WESTCORP /CA/
Form S-3
June 11, 2003

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As filed with the Securities and Exchange Commission on June 11, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Westcorp

(Exact name of registrant as specified in its charter)

California	**51-0308535**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification Number)*

23 Pasteur
Irvine, California 92618-3816
(949) 727-1002
(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Ernest S. Rady
Chief Executive Officer
Westcorp
23 Pasteur
Irvine, California 92618-3816
(949) 727-1002
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Andrew E. Katz, Esq.	**Gregg A. Noel, Esq.**
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Los Angeles, California 90064-1683	**Los Angeles, CA 90071**
(310) 312-2000	**(213) 687-5000**

Approximate date of commencement of proposed sale to the public: As promptly as possible following the declaration of effectiveness of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. o

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. o

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Common Stock, par value $1 per share	5,070,000	$28.54	$144,697,800	$11,706.05

(1) Includes shares of common stock that may be sold pursuant to the underwriters over-allotment option.

(2) Calculated in accordance with Rule 457, based upon the closing price of the registrant s common stock on the New York Stock Exchange on June 10, 2003.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JUNE 11, 2003

4,500,000 Shares

Common Stock

We are selling 4,500,000 shares of our common stock in this offering. In connection with this offering, Ernest Rady, Chairman of the Board of Directors and Chief Executive Officer of Westcorp, and his affiliates have agreed to purchase 700,000 of the shares of common stock offered hereby. We will receive all of the net proceeds from the sale of shares of common stock offered hereby.

Our common stock is listed on the New York Stock Exchange under the symbol WES. The last reported sale price of our common stock on June 10, 2003 was $28.54 per share.

Investing in our common stock involves risks. See Risk Factors beginning on page 7.

The shares of common stock offered hereby are not savings accounts or deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental authority or agency.

The following table does not include 700,000 shares being sold by us to Ernest Rady and his affiliates at a price equal to the price to public. The underwriters will not receive any underwriting discounts or commissions on these shares.

	Price to Public	**Underwriting Discounts and Commissions**	**Proceeds to Westcorp**
Per share	$	$	$
Total	$	$	$

The underwriters have an option to purchase a maximum of 570,000 additional shares to cover over-allotments of shares.

Delivery of the shares of common stock will be made on or about , 2003.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Book-Running Manager

Credit Suisse First Boston

The date of this prospectus is , 2003.

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You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information that is different. This document may be used only where it is legal to sell these securities. The information in this document may only be accurate on the date of this document.

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FORWARD-LOOKING STATEMENTS

This prospectus includes and incorporates by reference forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to analyses and other information which are based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our future prospects, developments and business strategies. These statements are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, that could cause actual results to differ materially from those expressed in or implied by these forward-looking statements.

These forward-looking statements are identified by their use of terms and phrases such as anticipate, believe, could, estimate, expect, i may, plan, predict, project, will, and similar terms and phrases, including references to assumptions. These statements are contained in sectio entitled Prospectus Summary, Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations, Business and other sections of this prospectus and in the documents incorporated by reference in this prospectus.

The following factors are among those that may cause actual results to differ materially from the forward-looking statements:

- changes in general economic and business conditions;
- interest rate fluctuations, including hedging activities;
- our financial condition and liquidity, as well as future cash flows and earnings;
- competition;
- our level of operating expenses;
- the effect, interpretation, or application of new or existing laws, regulations and court decisions;
- the availability of sources of funding;
- the level of chargeoffs on the automobile contracts that we originate; and
- significant litigation.

If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected.

We do not undertake to update our forward-looking statements or risk factors to reflect future events or circumstances.

INDUSTRY DATA

In this prospectus, we rely on and refer to information regarding the automobile lending industry from market research reports, analyst reports and other publicly available information including, without limitation, reports issued or prepared by CNW Marketing/Research. Although we believe that this information is reliable, we cannot guarantee the accuracy and completeness of this information, and we have not independently verified any of it.

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PROSPECTUS SUMMARY

This summary highlights certain information found in greater detail elsewhere in this prospectus. It does not contain all the information that may be important to you in making a decision to purchase our common stock. We urge you to read the entire prospectus carefully, including Risk Factors and our consolidated financial statements and related notes, before deciding to invest in our common stock. In this prospectus, the company, we, us and our refer to Westcorp and its subsidiaries, except where it is otherwise noted. Unless we indicate otherwise, all informatio in this prospectus assumes the underwriters will not exercise their over-allotment option.

Westcorp

Our Company

We are a diversified financial services holding company that provides automobile lending services through our second-tier subsidiary, WFS Financial Inc, which we refer to as WFS, and retail and commercial banking services through our wholly owned subsidiary, Western Financial Bank, which we refer to as the Bank. The Bank currently owns 84% of the capital stock of WFS. We primarily earn income by originating assets, including automobile contracts, that generate a yield in excess of the cost of the liabilities, including deposits, that fund these assets.

We have grown substantially over the past three years. As of March 31, 2003, we had $13.2 billion in total assets, $9.7 billion in automobile loans and $638 million in common equity, representing a three-year compounded annual growth rate of 36.8%, 19.4% and 18.7%, respectively. For the trailing twelve months ended March 31, 2003 we originated $5.5 billion of automobile contracts and generated $86.4 million of net income and earnings per share of $2.19.

Automobile Lending Operations

We are one of the nation s largest independent automobile finance companies with over 30 years of experience in the automobile finance industry. We believe the automobile finance industry is the second largest consumer finance industry in the United States with over $895 billion of loan and lease originations during 2002. We originate new and pre-owned automobile installment contracts, otherwise known as contracts, through our relationships with approximately 8,000 franchised and independent automobile dealers nationwide. We originated $1.4 billion of contracts during the first quarter in 2003 and owned a portfolio of $9.7 billion contracts at March 31, 2003.

For the three months ended March 31, 2003, approximately 28% of our contract originations were for the purchase of new automobiles and approximately 72% of our contract originations were for the purchase of pre-owned automobiles. Approximately 82% of our contract originations were what we refer to as prime contracts and approximately 18% of our contract originations were what we refer to as non-prime contracts. Our determination of whether a contract is categorized as prime, non-prime or other is based on a number of factors including the borrower s credit history and our expectation of credit loss.

We underwrite contracts through a credit approval process that is supported and controlled by a centralized, automated front-end system. This system incorporates proprietary credit scoring models and industry credit scoring models and tools, which enhance our credit analysts ability to tailor each contract s pricing and structure to maximize risk-adjusted returns. We believe that as a result of our sophisticated credit and underwriting systems, we are able to earn attractive risk-adjusted returns on our contracts. For the trailing twelve months ended March 31, 2003, the average net interest spread on our automobile contract originations was 8.39% and the net interest spread on our managed automobile portfolio was 6.76% while net credit losses averaged 2.86% for the same period.

We structure our business to minimize operating costs while providing high quality service to our dealers. Those aspects of our business that require a local market presence are performed on a decentralized basis in our 41 offices. All other operations are centralized. We fund our purchases of

contracts, on an interim basis, with deposits raised through our banking operations, which are insured by the Federal Deposit Insurance Corporation, also known as the FDIC, and other borrowings. For long-term financing, we issue automobile contract asset-backed securities. Since 1985, we have sold or securitized over $31 billion of contracts in 59 public offerings of asset-backed securities, making us the fourth largest issuer of such securities in the nation. We have employed a range of securitization structures and our most recent $1.5 billion issuance of asset-backed securities was structured as a senior/subordinated transaction with a weighted average interest rate of 2.13%.

Banking Operations

The primary focus of our banking operations is to generate diverse, low-cost funds to provide the liquidity needed to fund our acquisition of contracts. The Bank has the ability to raise significant amounts of liquidity by attracting both short-term and long-term deposits from the general public, commercial enterprises and institutions by offering a variety of accounts and rates. These funds are generated through the Bank s retail and commercial banking divisions. The Bank also may raise funds by obtaining advances from the Federal Home Loan Bank, also known as the FHLB, selling securities under agreements to repurchase and utilizing other borrowings. The Bank s retail banking division serves the needs of individuals and small businesses by offering a broad range of products through 18 retail branches located throughout Southern California. The Bank s commercial banking division focuses on medium-sized businesses in Southern California. At March 31, 2003, the total deposits gathered by both the retail and commercial banking divisions were $2.1 billion. Approximately 86% of these accounts were demand deposits, money market accounts and certificate of deposit accounts under $100,000 in principal, which we believe represent a stable and attractive source of funding.

The Bank also invests deposits generated by its retail and commercial banking divisions in mortgage-backed securities. Our investment in mortgage-backed securities, together with the cash balances that we maintain, create a significant liquidity portfolio that provides us with additional funding security.

Our Business Strategy

Our business objective is to maximize long-term profitability by efficiently purchasing and servicing prime and non-prime credit quality automobile contracts that generate strong and consistent risk-adjusted returns. We achieve this objective by employing our business strategy, which includes the following key elements:

- produce consistent growth through our strong dealer relationships;
- price automobile contracts to maximize risk-adjusted returns by using advanced technology and experienced underwriters;
- create operating efficiencies through technology and best practices;
- generate low cost liquidity through positive operating cash flows and diverse funding sources; and
- record high quality earnings and maintain a conservative, well-capitalized balance sheet.

Our Address

Our principal executive office and mailing address is 23 Pasteur, Irvine, California 92618-3816, and our telephone number is (949) 727-1002. Our Web site address is *http://www.westcorpinc.com*. The information contained in our Web site does not constitute part of this prospectus.

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The Offering

Issuer	Westcorp
Common stock offered	4,500,000 shares, including 700,000 shares to be purchased by Mr. Rady and his affiliates
Over-allotment option	570,000 shares
Common stock outstanding after this offering(1)	43,707,084 shares
Use of proceeds	The net proceeds of the offering will be used for general corporate purposes, including to finance our growth in automobile contracts.
New York Stock Exchange symbol	WES

(1) The number of total shares outstanding after this offering excludes:

606,420 shares of common stock issuable upon exercise of outstanding options under our stock incentive plan, at a weighted average share price of $14.85 per share;

2,173,875 shares available for future issuance under our stock incentive plan; and

570,000 shares issuable under the underwriters over-allotment option.

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Summary Financial Data

Our summary balance sheet and operating data for the years ended December 31, 2002, 2001 and 2000 have been derived from our audited consolidated financial statements. Certain amounts from the prior year consolidated financial statements have been reclassified to conform to the 2003 presentation. The balance sheet data at March 31, 2003 and 2002 and the operating data for the three months ended March 31, 2003 and 2002 have been derived from our unaudited consolidated financial statements. In the opinion of management, the unaudited consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and include all normal recurring adjustments necessary for the fair presentation of financial position and results of operations for those periods.

The summary financial data set forth below should be read in conjunction with our consolidated financial statements and related notes thereto and Management s Discussion and Analysis of Financial Condition and Results of Operations included or incorporated by reference elsewhere herein including the impact of changing the structure of our securitizations from sale transactions to secured financings. The financial data is qualified in its entirety by the more detailed financial information contained elsewhere or incorporated by reference herein. Information regarding our compliance with applicable regulatory capital requirements is included in this prospectus under the caption Management s Discussion and Analysis of Financial Condition and Results of Operations Capital Resources and Liquidity Capital Requirements.

