock, without par value

(Title of Class of Securities)

92923B

(CUSIP Number)

ERNEST S. RADY
Chairman of the Board
WFS Financial Inc
23 Pasteur Road
Irvine, CA 92718-3804

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

March 4, 2002

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e) (f) or (g), check the following box [].

Check the following box if a fee is being paid with the statement []. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to

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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).

CUSIP No. 92923B

13D

Page 2 of 30 Pages

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

WESTCORP
IRS ID No. 51-0308535

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS (See Instructions)

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
REPORTING
PERSON

9) SOLE DISPOSITIVE POWER

WITH

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 (See Instructions) []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON*

HC

CUSIP No. 92923B

13D

Page 3 of 30 Pages

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

WESTERN FINANCIAL BANK
IRS ID No. 94-2504080

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

3) SEC USE ONLY

4) SOURCE OF FUNDS (See Instructions)

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

PRINCIPAL PLACE OF BUSINESS: 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

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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 (See Instructions) []

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

Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON (See Instructions)

BK

CUSIP No. 92923B

13D

Page 4 of 30 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 (See Instructions)
(a) [X]
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS (See Instructions)

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

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 (See Instructions) []

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

Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON (See Instructions)

OO + IN
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CUSIP No. 92923B 13D Page 5 of 30 Pages

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 (See Instructions)

(a) [X]
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS (See Instructions)

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

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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 (See Instructions) []

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

Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON (See Instructions)

OO + IN
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CUSIP No. 92923B

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 (See Instructions)
(a) [X]
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS (See Instructions)

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 (See Instructions) []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON (See Instructions)

CO
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CUSIP No. 92923B

13D

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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 (See Instructions)
(a) [X]
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS (See Instructions)

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

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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

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON (See Instructions)
CO
=====

CUSIP No. 92923B 13D Page 8 of 30 Pages

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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 (See Instructions)
(a) [X]
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS (See Instructions)
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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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 (See Instructions) []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON (See Instructions)
CO
=====

CUSIP No. 92923B 13D Page 9 of 30 Pages

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 (See Instructions)
(a) [X]
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS (See Instructions)
WC

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

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 (See Instructions)

[]

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

Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON (See Instructions)

CO

CUSIP No. 92923B

13D

Page 10 of 30 Pages

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 (See Instructions)

(a) [X]

(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS (See Instructions)

WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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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

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (See Instructions)

[]

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

Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON (See Instructions)

CO

CUSIP No. 92923B

13D

Page 11 of 30 Pages

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 (See Instructions)

(a) [X]

(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS (See Instructions)

WC

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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 | | | |
| REPORTING PERSON | 9) | SOLE DISPOSITIVE POWER | |
| 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 (See Instructions) []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON (See Instructions)

IC

CUSIP No. 92923B

13D

Page 12 of 30 Pages

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 (See Instructions)
(a) [X]
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS (See Instructions)

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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 | | SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER | |
| OWNED BY | 9) | SOLE DISPOSITIVE POWER | |
| EACH | | SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER | |
| REPORTING | 10) | SHARED DISPOSITIVE POWER | |
| PERSON | | | |
| WITH | | | |

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 (See Instructions) []

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

Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON (See Instructions)

IC

CUSIP No. 92923B

13D

Page 13 of 30 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 (See Instructions)
(a) [X]
(b) []

3) SEC USE ONLY

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4) SOURCE OF FUNDS (See Instructions)

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

ARIZONA

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

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 (See Instructions) []

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

Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON (See Instructions)

IC

CUSIP No. 92923B

13D

Page 14 of 30 Pages

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 (See Instructions)

| | |
|-----|-----|
| (a) | [X] |
| (b) | [] |

3) SEC USE ONLY

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4) SOURCE OF FUNDS (See Instructions)

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

CANADA

| | | | |
|--------------|-------|---|--|
| | 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 | | SEE ITEM 5 INTEREST IN SECURITIES OF THE ISSUER | |
| PERSON | ----- | | |
| 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 (See Instructions)

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

Approximately 84.06% (based on 40,982,153 shares outstanding)

14) TYPE OF REPORTING PERSON (See Instructions)

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Item 1. Security and Issuer.

Common Stock, no par value

WFS FINANCIAL INC
23 Pasteur Road
Irvine, CA 92718-3804

Item 2. Identity and Background.

WESTCORP

- (a) Westcorp
- (b) The principal business address is:

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23 Pasteur Road
Irvine, CA 92718-3804

- (c) Current conviction during the last five years: None
- (d) Securities Laws proceedings: None
- (e) United States Corporation.

