

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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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  
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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  
=====

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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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  
=====

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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

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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 (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 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)

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)

OO  
=====

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.



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- (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.

Ernest S. Rady, Chairman  
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 /	/
/	/	/ /	/	-----/ /	/
/	/	DHM TRUST-- /	/	/ /	/
/	/	-----/ /	/	/ 100% /	/
/	/	/ /	/	/ /	/
/	/	/ /	/	-----/ /	/
/	1.12%	/ /	/	EXPLORER INSURANCE CO. /	/
/	/	/ /	/	0.07% /	/
/	/	/ /	/	-----/ /	/
/	/	/ /	/	-----/ /	/
/	/	-----/ /	/	-----/ /	/
/	/	WESTCORP /	/	-----/ /	/
/	/	/ /	/	/ 100% /	/
/	/	/ /	/	/ /	/
/	/	-----/ /	/	-----/ /	/
/	/	WESTERN FINANCIAL /	/	-----/ /	/
/	/	BANK /	/	/ /	/
/	/	/ /	/	/ 84.06% /	/
/	/	/ /	/	/ /	/
/	/	-----/ /	/	-----/ /	/
/	/	WFS FINANCIAL /	/	-----/ /	/
/	/	-----/ /	/	-----/ /	/