	For the Three Months Ended March 31,		For the Year Ended December 31,		
	2003	2002	2002	2001	2000
	(Dollars in thousands, except per share amounts)				
Consolidated Summary of Operations:					
Interest income	$ 307,502	$ 262,196	$ 1,142,940	$ 962,627	$ 583,821
Interest expense	141,212	120,070	530,916	491,944	313,872
Net interest income	166,290	142,126	612,024	470,683	269,949
Provision for credit losses	79,884	65,698	306,233	196,977	82,133
Net interest income after provision for credit losses	86,406	76,428	305,791	273,706	187,816
Noninterest income	27,753	17,159	90,430	78,899	177,884
Noninterest expense	68,439	60,859	251,306	244,871	220,973
Income before income tax	45,720	32,728	144,915	107,734	144,727
Income tax	18,226	12,964	52,044	41,675	58,132
Income before minority interest	27,494	19,764	92,871	66,059	86,595
Minority interest in earnings of subsidiaries	3,945	2,911	13,153	10,369	11,852
Net income	$ 23,549	$ 16,853	$ 79,718	$ 55,690	$ 74,743
Weighted average number of shares and common share equivalents diluted	39,452,915	36,980,861	38,922,611	34,485,127	29,525,677
Earnings per common share	$ 0.60	$ 0.46	$ 2.05	$ 1.61	$ 2.53
Dividends per common share	$ 0.12	$ 0.11	$ 0.47	$ 0.44	$ 0.30
Dividend payout ratio	20.1%	24.1%	22.9%	27.3%	11.9%

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	March 31, 2003		December 31,		
	Actual	As Adjusted(1)	2002	2001	2000
	(Dollars in thousands)				
Consolidated Summary of Financial Condition:					
Assets:					
Cash	$ 46,999	$	$ 25,211	$ 68,607	$ 61,543
Loans:					
Consumer(2)	9,817,459		9,063,755	7,092,959	4,309,317
Mortgage(3)	269,368		282,930	373,455	507,431
Commercial	93,339		97,216	85,312	107,586
Mortgage-backed securities	2,790,310		2,649,657	2,092,225	2,230,448
Investments and time deposits	110,502		115,771	110,667	102,311
Other assets	41,484		176,336	249,172	549,274
Total assets	$13,169,461	$	$12,410,876	$10,072,397	$7,867,910
Liabilities:					
Deposits	$ 2,084,725	$	$ 1,974,984	$ 2,329,326	$2,478,487
Notes payable on automobile secured financings	9,265,725		8,422,915	5,886,227	3,473,377
FHLB advances and other borrowings	515,265		618,766	723,675	616,193
Amounts held on behalf of trustee			177,642	280,496	494,858
Subordinated debentures	397,406		400,561	147,714	189,962
Other liabilities	162,749		101,145	85,994	71,221
Total liabilities	12,425,870		11,696,013	9,453,432	7,324,098
Minority interest in equity of subsidiaries	105,798		101,666	78,261	56,644
Shareholders equity	637,793		613,197	540,704	487,168
Total liabilities and shareholders equity	$13,169,461	$	$12,410,876	$10,072,397	$7,867,910

	At or For the Three Months Ended March 31,		At or For the Year Ended December 31,		
	2003	2002	2002	2001	2000
	(Dollars in thousands)				
Operating Statistics Automobile Only:					
Automobile contract originations	$1,352,053	$1,265,526	$5,415,734	$4,863,279	$4,219,227
Percent of prime automobile contracts originated	82.4%	79.4%	80.3%	75.6%	68.8%
Automobile contracts managed at end of period	$9,650,229	$8,405,634	$9,389,974	$8,152,882	$6,818,182
Weighted average coupon on originated automobile contacts	10.6%	11.7%	11.4%	12.7%	14.0%

Operating expenses as a percentage of average managed automobile contracts	2.5%	2.5%	2.4%	2.7%	3.1%
Automobile contracts delinquent 60 days or greater	0.7%	0.7%	1.0%	1.1%	0.9%
Net chargeoffs as a percent of the average outstanding managed automobile contracts	2.9%	2.8%	2.8%	2.3%	1.9%

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	For the Three Months Ended March 31,		For the Year Ended December 31,		
	2003	2002	2002	2001	2000
	(Dollars in thousands)				
Other Selected Financial Data:					
Average assets	$12,932,117	$10,433,517	$11,572,027	$9,280,377	$6,242,668
Return on average assets	0.73%	0.65%	0.69%	0.60%	1.20%
Average shareholders equity(4)	$ 722,610	$ 614,157	$ 654,109	$ 570,298	$ 450,323
Return on average shareholders equity(4)	13.04%	10.98%	12.19%	9.77%	16.60%
Equity to assets ratio(4)	5.57%	5.32%	5.76%	5.97%	6.38%
Book value per share(4)	$ 18.71	$ 16.98	$ 18.23	$ 16.80	$ 15.72
Originations:					
Consumer loans(2)	$ 1,353,928	$ 1,266,189	$ 5,419,296	$4,869,970	$4,232,115
Mortgage loans(3)	4,314	9,139	23,950	23,001	33,124
Commercial loans(3)	96,684	61,268	354,439	291,944	266,342
Total originations	$ 1,454,926	$ 1,336,596	$ 5,797,685	$5,184,915	$4,531,581
Interest rate spread	5.02%	5.57%	5.29%	4.99%	4.37%

(1) As adjusted to reflect the offering.

(2) Net of unearned discounts.

(3) Net of undisbursed loan proceeds.

(4) Accumulated other comprehensive income excluded from shareholders equity.

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RISK FACTORS

This offering involves a high degree of risk. You should carefully consider the risks described below and the other information in this prospectus and the information incorporated by reference before deciding to invest in our common stock. Our business, operating results and financial condition could be adversely affected by any of the following specific risks. The trading price of our common stock could decline due to any of these risks and other industry risks, and you could lose all or part of your investment. In addition to the risks described below, we may encounter risks that are not currently known to us or that we currently deem immaterial, which may also impair our business operations and your investment in our common stock.

Risks Related to the Offering

We have broad discretion in how we use the proceeds from this offering and may use them in ways with which you disagree.

We intend to use substantially all of the proceeds from this offering to finance our growth in automobile contracts and to use the balance of the proceeds, if any, for general corporate purposes. However, our management will have significant flexibility in applying the net proceeds of this offering. The failure of management to use such funds effectively could have a material adverse effect on our financial position, liquidity and results of operations by reducing or eliminating our net income from operations. See Use of Proceeds.

Risks Related to Factors Outside Our Control

Adverse economic conditions may impact our profitability.

Delinquencies, defaults, repossessions and credit losses generally increase during periods of economic slowdown, recession or higher unemployment. These periods also may be accompanied by decreased consumer demand for automobiles and declining values of automobiles securing outstanding contracts, which weakens collateral coverage and increases the amount of loss in the event of default. Significant increases in the inventory of pre-owned automobiles during periods of economic recession also may depress the prices at which repossessed automobiles may be sold or delay the timing of these sales. Because a portion of our borrowers are considered non-prime borrowers, the actual rates of delinquencies, defaults, repossessions and credit losses on these contracts are higher than those experienced in the general automobile finance industry for borrowers considered to be prime borrowers and could be more dramatically affected by a general economic downturn. In addition, during an economic slowdown or recession, our servicing costs may increase without a corresponding increase in our servicing fee income. While we seek to manage the higher risk inherent in non-prime contracts through the underwriting criteria and collection methods we employ, we cannot assure you that these criteria or methods will afford adequate protection against these risks. Any sustained period of increased delinquencies, defaults, repossessions, credit losses or servicing costs could adversely affect our financial position, liquidity and results of operations and our ability to enter into future securitizations.

Interest rate fluctuations may impact our profitability.

Our profitability may be directly affected by the level of and fluctuations in interest rates, which affects the gross interest rate spread we earn on our contracts. As interest rates change, our gross interest rate spread on new originations may increase or decrease depending upon the interest rate environment. In addition, the rates charged on the contracts originated or purchased from dealers are limited by statutory maximums, restricting our opportunity to pass on increased interest costs. We believe that our profitability and liquidity could be adversely affected during any period of changing interest rates, possibly to a material degree. We monitor the interest rate environment and employ our hedging strategies designed to mitigate the impact of changes in interest rates. We cannot assure you that our hedging strategies will mitigate the impact of changes in interest rates.

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Prepayment of contracts may impact our profitability.

Our contracts may be repaid by borrowers at any time at their option. Early repayment of contracts will limit the amount of earnings we would have otherwise received under those contracts.

Wholesale auction values may impact our profitability.

We sell repossessed automobiles at wholesale auction markets located throughout the United States. Auction proceeds from the sale of repossessed vehicles and other recoveries usually do not cover the outstanding balance of the contracts, and the resulting deficiencies are charged off. Decreased auction proceeds resulting from the depressed prices at which pre-owned automobiles may be sold during periods of economic slowdown or recession will result in higher credit losses for us. Furthermore, depressed wholesale prices for pre-owned automobiles may result from significant liquidations of rental or fleet inventories and from increased volume of trade-ins due to promotional financing programs offered by new vehicle manufacturers. There can be no assurance that our recovery rates will stabilize or improve in the future.

Risks Related to Us

The ownership of our common stock is concentrated, which may result in conflicts of interest and actions that are not in the best interests of other stockholders of the Company.

Ernest S. Rady is the founder, Chairman of the Board of Directors and Chief Executive Officer of Westcorp. Mr. Rady is also the Chairman of the Board of Directors and Chief Executive Officer of the Bank and the Chairman of the Board of Directors of WFS. Immediately after the completion of this offering, Mr. Rady will be the beneficial owner of approximately 62.8% of the outstanding shares of common stock of Westcorp and will be able to exercise significant control over our company. The Westcorp common stock ownership of Mr. Rady enables him to elect all of Westcorp s directors and effectively control the vote on all matters submitted to a vote of Westcorp, including mergers, sales of all or substantially all of our assets, going private transactions, conversions and other corporate restructurings or reorganizations. Because of the significant block of Westcorp common stock controlled by Mr. Rady, decisions may be made that, while in the best interest of Mr. Rady, may not be in the best interest of other stockholders.

We are a holding company with no operations of our own.

The results of our operations and our financial condition are dependent upon the business activities of our two principal consolidated subsidiaries, the Bank and WFS. In addition, our ability to fund our operations and pay dividends on our common stock is dependent upon the earnings from the businesses conducted by our subsidiaries. Our subsidiaries are separate and distinct legal entities and have no obligation to provide us with funds for our payment obligations, whether by dividends, distributions, loans or other payments. Any distribution of funds to us from our subsidiaries is subject to statutory, regulatory or contractual restrictions, subsidiaries earnings and various other business considerations.