WESTERN FINANCIAL BANK

- (a) Western Financial Bank
- (b) The principal business address is:
16485 Laguna Canyon Road
Irvine, CA 92618-3820
- (c) Current conviction during the last five years: None
- (d) Securities Laws proceedings: None
- (e) United States Corporation.

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, 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, 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

EVELYN 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, 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, 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.

Edgar Filing: WFS FINANCIAL INC - Form SC 13D/A

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

WESTERN INSURANCE HOLDINGS, INC.

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- (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 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 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
- (c) Current 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

- (a) Westcorp

Names and Addresses of Officers
and Directors as of March 4, 2002

Title

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

Chairman of the Board, Chief Executive
Officer and Director

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| | |
|--|--|
| Thomas Wolfe 23 Pasteur Irvine, CA 92618 | President and Director |
| Lee A. Whatcott 23 Pasteur Irvine, CA 92618 | Executive Vice President and Chief Financial Officer |
| Donna Lesch 23 Pasteur Irvine, CA 92618 | Senior Vice President and Director of Human Performance |
| Dawn Martin 23 Pasteur Irvine, CA 92618 | Senior Vice President and Chief Information Officer |
| Richard Banes 23 Pasteur Irvine, CA 92618 | Vice President and Director of Audit Services |
| Guy Du Bose 23 Pasteur Irvine, CA 9268 | Vice President, Secretary and General Counsel |
| Mark Olson 23 Pasteur Irvine, CA 9268 | Vice President and Controller |
| J. Keith Palmer 23 Pasteur Irvine, CA 92618 | Vice President and Treasurer |
| Judith Bardwick 23 Pasteur Irvine, CA 92618 | Director |
| Robert Barnum 23 Pasteur Irvine, CA 92618 | Director |
| James Dowlan 23 Pasteur Irvine, CA 92618 | Director |
| Charles E. Scribner 23 Pasteur Irvine, CA 92618-3804 | Director |

Western Financial Bank

(a) Western Financial Bank

| Names and Addresses of Officers and Directors as of March 4, 2002 ----- | Title ----- |
|---|------------------------|
| Ernest S. Rady | Chairman of the Board, |

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| | |
|---|--|
| 11455 El Camino Real Suite 200 San Diego, CA 92130 | Chief Executive Officer and Director |
| Charles E. Scribner 23 Pasteur Irvine, CA 92618 | Vice Chairman and Director |
| James Tecca 23 Pasteur Irvine, CA 92618 | President |
| Thomas Wolfe 23 Pasteur Irvine, CA 92618 | Vice Chairman and Director |
| Lee A. Whatcott 23 Pasteur Irvine, CA 92618 | Senior Executive Vice President and Chief Financial Officer |
| Donna Lesch 23 Pasteur Irvine, CA 92618 | Executive Vice President and Director of Human Performance |
| Dawn Martin 23 Pasteur Irvine, CA 92618 | Executive Vice President and Chief Information Officer |
| Richard Banes 23 Pasteur Irvine, CA 92618 | Senior Vice President and Director of Audit Services |
| Joy Bagnall 23 Pasteur Irvine, CA 92618 | Senior Vice President |
| John DeCero 23 Pasteur Irvine, CA 92618 | Senior Vice President |
| Guy Du Bose 23 Pasteur Irvine, CA 92618 | Senior Vice President, Secretary and General Counsel |
| Doak Kraus 23 Pasteur Irvine, CA 92618 | Senior Vice President |
| John Lawrence 23 Pasteur Irvine, CA 92618 | Senior Vice President |
| Mark Olson 23 Pasteur Irvine, CA 92618 | Senior Vice President and Controller |
| J. Keith Palmer 23 Pasteur Irvine, CA 92618 | Senior Vice President and Treasurer |
| Shelly Chase 23 Pasteur Irvine, CA 92618 | Senior Vice President |

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Jon Wilcox Senior Vice President
23 Pasteur
Irvine, CA 92618

Judith Bardwick Director
23 Pasteur
Irvine, CA 92618

Robert Barnum Director
23 Pasteur
Irvine, CA 92618

James Dowlan Director
23 Pasteur
Irvine, CA 92618

The Ernest S. Rady Trust

(a) Ernest S. Rady, Trustee

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Evelyn Shirley Rady

(a) Ernest S. Rady, Trustee

Avrett Enterprises, Ltd.

(a) Avrett Enterprises, Ltd.