A significant portion of our cash flow comes from our second-tier subsidiary WFS. WFS is an 84% owned subsidiary of the Bank. The Bank is subject to limitations upon its ability to pay dividends to us by the terms of the subordinated debentures it has issued and regulations of the Office of Thrift Supervision, also known as the OTS. WFS does not have any obligation to pay amounts to the Bank except pursuant to the senior unsecured intercompany promissory notes issued by WFS to the Bank by which the Bank funds WFS operations. In addition, the ability of WFS to repay its obligations to the Bank may be impaired by deficiencies in WFS automobile finance operations. Furthermore, any amounts owed to creditors of WFS, which may have priority over any obligations WFS has to the Bank under the senior promissory notes, may impair the Bank s ability to have funds available for dividend to us.

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We have substantial debt that could limit our ability to declare and pay dividends and reduce the effectiveness of our operations.

Through our subsidiaries, we have substantial debt and debt service requirements. As of March 31, 2003, our total debt, as a percentage of total capitalization, was 95%. This substantial level of debt may have important consequences, including:

- limiting our ability to borrow additional amounts for origination of automobile contracts, capital expenditures and debt service requirements;
- limiting our ability to use operating cash flows in other areas of our business;
- increasing our vulnerability to general adverse economic conditions; and
- limiting our ability to capitalize on business opportunities and to react to competitive pressures.

We cannot assure you that we will generate sufficient cash flows from operations, or that we will be able to obtain sufficient funding for our operations or to declare and pay dividends on our common stock. In addition, any future indebtedness would further increase our debt leverage and the associated risks.

The availability of our financing sources may depend on factors outside of our control.

We depend on a significant amount of financing to operate our business. Our business strategy utilizes diverse funding sources to fund our operations. These sources include raising both short-term and long-term deposits from the general public, commercial enterprises and institutions by offering a variety of accounts and rates through our retail and commercial banking operations. In addition, we raise funds through the collection of principal and interest from loans, automobile asset-backed securities, commercial paper, advances from the FHLB, repurchase agreements, subordinated debentures and equity offerings. The sources used vary depending on such factors as rates paid, maturities and the impact on capital.

The availability of these financing sources may depend on factors outside of our control, including regulatory issues such as the capital requirements of the Bank, debt ratings, competition, the market for automobile asset-backed securities and our ability to receive financing from other financial institutions. If we are unable to raise the funds we require at reasonable rates, we will either have to curtail our loan origination activities or incur the effects of increased costs of operation. Reducing our loan origination activities may adversely affect our ability to remain a preferred source of financing for the dealers from whom we purchase automobile contracts. An increase in our costs of operations will have an adverse effect on our financial position, liquidity and results of operations by increasing our interest expense and reducing our net interest income.

We may not be able to generate sufficient operating cash flows to run our automobile finance operations.

Our automobile finance operations require substantial operating cash flows. Operating cash requirements include premiums paid to dealers for acquisition of automobile contracts, expenses incurred in connection with the securitization of automobile contracts, capital expenditures for new technologies and ongoing operating costs. Our primary source of operating cash comes from the excess cash flows received from securitizations and contracts held on the balance sheet. The timing and amount of excess cash flows from contracts varies based on a number of factors, including:

- the rates and amounts of loan delinquencies, defaults and net credit losses;
- how quickly and at what price repossessed vehicles can be resold;

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- the ages of the contracts in the portfolio;
- levels of voluntary prepayments; and
- the terms of our securitizations, which include performance based triggers requiring higher levels of credit enhancements to the extent credit losses or delinquencies exceed certain thresholds. We have exceeded performance thresholds in the past and may do so again in the future.

Any adverse change in these factors could reduce or eliminate excess cash flows to us. Although we currently have positive operating cash flows, we cannot assure you that we will continue to generate positive cash flows in the future, which could have a material adverse effect on our financial position, liquidity and results of operations.

Changes in our securitization program could adversely affect our liquidity and earnings.

Our business depends on our ability to aggregate and sell automobile contracts in the form of asset-backed securities. These sales generate cash proceeds that allow us to repay amounts borrowed and to purchase additional automobile contracts. Changes in our asset-backed securities program could materially adversely affect our earnings or ability to purchase and resell automobile contracts on a timely basis. Such changes could include:

- delay in the completion of a planned securitization;
- negative market perception of us; or
- failure of the automobile contracts we intend to sell to conform to insurance company and rating agency requirements.

If we are unable to effectively securitize our automobile contracts, we may have to reduce or even curtail our automobile contract purchasing activities, which would have a material adverse effect on our financial position, liquidity and results of operations.

We utilize credit enhancements to maintain favorable interest rates and cash requirements for our automobile asset-backed securitizations.

To date, all but three of our outstanding securitizations have used credit enhancement in the form of financial guaranty insurance policies issued by Financial Security Assurance Inc., also known as FSA, with the others using a senior/ subordinated structure to credit enhance the securitization. An inability to credit enhance our securitizations using either approach could have a material adverse effect on our financial position, liquidity and results of operations by increasing the total costs of our securitization activities and thereby reducing our net income or resulting in our failure to meet regulatory limitations.

If we lose access to the cash produced by securitized automobile contracts, we may not be able to obtain comparable financing.

We have access to the cash flows of the automobile contracts sold in each outstanding securitization credit enhanced by FSA (including the cash held in spread accounts associated with each securitization) through a series of agreements into which the Bank, WFS, WFS Financial Auto Loans 2, Inc., a special purpose subsidiary of WFS also known as WFAL2, and other parties have entered. We are permitted to use that cash as we determine, including in the ordinary business activities of originating automobile contracts.

In each securitization credit enhanced by FSA, the governing agreements require that all cash flows of the relevant trust and the associated spread account be invested in an eligible investment. In connection with each securitization, the relevant trust has entered into a reinvestment contract, also known as a trust reinvestment contract, which is or qualifies as an eligible investment.

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A limited portion of the funds invested in trust reinvestment contracts may be used by WFAL2 and the balance may be used by the Bank. The Bank makes its portion of the invested funds available to WFS through another reinvestment contract, also known as the WFS reinvestment contract. Under the WFS reinvestment contract, WFS receives access to all cash available to the Bank under each trust reinvestment contract. WFS is obligated to repay the Bank as needed by the Bank to meet its obligations under the individual trust reinvestment contracts. The portion of the cash available to WFAL2 under the individual trust reinvestment contracts is used to purchase automobile contracts from WFS according to the terms of sale and servicing agreements entered into with WFS. If the trust reinvestment contracts were no longer deemed an eligible investment, which determination would be made by the rating agencies or FSA, the Bank and WFAL2 would no longer have the ability to use this cash in the ordinary course of business and would need to obtain alternative financing, which may only be available on less attractive terms. If the Bank and WFAL2 were unable to obtain alternative financing, WFS may have to curtail its automobile contract purchasing activities, which would have a material adverse effect on our financial position, liquidity and results of operations.

A loss of contractual servicing rights could have a material effect on our business.

As servicer of all our securitized automobile contracts, WFS is entitled to receive contractual servicing fees. Contractual servicing fees are earned at a rate of 1.25% per annum on the outstanding balance of automobile contracts securitized. FSA, as insurer with respect to those currently outstanding securitizations as to which it has provided credit enhancement, can terminate WFS right to act as servicer for those transactions upon the occurrence of events defined in the sale and servicing agreements for securitized automobile contracts, such as our bankruptcy or material breach of warranties or covenants contained in the sale and servicing agreement. Any loss of such servicing rights could have a material adverse effect on our financial position, liquidity and results of operations by reducing our net income upon the elimination of that contractual servicing income.

We expect our operating results to continue to fluctuate, which may adversely impact our business.

Our results of operations have fluctuated in the past and are expected to fluctuate in the future. Factors that could affect our quarterly earnings include:

- variations in the volume of automobile contracts originated, which historically tend to be lower in the first and fourth quarters of the year;
- interest rate spreads;
- the effectiveness of our hedging strategies;
- credit losses, which historically tend to be higher in the first and fourth quarters of the year; and
- operating costs.

Competition in the industry may adversely impact our ability to maintain our business at the current level of operations.

The automobile finance business is highly competitive. We compete with captive automobile finance companies owned by major automobile manufacturers, banks, credit unions, savings associations and independent consumer finance companies. Many of these competitors have greater financial and marketing resources than we have. Additionally, from time to time the captive finance companies provide financing on terms significantly more favorable to automobile purchasers than we can offer. For example, captive finance companies can offer special low or no interest loan programs as incentives to purchasers of selected models of automobiles manufactured by their respective parent manufacturers.

Many of our competitors also have longstanding relationships with automobile dealers and may offer dealers or their customers other forms of financing, including dealer floor plan financing and leasing, which we currently do not provide. Providers of automobile financing have traditionally competed on the basis of

interest rates charged, the quality of credit accepted, the flexibility of loan terms offered and the quality of service provided to dealers and customers. In seeking to establish WFS as one of the principal financing sources of the dealers we serve, we compete predominately on the basis of our high level of dealer service and strong dealer relationships and by offering flexible contract terms to automobile purchasers.

Competition in the retail banking business comes primarily from commercial banks, credit unions, savings and loan associations, mutual funds and issuers of securities. Many of the nation s largest savings and loan associations and other depository institutions have locations in Southern California. We compete for deposits primarily on the basis of interest rates paid and the quality of service provided to our customers.

Our business is subject to litigation.

We are subject to various putative class actions under the Equal Credit Opportunity Act or similar state laws. Although we are vigorously defending these actions, we cannot assure you that the outcome of these proceedings will not have a material adverse effect upon our financial condition, results of operations and cash flows. See Business Legal Proceedings.

Risks Related to Regulatory Factors

Regulatory requirements may restrict our ability to do business.

The Bank is subject to inspection and regulation by the OTS pursuant to the Home Owners Loan Act, as amended, also known as HOLA. The OTS is the primary federal banking agency responsible for its supervision and regulation. HOLA limits the amount of our consumer loans, commercial loans and investment in service corporations. The Bank is precluded from holding consumer loans, including automobile contracts, on its consolidated balance sheet, in an aggregate principal balance in excess of 30% of its total consolidated assets. The limitation is increased to 35% of consolidated assets if all of the consumer loans in excess of the 30% limit are obtained by the Bank and its operating subsidiaries directly from consumers. The Bank is precluded from holding commercial loans, including loans to our service corporations, on its consolidated balance sheet, in an aggregate principal balance in excess of 10% of its total consolidated assets. Commercial loans secured by real estate and small business loans with $2.0 million or less in outstanding principal are not included in the calculation of the percentage of commercial loans. The Bank is precluded from investing more than 2.0% of its consolidated assets in service corporations, although it may invest an additional 1% in service corporations devoted to community service activities as specified in the regulations. Retained earnings or losses from the operations of our service corporations are not included in the calculation of our investment in service corporations. In addition, other regulatory actions taken by the OTS could have a negative impact on our common stock.

Our securitization activities are structured to enable the Bank to remove securitized automobile contracts from the HOLA consumer loan limitation calculation. If we are unable to continue to securitize the automobile contracts we purchase, this regulatory limitation may force us to limit our acquisition of new automobile contracts, thereby adversely affecting our ability to remain a preferred source of financing for the dealers from whom we purchase automobile contracts, or cause us to fail the regulatory limitations. Any such limitation may also have a material adverse effect on our financial position, liquidity and results of operations.

The OTS has the power to enforce HOLA and its regulations by a variety of actions ranging from a memorandum of understanding to cease and desist proceedings under the Federal Deposit Insurance Act. As such, the OTS has broad powers to, among other things, require us to change our business practices, hold additional capital and change management. Such action could have a material adverse impact on our business and may impact our securities prices, including our common stock, and access to the capital markets.

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OTS guidance regarding subprime lending may affect the Bank s capital requirements.

The OTS, along with other federal banking regulatory agencies, has adopted guidance pertaining to subprime lending programs. Pursuant to the guidance, lending programs which provide credit to borrowers whose credit histories reflect specified negative characteristics, such as recent bankruptcies or payment delinquencies, are deemed to be subprime lending programs for regulatory purposes. Many of the contracts that we originate possess one or more of the factors identified in the guidance as indicative of a subprime loan for this purpose. Pursuant to the guidance, examiners may require that an institution with a lending program deemed to be subprime hold additional capital that ranges from one and one-half to three times the normal capital required for similar loans made to borrowers who are not deemed to be subprime borrowers.

Because many of the contracts we originate possess one or more of the factors identified in the guidance as indicative of a subprime loan, we maintain our capital levels higher than would otherwise be required by regulations. Maintaining higher capital levels may slow our growth, require us to raise additional capital or sell assets, all of which could negatively impact our earnings. We cannot predict to what extent the Bank may be required to hold additional capital with respect to those automobile contracts we hold as to which the borrowers are deemed by the OTS to be subprime borrowers.

Other regulatory requirements may affect our ability to do business.

Our operations are subject to regulation, supervision and licensing under various federal, state and local statutes, ordinances and regulations.

In most states in which we operate, a consumer credit regulatory agency regulates and enforces laws relating to consumer lenders and sales finance agencies such as WFS. These rules and regulations generally provide for licensing of sales finance agencies, limitations on the amount, duration and charges, including interest rates, for various categories of loans, requirements as to the form and content of finance contracts and other documentation, and restrictions on collection practices and creditors rights. So long as WFS is an operating subsidiary of the Bank, licensing and certain other of these requirements are not applicable to WFS due to federal preemption.

We are also subject to extensive federal regulation, including the Truth in Lending Act, the Equal Credit Opportunity Act and the Fair Credit Reporting Act. These laws require us to provide certain disclosures to prospective borrowers and protect against discriminatory lending practices and unfair credit practices. The principal disclosures required under the Truth in Lending Act include the terms of repayment, the total finance charge and the annual percentage rate charged on each loan. The Equal Credit Opportunity Act prohibits creditors from discriminating against loan applicants on the basis of race, color, sex, age or marital status. Pursuant to Regulation B promulgated under the Equal Credit Opportunity Act, creditors are required to make certain disclosures regarding consumer rights and advise consumers whose credit applications are not approved of the reasons for the rejection. In addition, the credit scoring system we use must comply with the requirements for such a system as set forth in the Equal Credit Opportunity Act and Regulation B. The Fair Credit Reporting Act requires us to provide certain information to consumers whose credit applications are not approved on the basis of a report obtained from a consumer reporting agency. Additionally, we are subject to the Gramm-Leach-Bliley Act, which requires us to maintain privacy with respect to certain consumer data in our possession and to periodically communicate with consumers on privacy matters. We are also subject to the Soldiers and Sailors Civil Relief Act, and similar state laws, which requires us to reduce the interest rate charged on each loan to customers who have subsequently joined the military.

The dealers that originate automobile contracts we purchase also must comply with both state and federal credit and trade practice statutes and regulations. Failure of the dealers to comply with these statutes and regulations could result in consumers having rights of rescission and other remedies that could have an adverse effect on us.

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We believe that we maintain all material licenses and permits required for our current operations and are in substantial compliance with all applicable local, state and federal regulations. There can be no assurance, however, that we will be able to maintain all requisite licenses and permits, and the failure to satisfy those and other regulatory requirements could have a material adverse effect on our operations. Further, the adoption of additional, or the revision of existing, rules and regulations could have a material adverse effect on our business.

We are subject to routine periodic examinations by the OTS on a variety of financial and regulatory matters. The Bank is currently under review by the OTS as part of its annual safety and soundness examination.

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USE OF PROCEEDS

We expect to receive approximately $ million in net proceeds, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, from the sale of shares of our common stock in this offering based on the sale of 4,500,000 shares at an assumed public offering price of $ per share. If the underwriters exercise their over-allotment option in full, we expect our additional net proceeds to be approximately $ million. We intend to use substantially all of the proceeds to finance our growth in automobile contracts purchased. The balance of the proceeds, if any, will be used by us for general corporate purposes.

PRICE RANGE OF COMMON STOCK

The common stock of our company has been publicly traded since August 8, 1986 on the NYSE under the symbol WES. The following table sets forth the high and low sale prices by quarter in 2003, 2002 and 2001, as reported by the NYSE.

	2003		2002		2001	
	High	Low	High	Low	High	Low
First Quarter	$23.25	$18.30	$22.55	$15.70	$18.66	$14.68
Second Quarter			31.95	22.50	23.70	16.45
Third Quarter			31.41	18.10	23.41	16.00
Fourth Quarter			21.63	16.92	19.45	16.05

The last reported sale price of our common stock on the NYSE on June 10, 2003 was $28.54 per share. There were approximately 1,912 stockholders of our common stock at March 11, 2003. The number of stockholders was determined by the number of record holders, including the number of individual participants, in security position listings.

DIVIDEND POLICY

We paid cash dividends of $0.47, $0.43 and $0.30 per share for the years ended December 31, 2002, 2001 and 2000, respectively. We paid a cash dividend of $0.13 per share on May 20, 2003. On June 9, 2003, we declared a cash dividend of $0.13 per share for shareholders of record as of August 5, 2003 with a payable date of August 19, 2003. There are no contractual restrictions on the payment of dividends by Westcorp. However, the Bank is restricted by its outstanding subordinated debentures as to the amount of funds that can be transferred to us in the form of dividends. On March 31, 2003, under the most restrictive of these terms, the maximum dividend that the Bank could have paid was $104 million.

Any future determination as to the payment of dividends on our common stock will be restricted by these limitations, will be at the discretion of our board of directors and will depend on our results of operations, financial condition, capital requirements and other factors deemed relevant by the board of directors, including the General Corporation Law of the State of California, which provides that dividends are only payable out of surplus or current net profits.

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CAPITALIZATION

The following table sets forth our capitalization as of March 31, 2003 on an actual basis and on an as adjusted basis to reflect the sale of the common stock offered hereby and application of the net proceeds therefrom as described under Use of Proceeds.

	March 31, 2003	
	Actual	As Adjusted
	(Dollars in thousands)	
Cash and cash equivalents	$ 93,202	$
Deposits	$ 2,084,725	$
Notes payable(1)	9,780,990	
Total deposits and notes payable	11,865,715	
Subordinated debentures	397,406	
Total debt	12,263,121	
Shareholders equity:		
Common stock, par value $1.00 per share; authorized 65,000,000 shares; issued and outstanding 39,204,709 shares	39,205	
Paid-in capital	350,122	
Retained earnings	344,374	
Accumulated other comprehensive loss, net of tax	(95,908)	
Total shareholders equity	637,793	
Total capitalization	$ 12,900,914	$

(1) Includes secured financings of automobile contracts, FHLB advances and other borrowings.

SELECTED FINANCIAL DATA

Our selected balance sheet and operating data for the years ended December 31, 2002, 2001 and 2000 have been derived from our audited consolidated financial statements. Certain amounts from the prior year consolidated financial statements have been reclassified to conform to the 2003 presentation. The selected balance sheet data at March 31, 2003 and 2002 and the operating data for the three months ended March 31, 2003 and 2002 have been derived from our unaudited consolidated financial statements. In the opinion of management, the unaudited consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and include all normal recurring adjustments necessary for the fair presentation of financial position and results of operations for those periods.

The selected financial data set forth below should be read in conjunction with our consolidated financial statements and related notes thereto and Management s Discussion and Analysis of Financial Condition and Results of Operations included or incorporated by reference elsewhere herein including the impact of changing the structure of our securitizations from sale transactions to secured financings. The financial data is qualified in its entirety by the more detailed financial information contained elsewhere or incorporated by reference herein. Information regarding our compliance with applicable regulatory capital requirements is included in this prospectus under the caption Management s Discussion and Analysis of Financial Condition and Results of Operations Capital Resources and Liquidity Capital Requirements.

	For the Three Months Ended March 31,		For the Year Ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
	(Dollars in thousands, except per share amounts)						
Consolidated Summary of Operations:							
Interest income	$ 307,502	$ 262,196	$ 1,142,940	$ 962,627	$ 583,821	$ 297,616	$ 272,166
Interest expense	141,212	120,070	530,916	491,944	313,872	152,788	161,713
Net interest income	166,290	142,126	612,024	470,683	269,949	144,828	110,453
Provision for credit losses	79,884	65,698	306,233	196,977	82,133	38,400	18,960
Net interest income after provision for credit losses	86,406	76,428	305,791	273,706	187,816	106,428	91,493
Noninterest income	27,753	17,159	90,430	78,899	177,884	212,138	128,654
Noninterest expense(1)	68,439	60,859	251,306	244,871	220,973	217,958	248,390
Income (loss) before income tax (benefit)	45,720	32,728	144,915	107,734	144,727	100,608	(28,243)
Income tax (benefit)	18,226	12,964	52,044	41,675	58,132	41,460	(11,330)
Income (loss) before minority interest	27,494	19,764	92,871	66,059	86,595	59,148	(16,913)
Minority interest in earnings (loss) of subsidiaries	3,945	2,911	13,153	10,369	11,852	6,522	(2,216)
Net income (loss)	$ 23,549	$ 16,853	$ 79,718	$ 55,690	$ 74,743	$ 52,626	$ (14,697)
Weighted average number of shares and common share equivalents diluted	39,452,915	36,980,861	38,922,611	34,485,127	29,525,677	26,505,128	26,305,117
Earnings per common share diluted	$ 0.60	$ 0.46	$ 2.05	$ 1.61	$ 2.53	$ 1.99	$ (0.56)
Dividends per common share	$ 0.12	$ 0.11	$ 0.47	$ 0.44	$ 0.30	$ 0.20	$ 0.25
Dividend payout ratio	20.1%	24.1%	22.9%	27.3%	11.9%	10.1%	N/A