Names and Addresses of Officers
and Directors as of March 4, 2002

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

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Silpit Industries Co., Ltd.

| Names and Addresses of Officers and Directors as of March 4, 2002 ----- | Title ----- |
|---|--------------------------------|
| (a) Silpit Industries Co., Ltd. | |
| David S. Kaufman 70 Arthur Street Winnipeg, Manitoba Canada R3B 1G7 | President, Director |
| G.L. Stoddart 70 Arthur Street Winnipeg, Manitoba Canada R3B 1G7 | Vice President |
| 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 Streer 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 March 4, 2002 ----- | Title ----- |
|---|---------------------|
| (a) Memrad Holdings, Ltd. | |
| Ernest S. Rady 8144 Prestwick Drive La Jolla, CA 92037 | President, Director |

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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 March 4, 2002

Title

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

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

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

Chief Executive Officer, Senior
Executive Vice President

Allen Garrett

Executive Vice President, Chief

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11455 El Camino Real
San Diego, CA 92130-2045

Operating Officer

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

Vice President, Chief Financial
Officer, Secretary

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

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Canpac Enterprises, Ltd.

(a) Canpac Enterprises, Ltd.

Names and Addresses of Officers
and Directors as of March 4, 2002

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

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

Director

Western Insurance Holdings, Inc.

Names and Addresses of Officers
and Directors as of March 4, 2002

Title

(a) Western Insurance Holdings, Inc.

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| | |
|---|---|
| Ernest S. Rady 8144 Prestwick Drive La Jolla, CA 92037 | Chairman of the Board, President |
| Bernard M. Feldman 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 |
| 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 March 4, 2002

Title

| | |
|---|---|
| Ernest S. Rady 11455 El Camino Real San Diego, CA 92130-2045 | Chairman of the Board, President, Director |
| Bernard M. Feldman 11455 El Camino Real San Diego, CA 92130-2045 | 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 11455 El Camino Real San Diego, CA 92130-2045 | Director |

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| | |
|--|----------------------------------|
| Charles E. Scribner 11455 El Camino Real #200 San Diego, CA 92130-2045 | Director |
| Fredericka Taubitz 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 |

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| | |
|---|---|
| James A. Currie 11455 El Camino Real San Diego, CA 92130-2045 | Senior Vice President |
| Kevin M. Prior 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 |
| James W. Austin III 11455 El Camino Real San Diego, CA 92130-2045 | Senior 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 March 4, 2002 ----- | Title ----- |
|---|---|
| Ernest S. Rady 11455 El Camino Real San Diego, CA 92130-2045 | Chairman of the Board, President, Director |
| Bernard M. Feldman 11455 El Camino Real San Diego, CA 92130-2045 | 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 March 4, 2002 ----- | Title ----- |
|---|----------------|
| Ernest S. Rady 8144 Prestwick Drive La Jolla, CA 92037 | Trustee |

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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 March 4, 2002. The various entities named in this Schedule 13D directly or indirectly collectively owned, as of such date, 34,447,702 outstanding shares of Common Stock of the Issuer representing 84.06% of the outstanding shares of Common Stock of the Issuer. At this date, there are 21,198 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 as well as the ownership interests of Westcorp and Western Financial Bank (which entities are controlled by 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 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.

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

| Date ----- | No. Shares ----- | Purchaser ----- | Price ----- |
|-------------------|---------------------|------------------------|----------------|
| February 6, 2002 | 5,500 | Western Financial Bank | \$20.35 |
| February 7, 2002 | 14,000 | Western Financial Bank | \$20.16 |
| February 14, 2002 | 5,000 | Western Financial Bank | \$20.55 |
| February 15, 2002 | 29,500 | Western Financial Bank | \$20.22 |
| February 19, 2002 | 11,000 | Western Financial Bank | \$19.82 |
| February 20, 2002 | 32,300 | Western Financial Bank | \$20.00 |
| February 25, 2002 | 29,800 | Western Financial Bank | \$19.14 |
| February 26, 2002 | 15,300 | Western Financial Bank | \$18.67 |

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March 4, 2002

5,247,008

Western Financial Bank

\$18.00

All shares purchased on March 4, 2002 were acquired upon exercise of subscription rights distributed to all shareholders of WFS Financial Inc on a pro rata basis pursuant to Issuer's registered rights offering as detailed in its prospectus dated February 12, 2002. 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 March 4, 2002 effective date of acquisition.

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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 and the Evelyn S. Rady 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.

Exhibit A: Organizational Chart of Rady Entities beneficially holding shares in WFS Financial Inc.

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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.