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	March 31,		December 31,				
	2003	2002	2002	2001	2000	1999	1998
	(Dollars in thousands)						
Consolidated Summary of Financial Condition:							
Assets:							
Cash	$ 46,999	$ 53,963	$ 25,211	$ 68,607	$ 61,543	$ 33,645	$ 114,375
Loans:							
Consumer(2)	9,817,459	7,542,070	9,063,755	7,092,959	4,309,317	1,516,669	933,010
Mortgage(3)	269,368	354,110	282,930	373,455	507,431	598,302	1,006,933
Commercial	93,339	79,972	97,216	85,312	107,586	66,927	52,940
Mortgage-backed securities	2,790,310	2,182,105	2,649,657	2,092,225	2,230,448	1,431,376	980,044
Investments and time deposits	110,502	383,244	115,771	110,667	102,311	171,143	131,417
Other assets	41,484	217,069	176,336	249,172	549,274	680,712	614,101
Total assets	$13,169,461	$10,812,533	$12,410,876	$10,072,397	$7,867,910	$4,498,774	$3,832,820
Liabilities:							
Deposits	$ 2,084,725	$ 2,252,441	$ 1,974,984	$ 2,329,326	$2,478,487	$2,212,309	$2,178,735
Notes payable on automobile secured financing	9,265,725	7,211,910	8,422,915	5,886,227	3,473,377	461,104	
FHLB advances and other borrowings	515,265	147,946	618,766	723,675	616,193	498,901	440,924
Amounts held on behalf of trustee		262,214	177,642	280,496	494,858	687,274	528,092
Subordinated debentures	397,406	147,850	400,561	147,714	189,962	199,298	239,856
Other liabilities	162,749	83,075	101,145	85,994	71,221	59,140	94,311
Total liabilities	12,425,870	10,105,436	11,696,013	9,453,432	7,324,098	4,118,026	3,481,918
Minority interest in equity of subsidiaries	105,798	95,423	101,666	78,261	56,644	28,030	21,857
Shareholders equity	637,793	611,674	613,197	540,704	487,168	352,718	329,045
Total liabilities and shareholders equity	$13,169,461	$10,812,533	$12,410,876	$10,072,397	$7,867,910	$4,498,774	$3,832,820

	At or For the Three Months Ended March 31,		At or For the Year Ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
	(Dollars in thousands)						
Operating Statistics Automobile Only:							
Automobile contract originations	$1,352,053	$1,265,526	$5,415,734	$4,863,279	$4,219,227	$3,340,146	$2,670,696
Percent of prime automobile contracts originated	82.4%	79.4%	80.3%	75.6%	68.8%	69.3%	67.7%
Automobile contracts managed at end of period	$9,650,229	$8,405,634	$9,389,974	$8,152,882	$6,818,182	$5,354,385	$4,367,099
	10.6%	11.7%	11.4%	12.7%	14.0%	13.6%	13.4%

Weighted average coupon on originated automobile contacts							
Operating expenses as a percentage of average managed automobile contracts	2.5%	2.5%	2.4%	2.7%	3.1%	3.6%	4.5%
Automobile contracts delinquent 60 days or greater	0.7%	0.7%	1.0%	1.1%	0.9%	0.8%	1.1%
Net chargeoffs as a percent of the average outstanding managed automobile contracts	2.9%	2.8%	2.8%	2.3%	1.9%	2.1%	3.4%

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	For the Three Months Ended March 31,		For the Year Ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
	(Dollars in thousands)						
Other Selected Financial Data:							
Average assets	$12,932,117	$10,433,517	$11,572,027	$9,280,377	$6,242,668	$3,952,360	$3,859,202
Return on average assets	0.73%	0.65%	0.69%	0.60%	1.20%	1.33%	(0.38)%
Average shareholders equity(4)	$ 722,610	$ 614,157	$ 654,109	$ 570,298	$ 450,323	$ 351,162	$ 327,687
Return on average shareholders equity(4)	13.04%	10.98%	12.19%	9.77%	16.60%	14.99%	(4.49)%
Equity to asset ratio(4)	5.57%	5.32%	5.76%	5.97%	6.38%	8.32%	8.49%
Book value per share(4)	$ 18.71	$ 16.98	$ 18.23	$ 16.80	$ 15.72	$ 14.06	$ 12.29
Originations:							
Consumer loans(2)	$ 1,353,928	$ 1,266,189	$ 5,419,296	$4,869,970	$4,232,115	$3,355,732	$2,680,341
Mortgage loans(3)	4,314	9,139	23,950	23,001	33,124	276,936	2,754,398
Commercial loans(3)	96,684	61,268	354,439	291,944	266,342	237,316	124,259
Total originations	$ 1,454,926	$ 1,336,596	$ 5,797,685	$5,184,915	$4,531,581	$3,869,984	$5,558,998
Interest rate spread	5.02%	5.57%	5.29%	4.99%	4.37%	3.59%	2.83%

(1) Includes $18.0 million in restructuring charges in 1998.

(2) Net of unearned discounts.

(3) Net of undisbursed loan proceeds.

(4) Accumulated other comprehensive income (loss) excluded from shareholders equity.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our Consolidated Financial Statements and notes thereto and other information included or incorporated by reference herein.

Overview

Our primary sources of revenue are net interest income and noninterest income. Net interest income is the difference between the income earned on interest earning assets and the interest paid on interest bearing liabilities. We generate interest income from our loan portfolio, which consists of consumer, mortgage and commercial loans, from investments in mortgage-backed securities and from other short-term investments. We fund our loan portfolio and investments with deposits, advances from the FHLB, securities sold under agreements to repurchase, securitizations, other borrowings and equity.

Noninterest income is primarily made up of revenues generated from the sale and servicing of contracts and real estate loans. The primary components of noninterest income include late charges and other collection related fee income on managed contracts, retained interest income or expense, gain on sale of contracts and real estate loans, and contractual servicing income on contracts in securitization transactions treated as sales for accounting purposes. Since March 2000, we have structured our securitizations as secured financings and no longer record non-cash gain on sale at the time of each securitization or record subsequent contractual servicing and retained interest income, the valuation of which is based upon subjective assumptions. Rather, the earnings of the contracts in the trust and the related financing costs are reflected over the life of the underlying pool of contracts as net interest income. In addition, our provision for credit losses has increased as we hold securitized loans on our balance sheet.

Our decision to account for our securitizations as secured financings rather than as sales was based upon a business philosophy that focuses on presenting high quality, cash-based earnings and maintaining a conservative, well-capitalized balance sheet. We believe that a presentation in which assets and liabilities remain on the balance sheet for securitization transactions treated as secured financings provides a better understanding of our business and the inherent risks associated with our securitizations. Since March 2000, in order to account for some of our securitizations as secured financings rather than as sales, those securitizations include a provision that provides us with the right to repurchase contracts at any time. The percentage of contracts that we may repurchase was increased from 10% to 20% as of March 2000. Other securitization transactions since March, 2000 allow the trust to invest in and sell other financial assets. We believe that our decision to make these accounting changes has created a transitional period during which our earnings have been adversely impacted as we built our on balance sheet portfolio of loans. This change affects the comparability of our financial statements from 2000 through the first quarter of 2003.

Effective January 1, 2003, we regained control over assets of the trusts for all of our pre-March 2000 outstanding securitization transactions previously treated as sales for accounting purposes. We regained control of these assets when each trust was given the ability to invest in financial assets not related to the securitization of contracts. In accordance with paragraph 55 of Statement of Financial Accounting Standards No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, also known as SFAS No. 140, and Emerging Issues Task Force 02-9, Accounting for Changes that Result in a Transferor Regaining Control of Financial Assets Sold, we recorded $525 million of automobile contracts and the related notes payable on automobile secured financings on our Consolidated Statements of Financial Condition and have eliminated all remaining amounts due from trusts and amounts held on behalf of trustee. We will no longer recognize retained interest income or expense or contractual servicing income on our Consolidated Statements of Income. Rather, we will recognize interest income on automobile contracts held in these trusts and record interest expense on notes payable on automobile secured financings. These loans were considered in the overall evaluation of the adequacy of our allowance for credit losses. See Financial Condition Asset Quality.

During the first quarter of 2003, delinquent accounts greater than 120 days past due that were subject to Chapter 13 bankruptcy proceedings were reclassified to contracts receivable and the related reserves

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were reclassified to the allowance for credit losses on the Consolidated Statements of Financial Condition. Previously, such amounts were reported as nonperforming assets and were included in other assets on the Statement of Financial Condition. The prior year amounts have been reclassified accordingly. These contracts were considered in the overall evaluation of the adequacy of our allowance for credit losses.

Critical Accounting Policies

Management believes critical accounting policies are important to the portrayal of our financial condition and results of operations. Critical accounting policies require difficult and complex judgments because they rely on estimates about the effect of matters that are inherently uncertain due to the impact of changing market conditions. The following is a summary of accounting policies we consider critical.

Securitization Transactions

Contracts sold by us to our special purpose entity subsidiaries in connection with a securitization transaction are treated as having been sold for bankruptcy purposes and as secured financings under Generally Accepted Accounting Principles, also known as GAAP. For GAAP purposes, the contracts are retained on the balance sheet with the securities issued to finance the contracts recorded as notes payable on automobile secured financing. We record interest income on the securitized contracts and interest expense on the notes issued through the securitization transactions.

As servicer of these contracts, we may hold and remit funds collected from the borrowers on behalf of the trustee pursuant to reinvestment contracts that we have entered into or we may send funds to a trustee to be held until the distribution dates, depending on the terms of our securitizations. For securitization transactions that were treated as sales, these amounts were reported as amounts held on behalf of trustee on our Consolidated Statements of Financial Condition.

Allowance for Credit Losses

Management determines the amount of the allowance for credit losses based on a review of various quantitative and qualitative analyses. Quantitative analyses include the review of chargeoff trends by loan program and loan type on an owned and managed basis, analysis of cumulative losses on both a managed and sold basis and evaluation of credit loss experience by credit tier and geographic location. Other quantitative analyses include the evaluation of the size of any particular asset group, the concentration of any credit tier, the level of nonperformance and the percentage of delinquency.

Qualitative analyses include trends in chargeoffs over various time periods and at various statistical midpoints and high points, the severity of depreciated values of repossessions or foreclosures, trends in the number of days repossessions are held in inventory, trends in the number of loan modifications, trends in delinquency roll rates, trends in deficiency balance collections both internally and from collection agencies, trends in custom scores and the effectiveness of our custom scores and trends in the economy generally or in specific geographic locations. Despite these analyses, we recognize that establishing allowance for credit losses is not an exact science and can be highly judgmental in nature.

The analysis of the adequacy of the allowance for credit losses is not only dependent upon effective quantitative and qualitative analyses, but also effective loan review and asset classification. We classify our assets in accordance with regulatory guidance. Our multifamily and commercial loan portfolios are evaluated individually while our single family and consumer portfolios are evaluated in pools. We classify our loan portfolios into five categories: Pass, Special Mention, Substandard, Doubtful and Loss. Based upon our asset classifications, we establish general and specific valuation allowances.

General valuation allowances are determined by applying various factors to loan balances that are classified as Pass, Special Mention, Substandard or Doubtful. Specific valuation allowances represent loan amounts that are classified as Loss. Some assets may be split into more than one asset classification due to fair value or net realizable value calculations. This approach allows for enhanced analysis as it highlights the need for more allowance than would be generally allocated if held in one classification.

All contracts that are 60 to 90 days delinquent are automatically classified as Special Mention. Real estate loans that are manifesting a weakness in performance are classified as Special Mention. Any contract that is 90 or more days delinquent is automatically classified as Substandard. Real estate loans that are manifesting a significant weakness in performance are also classified as Substandard. Any multifamily loan that is impaired is classified as Substandard. Any contract where the borrower has filed for bankruptcy or where the vehicle has been repossessed by us and is subject to a redemption period is classified as Substandard, with the difference between the wholesale book value and loan balance classified as Loss.

The allowance for credit losses is increased by charging the provision for credit losses and decreased by actual losses on the loans or by reversing the allowance for credit losses through the provision for credit losses when the amount of loans held on balance sheet is reduced through securitization transactions treated as sales.

Derivatives and Hedging Activities

Deposits and Securities Sold Under Agreements to Repurchase

We may enter into cash flow hedges that will protect against potential changes in interest rates affecting interest payments on future deposits gathered by us and future securities sold under agreements to repurchase. The fair value of the interest rate swap agreements is included in deposits and securities sold under agreements to repurchase, respectively, and any change in the fair value is reported as accumulated other comprehensive income (loss), net of tax, on our Consolidated Statements of Financial Condition. Related interest income or expense is settled on a quarterly basis and is recorded in accumulated other comprehensive income (loss) and reclassified into earnings in the period during which cash flows on the hedged items affect income.

Notes Payable on Automobile Secured Financing

The contracts originated and held by us are fixed rate and, accordingly, we have exposure to changes in interest rates. To protect against potential changes in interest rates affecting interest payments on future securitization transactions, we may enter into various hedge agreements prior to closing the transaction. The market value of these hedge agreements is designed to respond inversely to changes in interest rates. Because of this inverse relationship, we can effectively lock in a gross interest rate spread at the time of entering into the hedge transaction. Gains and losses on these agreements are recorded in accumulated other comprehensive income (loss), net of tax, on our Consolidated Statements of Financial Condition. Any ineffective portion is recognized in interest expense during that period if the hedge is greater than 100% effective. Upon completion of the securitization transaction, the gains or losses are recognized in full as an adjustment to the gain or loss on the sale of the contracts if the securitization transaction is treated as a sale or amortized on a level yield basis over the duration of the notes issued if the transaction is treated as a secured financing.

If we issue certain variable rate notes payable in connection with our securitization activities, we also may enter into interest rate swap agreements in order to hedge our variable interest rate exposure on future interest payments. The fair value of the interest rate swap agreements is included in notes payable on automobile secured financing, and any change in the fair value is reported as accumulated other comprehensive income (loss), net of tax, on our Consolidated Statements of Financial Condition. Any ineffective portion is recorded in interest expense during that period if the hedge is greater than 100% effective. Related interest income or expense is settled on a quarterly basis and recognized as an adjustment to interest expense in our Consolidated Statements of Income.

We also enter into interest rate swap agreements or other derivatives that we choose not to designate as hedges or that do not qualify for hedge accounting under Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended, also known as SFAS No. 133. These derivatives pertain to variable rate notes issued in conjunction with the securitization of our contracts. Any change in the market value of such derivatives is recorded to noninterest income each month. Any income or expense recognized on such derivatives is recognized as miscellaneous noninterest income or expense.

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Results of Operations

Net Interest Income

Net interest income is affected by the difference between the rate earned on our interest earning assets and the rate paid on our interest bearing liabilities (interest rate spread) and the relative amounts of our interest earning assets and interest bearing liabilities. For the three months ended March 31, 2003 and 2002, net interest income totaled $166 million and $142 million, respectively. The increase in net interest income was the result of us holding more automobile contracts on the balance sheet even as overall net interest margins declined. Net interest income totaled $612 million, $471 million and $270 million for the years ended December 31, 2002, 2001 and 2000, respectively. The increase in net interest income for each of the past three years is primarily the result of us holding a greater percentage of contracts on balance sheet as we utilized our own liquidity sources and completed public securitizations.

The following table presents information relating to the average balances and interest rates on an owned basis for the periods indicated:

	For the Three Months Ended March 31,					
	2003			2002		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
	(Dollars in thousands)					
Interest earning assets:						
Total investments:						
Mortgage-backed securities	$ 2,485,200	$ 24,773	3.99%	$ 2,110,468	$ 27,982	5.30%
Other short-term investments	238,695	1,323	2.25	140,380	1,159	3.35
Investment securities	9,957	93	3.75	10,619	118	4.45
Interest earning deposits with others	10,245	25	0.98	5,806	25	1.69
Total investments	2,744,097	26,214	3.82	2,267,273	29,284	5.17
Total loans:						
Consumer loans	9,696,850	276,131	11.55	7,171,640	225,450	12.75
Mortgage loans(1)	271,943	3,819	5.62	351,960	5,803	6.59
Commercial loans	115,537	1,338	4.63	100,716	1,659	6.59
Total loans	10,084,330	281,288	11.31	7,624,316	232,912	12.38
Total interest earning assets	12,828,427	307,502	9.71	9,891,589	262,196	10.73
Noninterest earning assets:						
Amounts due from trusts				131,741		
Retained interest in securitized assets				34,978		
Premises, equipment and real estate owned	77,748			79,018		
Other assets	394,248			572,655		
Less: allowance for credit losses	273,730			181,888		
Total	$ 13,026,693			$ 10,528,093		
Interest bearing liabilities:						
Deposits	$ 1,963,276	$ 17,556	3.63	$ 2,343,538	$ 21,010	3.64
Securities sold under agreements to repurchase	248,374	1,289	2.08	146,908	1,045	2.84
FHLB advances and other borrowings	426,590	1,631	1.55	470,646	2,500	2.15
	9,017,784	110,799	4.91	6,221,646	92,018	5.92

Notes payable on automobile secured financing						
Subordinated debentures	398,812	9,937	9.97	147,760	3,497	9.47
Total interest bearing liabilities	12,054,836	141,212	4.69	9,330,498	120,070	5.16
Noninterest bearing liabilities:						
Amounts held on behalf of trustee				329,249		
Other liabilities	347,845			302,900		
Shareholders equity	624,012			565,446		
Total	$13,026,693			$10,528,093		
Net interest income and interest rate spread		$166,290	5.02%		$142,126	5.57%
Net yield on average interest earning assets			5.19%			5.75%

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	For the Year Ended December 31,								
	2002			2001			2000		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
	(Dollars in thousands)								
Interest earning assets:									
Total investments:									
Mortgage-backed securities	$ 2,202,950	$ 113,327	5.14%	$ 2,245,861	$ 133,539	5.95%	$ 1,870,908	$ 128,231	6.85%
Other short-term investments	338,485	7,635	2.26	159,599	7,468	4.68	246,908	15,609	6.32
Investment securities	5,105	318	6.22	7,194	433	6.02	10,216	535	5.24
Interest earning deposits with others	30,044	343	1.14	2,628	74	2.80	2,069	110	5.32
Total investments	2,576,584	121,623	4.72	2,415,282	141,514	5.86	2,130,101	144,485	6.78
Total loans:									
Consumer loans	8,012,003	993,417	12.40	5,746,413	779,256	13.56	2,672,690	386,182	14.45
Mortgage loans(1)	329,693	22,865	6.94	441,804	34,536	7.82	551,498	44,225	8.02
Commercial loans	90,642	5,035	5.55	99,904	7,321	7.33	97,586	8,929	9.15
Total loans	8,432,338	1,021,317	12.11	6,288,121	821,113	13.06	3,321,774	439,336	13.23
Total interest earning assets	11,008,922	1,142,940	10.38	8,703,403	962,627	11.06	5,451,875	583,821	10.71
Noninterest earning assets:									
Amounts due from trusts	121,627			227,890			413,653		
Retained interest in securitized assets	15,888			74,509			141,724		
Premises, equipment and real estate owned	80,277			82,277			84,627		
Other assets	553,654			318,674			227,095		
Less: allowance for credit losses	208,341			126,376			76,306		
Total	$ 11,572,027			$ 9,280,377			$ 6,242,668		
Interest bearing liabilities:									
Deposits	$ 2,196,261	80,015	3.64	$ 2,319,466	114,831	4.95	$ 2,380,155	133,610	5.61
Securities sold under agreements to repurchase	222,154	5,543	2.50	155,387	7,014	4.51	449,778	27,950	6.21
FHLB advances and other borrowings	244,284	5,281	2.16	443,337	20,424	4.61	270,043	16,694	6.18
Notes payable on automobile secured financing	7,426,265	406,851	5.48	5,018,456	333,768	6.65	1,655,936	118,421	7.15
Subordinated debentures	331,990	33,226	10.01	170,531	15,907	9.33	192,025	17,197	8.96
Total interest bearing liabilities	10,420,954	530,916	5.09	8,107,177	491,944	6.07	4,947,937	313,872	6.34
Noninterest bearing liabilities:									

Amounts held on behalf of trustee	240,667			365,376			693,810		
Other liabilities	394,863			278,325			169,435		
Shareholders equity	515,543			529,499			431,486		
Total	$11,572,027			$9,280,377			$6,242,668		
Net interest income and interest rate spread		$ 612,024	5.29%		$470,683	4.99%		$269,949	4.37%
Net yield on average interest earning assets			5.56%			5.41%			4.95%

(1) For the purpose of these computations, nonaccruing loans are included in the average loan amounts outstanding.

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The total interest rate spread decreased 55 basis points for the three months ended March 31, 2003 compared with the three months ended March 31, 2002 due to a decrease of 102 basis points in the yield on interest earning assets while the cost of funds decreased by only 47 basis points. The decrease in yield on interest earning assets is due primarily to our shift to originating a higher percentage of prime credit quality contracts and an overall lower interest rate environment. The decline in the cost of funds was moderated by the increase in the amount of subordinated debentures held by us in the first quarter of 2003 as compared with the same period a year earlier.

The total interest rate spread increased 30 basis points for 2002 compared with 2001 due to a decrease of 68 basis points in the yield on interest earning assets combined with a decrease in the cost of funds of 98 basis points. The decrease in the yield on interest earning assets is due primarily to originating a higher percentage of prime credit quality contracts and a lower interest rate environment. The decrease in the cost of funds in 2002 and 2001 is due primarily to a lower interest rate environment. The increase in yield on interest earning assets for 2001 compared with 2000 was due primarily to a higher percentage of contracts held on the balance sheet. The decrease in the cost of funds in 2001 compared with 2000 was due to a lower interest rate environment.