Westcorp

Dated: April 22, 2002

By: /s/ ERNEST S. RADY

Ernest S. Rady, President

Western Financial Bank

Dated: April 22, 2002

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

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Ernest S. Rady Trust
Dated: April 22, 2002 /s/ ERNEST S. RADY

Ernest S. Rady, Trustee

Evelyn Shirley Rady Trust
Dated: April 22, 2002 /s/ ERNEST S. RADY

Ernest S. Rady, Trustee

American Assets, Inc.
Dated: April 22, 2002 By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman
Avrett Enterprises, Ltd.

Canpac Enterprises, Ltd.
Dated: April 22, 2002 By: /s/ ERNEST S. RADY

Ernest S. Rady, Vice President

Insurance Company of the West
Dated: April 22, 2002 By: /s/ ERNEST S. RADY

Ernest S. Rady, President

Ernest S. Rady, Chairman
Dated: April 22, 2002 By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

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Memrad Holdings, Ltd.
Dated: April 22, 2002 By: /s/ ERNEST S. RADY

Ernest S. Rady, President

Silpit Industries Co., Ltd.
Dated: April 22, 2002 By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

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Western Insurance Holdings, Inc.

Dated: April 22, 2002

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

Explorer Insurance Inc.

Dated: April 22, 2002

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman

DHM Trust

Dated: April 22, 2002

By: /s/ ERNEST S. RADY

Ernest S. Rady, Trustee

Ernest S. Rady

Dated: April 22, 2002

By: /s/ ERNEST S. RADY

Ernest S. Rady

Evelyn Shirley Rady

Dated: April 22, 2002

By: /s/ EVELYN SHIRLEY RADY

Evelyn Shirley Rady

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EXHIBIT A
ORGANIZATIONAL CHART OF RADY ENTITIES BENEFICIALLY
HOLDING SHARES IN WFS FINANCIAL INC AS OF MARCH 4, 2002

| | | | | | | | | |
|-----------------------|---|----------|---|-----------------------|---|-------|---|---|
| -----ERNEST RADY----- | | | | -----EVELYN RADY----- | | | | |
| / | / | TRUST | / | / | / | TRUST | / | / |
| / | / | ----- | / | / | / | ----- | / | / |
| / | / | / | / | 62.46% | / | / | / | / |
| / | / | / 47.00% | / | / | / | / 50% | / | / |
| / | / | / | / | / | / | / | / | / |

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| | | | | | | |
|--------|--------|------------------------|---|----------------------------------|---|-------|
| / | / | -----/ | / | ----- | / | / |
| / | / | MEMRAD HOLDINGS, / | / | AVRET ENTERPRISES-----/ | / | / |
| / | / | LTD. / | / | 25.9% LTD. / / | / | / |
| / | / | -----/ | / | -----/ / / | / | / |
| / | / | / / | / | / / | / | / |
| / | / | / 7.66% / | / | / 35.9% / / | / | / |
| / | / | / / | / | / / | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | ---SILPIT INDUSTRIES / 2.17% | / | / |
| / | 10.58% | / / | / | / CO. LTD. / / | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | 56.61% / | / | / 25.36% / / | / | / |
| 10.57% | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | -----CANPAC ENTERPRISES, LTD.--- | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | / / | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | 16.7% / / | / | / |
| / | / | /---AMERICAN ASSETS- / | / | -----/ / / | / | / |
| / | / | / INC. / | / | / / / | / | / |
| / | / | -----/ / | / | / / / | / | / |
| / | / | / / | / | 83.35% / / | / | / |
| / | / | / / | / | -----/ / / | / | 0.70% |
| / | / | /51.36% / | / | -----/ / / | / | / |
| / | / | -----/ / | / | WESTERN INS. HOLDINGS | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | / / | / | / |
| / | / | /.73% / | / | / 100% / / | / | / |
| / | / | / / | / | / / | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | INSURANCE CO. OF THE WEST | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | / / | / | / |
| / | / | / / | / | / 100% / / | / | / |
| / | / | / / | / | / / | / | / |
| / | 1.12% | / / | / | -----/ / / | / | / |
| / | / | / / | / | EXPLORER INSURANCE CO. | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | 0.07% / / | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | WESTCORP | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | / 100% / / | / | / |
| / | / | / / | / | / / | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | WESTERN FINANCIAL | / | / |
| / | / | / / | / | BANK | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | / 84.06% / / | / | / |
| / | / | / / | / | / / | / | / |
| / | / | / / | / | -----/ / / | / | / |
| / | / | / / | / | WFS FINANCIAL | / | / |
| / | / | / / | / | -----/ / / | / | / |