The following table sets forth the changes in net interest income attributable to changes in volume (change in average portfolio volume multiplied by prior period average rate) and changes in rates (change in weighted average interest rate multiplied by prior period average portfolio balance):

	For the Three Months Ended March 31, 2003 Compared to Three Months Ended March 31, 2002(1)		
	Volume	**Rate**	**Total**
		(Dollars in thousands)	
Interest income:			
Mortgage-backed securities	$ 21,774	$ (24,983)	$ (3,209)
Other short-term investments	2,214	(2,050)	164
Investment securities	(79)	54	(25)
Interest earning deposits with others	53	(53)	
Total loans:			
Consumer loans	175,808	(125,127)	50,681
Mortgage loans	13,740	(15,724)	(1,984)
Commercial loans	1,201	(1,522)	(321)
Total interest earning assets	$214,711	$(169,405)	$45,306
Interest expense:			
Deposits	$ (3,397)	$ (57)	$ (3,454)
Securities sold under agreements to repurchase	398	(154)	244
FHLB advances and other borrowings	(218)	(651)	(869)
Notes payable on automobile secured financings	30,273	(11,492)	18,781
Subordinated debentures	6,246	194	6,440
Total interest bearing liabilities	$ 33,302	$ (12,160)	$21,142
Net change in net interest income			$24,164

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	2002 Compared to 2001(1)			2001 Compared to 2000(1)		
	Volume	Rate	Total	Volume	Rate	Total
	(Dollars in thousands)					
Interest income:						
Mortgage-backed securities	$ (2,488)	$ (17,724)	$ (20,212)	$ 23,547	$ (18,239)	$ 5,308
Other short-term investments	5,400	(5,233)	167	(4,696)	(3,445)	(8,141)
Investment securities	(129)	14	(115)	(174)	72	(102)
Interest earning deposits with others	339	(70)	269	25	(61)	(36)
Total loans:						
Consumer loans	285,525	(71,364)	214,161	418,248	(25,174)	393,074
Mortgage loans	(8,085)	(3,586)	(11,671)	(8,610)	(1,079)	(9,689)
Commercial loans	(631)	(1,655)	(2,286)	206	(1,814)	(1,608)
Total interest earning assets	$ 279,931	$ (99,618)	$ 180,313	$ 428,546	$ (49,740)	$ 378,806
Interest expense:						
Deposits	$ (5,820)	$ (28,996)	$ (34,816)	$ (3,496)	$ (15,283)	$ (18,779)
Securities sold under agreements to repurchase	2,344	(3,815)	(1,471)	(9,702)	(11,234)	(20,936)
FHLB advances and other borrowings	(6,935)	(8,208)	(15,143)	8,748	(5,018)	3,730
Notes payable on automobile secured financings	139,398	(66,315)	73,083	224,186	(8,839)	215,347
Subordinated debentures	16,081	1,238	17,319	(1,980)	690	(1,290)
Total interest bearing liabilities	$ 145,068	$ (106,096)	$ 38,972	$ 217,756	$ (39,684)	$ 178,072
Net change in net interest income			$ 141,341			$ 200,734

(1) In the analysis of interest changes due to volume and rate, the changes due to the volume/rate variance (the combined effect of change in weighted average interest rate and change in average portfolio balance) have been allocated proportionately based on the absolute value of the volume and rate variances. If there was no balance in the previous year, the total change was allocated to volume.

Provision for Credit Losses

We maintain an allowance for credit losses to cover probable losses that can be reasonably estimated for the loans held on the balance sheet. The allowance for credit losses is increased by charging the provision for credit losses and decreased by actual losses on the loans or reversing the allowance for credit losses through the provision for credit losses when the amount of loans held on balance sheet is reduced through securitization transactions treated as sales. The level of allowance is based principally on the outstanding balance of loans held on balance sheet and historical loss trends. We believe that the allowance for credit losses is currently adequate to absorb probable losses in our owned loan portfolio that can be reasonably estimated.

For the three months ended March 31, 2003, the provision for credit losses totaled $79.9 million compared with $65.7 million for the same period a year earlier. For the three months ended March 31, 2003 and 2002, net chargeoffs were $68.2 million and $47.5 million, respectively. The increase in the provision for credit losses for the three months ended March 31, 2003 as compared with the same period a year earlier was a result of our loans held on balance sheet increasing by approximately $736 million or 7.8% from December 31, 2002 as well as an increase in chargeoffs due to the slowdown in the economy.

For the three months ended March 31, 2003, we recorded $11.7 million in provisions for credit losses in excess of chargeoffs as a result of the growth of our automobile contract portfolio. The provision for credit losses was $306 million, $197 million and $82.1 million for the years ended December 31, 2002, 2001 and 2000, respectively. Net chargeoffs were $215 million, $123 million and $42.3 million for the same respective periods. The increase in provision for credit losses for each of the past three years was the result of a higher level of contracts held on balance sheet as well as higher chargeoffs.

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Noninterest Income

Automobile Lending Income

Since the first quarter of 2000, we have not completed a securitization that has been accounted for as a sale. For transactions treated as sales prior to April 2000, we recorded a non-cash gain equal to the present value of the estimated future cash flows from the portfolio of contracts sold less the write-off of dealer participation balances and the effect of hedging activities. For these securitizations, net interest earned on the contracts sold are recognized over the life of the transactions as contractual servicing income and retained interest income or expense.

The components of automobile lending income were as follows:

	For the Three Months Ended March 31,		For the Year Ended December 31,		
	2003	2002	2002	2001	2000
	(Dollars in thousands)				
Fee income	$20,949	$ 19,784	$ 78,723	$ 67,579	$ 57,786
Contractual servicing income		3,539	10,735	23,018	41,767
Retained interest (expense) income, net of RISA amortization(1)		(11,649)	(29,490)	(27,839)	51,429
Gain on sale of contracts					7,719
Total automobile lending income	$20,949	$ 11,674	$ 59,968	$ 62,758	$158,701

(1) RISA means retained interest in securitized assets.

Automobile lending income decreased primarily as a result of us no longer issuing asset-backed securities that are treated as sales for accounting purposes. This change is reflected in higher retained interest expense and decreases in contractual servicing income.

Fee income consists primarily of documentation fees, late charges and deferment fees on our managed portfolio, including contracts securitized in transactions accounted for as sales and secured financings, as well as contracts not securitized. The increase in fee income is due to the growth in our average managed contract portfolio to $9.7 billion for the three months ended March 31, 2003 compared with $8.8 billion, $7.6 billion and $6.1 billion for the years ended December 31, 2002, 2001 and 2000, respectively.

According to the terms of each securitization, we earn contractual servicing income at a rate of 1.25% per annum on the outstanding balance of the contracts securitized. There was no contractual servicing income for the three months ended March 31, 2003 compared to $3.5 million for the same period in 2002. Contractual servicing income totaled $10.7 million $23.0 million and $41.8 million for the years ended December 31, 2002, 2001 and 2000, respectively. The decline was due to our transition to treating our securitizations as secured financings rather than as sales as well as our regaining control over the assets of the trusts for all our outstanding securitization transactions previously treated as sales for accounting purposes.

There was no retained interest expense for the three months ended March 31, 2003 as a result of our reconsolidating all remaining off balance sheet trusts. This compares with retained interest expense of $11.6 million for the same period in 2002. Retained interest expense was $29.5 million and $27.8 million and retained interest income was $51.4 million for the years ended December 31, 2002, 2001 and 2000, respectively. For accounting purposes, this expense or income is recognized only on contracts sold through securitizations treated as sales. Retained interest expense or income is dependent upon the average excess spread on the contracts sold, credit losses, the size of the sold portfolio and the amount of amortization of the RISA. The retained interest expense recognized in 2002 is the result of higher chargeoffs on our sold portfolio as well as revised estimates of future chargeoffs due to continued slowing in the economy. There were no chargeoffs on the sold portfolio for the three months ended March 31, 2003 compared with $9.7 million for the three months ended March 31, 2002. Net chargeoffs on the sold portfolio decreased to

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$30.4 million for the year ended December 31, 2002 from $50.4 million and $75.5 million for the years ended December 31, 2001 and 2000, respectively. The outstanding sold portfolio had a weighted average gross interest rate spread of 6.70% for the three months ended March 31, 2003, compared with 6.71%, 6.97% and 7.38% for the years ended December 31, 2002, 2001 and 2000, respectively. The average balance of the sold portfolio was $1.1 billion for the three months ended March 31, 2003 and $840 million, $1.8 billion and $3.4 billion for the years ended December 31, 2002, 2001 and 2000, respectively.

The following table sets forth our contract sales and securitizations and related gain on sales:

	For the Three Months Ended March 31,		For the Year Ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
	(Dollars in thousands)						
Contract sales and secured financings:							
Secured financings	$1,343,250	$2,575,000	$6,925,000	$4,220,000	$3,930,000	$ 500,000	
Sales to securitization trusts					660,000	2,500,000	$1,885,000
Total secured financings and sales	$1,343,250	$2,575,000	$6,925,000	$4,220,000	$4,590,000	$3,000,000	$1,885,000
Gain on sale of contracts(1)					$ 7,719	$ 51,345	$ 25,622
Hedge gain (loss) on sale of contracts(2)					5,300	7,419	(8,396)
Gain on sale of contracts as a percent of total revenues					1.72%	14.47%	10.72%

(1) Net of the write-off of outstanding dealer participation balances and the effect of hedging activities.

(2) Included in gain on sale of automobile contracts.

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The following table lists each of our public securitizations:

Issue Number	Close Date	Original Balance	Remaining Balance at March 31, 2003(2)	Remaining Balance as a Percent of Original Balance	Original Weighted Average APR	Original Weighted Average Securitization Rate	Gross Interest Rate Spread(1)
		(Dollars in thousands)					
1985-A	December, 1985	$ 110,000	Paid in full		18.50%	8.38%	10.12%
1986-A	November, 1986	191,930	Paid in full		14.20	6.63	7.57
1987-A	March, 1987	125,000	Paid in full		12.42	6.75	5.67
1987-B	July, 1987	110,000	Paid in full		12.68	7.80	4.88
1988-A	February, 1988	155,000	Paid in full		13.67	7.75	5.92
1988-B	May, 1988	100,000	Paid in full		14.01	8.50	5.51
1988-C	July, 1988	100,000	Paid in full		15.41	8.50	6.91
1988-D	October, 1988	105,000	Paid in full		14.95	8.85	6.10
1989-A	March, 1989	75,000	Paid in full		15.88	10.45	5.43
1989-B	June, 1989	100,000	Paid in full		15.96	9.15	6.81
1990-A	August, 1990	150,000	Paid in full		16.05	8.35	7.70
1990-1	November, 1990	150,000	Paid in full		15.56	8.50	7.06
1991-1	April, 1991	200,000	Paid in full		16.06	7.70	8.36
1991-2	May, 1991	200,000	Paid in full		15.75	7.30	8.45
1991-3	August, 1991	175,000	Paid in full		15.69	6.75	8.94
1991-4	December, 1991	150,000	Paid in full		15.53	5.63	9.90
1992-1	March, 1992	150,000	Paid in full		14.49	5.85	8.64
1992-2	June, 1992	165,000	Paid in full		14.94	5.50	9.44
1992-3	September, 1992	135,000	Paid in full		14.45	4.70	9.75
1993-1	March, 1993	250,000	Paid in full		13.90	4.45	9.45
1993-2	June, 1993	175,000	Paid in full		13.77	4.70	9.07
1993-3	September, 1993	187,500	Paid in full		13.97	4.25	9.72
1993-4	December, 1993	165,000	Paid in full		12.90	4.60	8.30
1994-1	March, 1994	200,000	Paid in full		13.67	5.10	8.57
1994-2	May, 1994	230,000	Paid in full		14.04	6.38	7.66
1994-3	August, 1994	200,000	Paid in full		14.59	6.65	7.94
1994-4	October, 1994	212,000	Paid in full		15.58	7.10	8.48
1995-1	January, 1995	190,000	Paid in full		15.71	8.05	7.66
1995-2	March, 1995	190,000	Paid in full		16.36	7.10	9.26
1995-3	June, 1995	300,000	Paid in full		15.05	6.05	9.00
1995-4	September, 1995	375,000	Paid in full		15.04	6.20	8.84
1995-5	December, 1995	425,000	Paid in full		15.35	5.88	9.47
1996-A	March, 1996	485,000	Paid in full		15.46	6.13	9.33
1996-B	June, 1996	525,000	Paid in full		15.74	6.75	8.99

1996-C	September, 1996	535,000	Paid in full		15.83	6.60	9.23
1996-D	December, 1996	545,000	Paid in full		15.43	6.17	9.26
1997-A	March, 1997	500,000	Paid in full		15.33	6.60	8.73
1997-B	June, 1997	590,000	Paid in full		15.36	6.37	8.99
1997-C	September, 1997	600,000	Paid in full		15.43	6.17	9.26
1997-D	December, 1997	500,000	Paid in full		15.19	6.34	8.85
1998-A	March, 1998	525,000	Paid in full		14.72	6.01	8.71
1998-B	June, 1998	660,000	Paid in full		14.68	6.06	8.62
1998-C	November, 1998	700,000	$ 37,041	5.29%	14.42	5.81	8.61
1999-A	January, 1999	1,000,000	73,701	7.37	14.42	5.70	8.72
1999-B	July, 1999	1,000,000	130,953	13.10	14.62	6.36	8.26
1999-C	November, 1999	500,000	90,498	18.10	14.77	7.01	7.76
2000-A	March, 2000	1,200,000	246,618	20.55	14.66	7.28	7.38
2000-B	May, 2000	1,000,000	230,130	23.01	14.84	7.78	7.06
2000-C	August, 2000	1,390,000	405,542	29.18	15.04	7.32	7.72
2000-D	November, 2000	1,000,000	359,505	35.95	15.20	6.94	8.26
2001-A	January, 2001	1,000,000	396,633	39.66	14.87	5.77	9.10
2001-B	May, 2001	1,370,000	571,107	41.69	14.41	4.23	10.18
2001-C	August, 2001	1,200,000	616,369	51.36	13.90	4.50	9.40
2002-1	March, 2002	1,800,000	1,225,331	68.07	13.50	4.26	9.24
2002-2	May, 2002	1,750,000	1,359,307	77.67	12.51	3.89	8.62
2002-3	August, 2002	1,250,000	1,045,281	83.62	12.30	3.06	9.24
2002-4	November, 2002	1,350,000	1,268,763	93.98	12.18	2.66	9.52
2003-1	February, 2003	1,343,250	1,343,250	100.00	11.79	2.42	9.37
2003-2(3)	May, 2003	1,492,500		N/A	11.57	2.13	9.44
	Total	$31,557,180	$ 9,400,029				

(1) Represents the difference between the original weighted average annual percentage rate, also known as APR, and the estimated weighted average securitization rate on the closing date of the securitization.

(2) Represents only the note payable amounts outstanding at the period indicated.

(3) The 2003-2 securitization closed on May 29, 2003.

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Other Noninterest Income

Other noninterest income consists primarily of insurance income, mortgage banking income and miscellaneous income. For the three months ended March 31, 2003 and 2002, other noninterest income totaled $6.8 million and $5.5 million, respectively. Other noninterest income totaled $30.5 million, $16.1 million and $19.2 million for the years ended December 31, 2002, 2001 and 2000, respectively. The decline in other noninterest income for the year ended 2001 is due to our decision to exit the mortgage banking business. This decision resulted in the sale of our remaining mortgage banking operations in 1999. The increase in other noninterest income for the year ended December 31, 2002 was due to the sale of deposits and properties in conjunction with the sale of seven Northern California branch offices. The increase in noninterest income for the three months ended March 31, 2003 was due to the sale of properties related to the sale of these branch offices.

Noninterest Expense

For the three months ended March 31, 2003, noninterest expense totaled $68.4 million compared with $60.9 million for the same period in 2002. Noninterest expense as a percent of total revenues improved to 35% for the three months ended March 31, 2003 compared to 38% for the same period a year ago as a result of fully amortizing our retained interest in securitized assets during 2002. Total noninterest expense was $251 million, $245 million and $221 million for the years ended December 31, 2002, 2001 and 2000, respectively. Noninterest expense as a percentage of total revenues improved to 36% in 2002 compared with 45% in 2001 and 49% in 2000, as a result of improved operating efficiencies achieved through the centralization and automation of certain processes as well as the deployment of new technologies.

The efficiencies realized include increasing the conversion ratios on contracts purchased through dealer education, automating the loan application and underwriting system, increasing the percentage of applications received via the Internet, outsourcing the data entry process, centralizing the verification process and implementing proprietary credit scorecards and electronic funds transfers for our dealers. Operating efficiencies also include implementing automated dialers, centralizing and upgrading payment processing and asset recovery processes, upgrading toll-free lines for customer service and interactive voice response technology, implementing direct debit for our borrowers, imaging for record retention and retrieval and implementing a new behavioral scoring collection system.

Income Taxes

We file federal and certain state tax returns as part of a consolidated group that includes Westcorp, the Bank and WFS. We file other state tax returns as a separate entity. Tax liabilities from the consolidated returns are allocated in accordance with a tax sharing agreement based on the relative income or loss of each entity on a stand-alone basis. Our effective tax rate was 40% for both the three months ended March 31, 2003 and 2002. Our effective tax rate was 36%, 39%, and 40% for the years ended December 31, 2002, 2001 and 2000, respectively. The decrease in the effective tax rate for the year ended December 31, 2002 is a result of a one-time benefit of new legislation enacted by the State of California that eliminated the use of the reserve method of accounting for bad debts for large banks and financial corporations for taxable income purposes. In the first year of this change, 50% of the ending reserve amount deducted from taxable income in prior periods will be included in the current year California taxable income. The remaining 50% of the reserve is not required to be recaptured into income, but rather represents a permanent difference between GAAP and California tax accounting. The deferred tax liability related to this permanent difference has been eliminated from our balance sheet and the current year state income tax provision has been reduced accordingly. See Business Taxation.

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Financial Condition

Overview

We originated $1.4 billion and $1.3 billion of automobile contracts for the three months ended March 31, 2003 and 2002, respectively. Automobile contract originations totaled $5.4 billion, $4.9 billion and $4.2 billion for the years ended December 31, 2002, 2001 and 2000, respectively. As a result of higher contract originations, our portfolio of managed contracts reached $9.7 billion at March 31, 2003, up from $9.4 billion, $8.2 billion and $6.8 billion at December 31, 2002, 2001 and 2000, respectively.

Total demand deposits and money market accounts at our retail banking division were $549 million at March 31, 2003 compared with $490 million, $812 million and $460 million at December 31, 2002, 2001 and 2000, respectively. Total demand deposit and money market accounts represented 39% of total retail banking deposits at March 31, 2003 compared with 36%, 39% and 23% at December 31, 2002, 2001 and 2000, respectively. The commercial banking division had deposits of $582 million at March 31, 2003 compared with $517 million, $220 million and $445 million at December 31, 2002, 2001 and 2000, respectively.

Investment and Other Securities

Our investment and other securities portfolio consists of short-term securities, including repurchase agreements and overnight investments in federal funds. These short-term securities are maintained primarily for liquidity purposes. Additionally, we own FHLB stock as required by our affiliation with the FHLB System and carry it at cost. The FHLB stock is included in other assets on our Consolidated Statements of Financial Condition. We also hold owner trust certificates and obligations of states and political subdivisions, which are classified as available for sale. The owner trust certificates are recorded at cost, which approximates fair value. The obligations of states and political subdivisions are reported at fair value with unrealized gains and losses reflected as a separate component of shareholders equity on our Consolidated Statements of Financial Condition as accumulated other comprehensive income (loss), net of applicable taxes.

The following table summarizes our investment securities at the dates indicated:

	March 31,	December 31,		
	2003	**2002**	**2001**	**2000**
		(Dollars in thousands)		
Interest bearing deposits with other financial institutions	$ 46,203	$ 59,004	$ 720	$ 720
Other short-term investments			35,000	66,500
Investment securities:				
Obligations of states and political subdivisions	1,036	1,046	1,549	1,533
Owner trust certificates		3,348	4,668	6,517
FHLB stock	57,263	46,341	64,446	24,367
Other	6,000	6,031	4,294	2,684
	$ 110,502	$ 115,770	$ 110,677	$ 102,321

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The following table sets forth the stated maturities of our investment securities at March 31, 2003:

	Up to One Year	One Year to Five Years	Five Years to Ten Years	Ten Years or More	No Stated Maturity
	(Dollars in thousands)				
Interest bearing deposits with other financial institutions	$46,203				
Investment securities:					
Obligations of states and political subdivisions		$ 521	$ 515		
FHLB stock					$57,263
Other					6,000
	$46,203	$ 521	$ 515		$63,263
Weighted average interest rate(1)	0.96%	4.75%	5.35%		5.32%

(1) Calculated based on amortized cost.

Mortgage-Backed Securities

We invest in mortgage-backed securities, also known as MBS, to generate net interest margin, manage interest rate risk, provide another source of liquidity through repurchase agreements and meet regulatory requirements. See Business Supervision and Regulation. Our MBS portfolio is classified as available for sale. Accordingly, the portfolio is reported at fair value with unrealized gains and losses reflected as a separate component of shareholders equity on our Consolidated Statements of Financial Condition as accumulated other comprehensive income (loss), net of applicable taxes. The following table summarizes our MBS portfolio by issuer:

	March 31,	December 31,		
	2003	2002	2001	2000
	(Dollars in thousands)			
Available for sale securities:				
GNMA certificates	$2,751,148	$2,607,457	$2,036,369	$2,157,076
FNMA participation certificates	36,407	39,124	51,894	68,870
FHLMC participation certificates	807	1,068	1,692	1,938
Other	1,948	2,008	2,270	2,564
	$2,790,310	$2,649,657	$2,092,225	$2,230,448

The portfolio has a weighted average yield (including effects of amortization of premiums and discounts) of 3.99% and 5.30% for the three months ended March 31, 2003 and 2002, respectively, and 5.14%, 5.95% and 5.95% for the years ended December 31, 2002, 2001 and 2000, respectively. The weighted average coupon rate was 6.76% at March 31, 2003 compared with 6.96%, 7.48% and 7.32% at December 31, 2002, 2001 and 2000, respectively. Our MBS portfolio had remaining maturities of four years or greater at March 31, 2003 although payments are generally received monthly throughout the life of these securities.

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Loan Portfolios

The following table sets forth the composition of our loan portfolio by type of loan, including loans held for sale, as of the dates indicated:

	March 31,		December 31,					
	2003		2002		2001		2000	
	Amount	%	Amount	%	Amount	%	Amount	%
	(Dollars in thousands)							
Consumer loans:								
Automobile contracts	$ 9,894,176	97.2%	$9,147,937	96.9%	$7,192,302	95.2%	$4,390.265	89.2%
Other	8,400	0.1	7,531	0.1	8,826	0.1	13,456	0.3
	9,902,576	97.3	9,155,468	97.0	7,201,128	95.3	4,403,721	89.5
Less: unearned interest	85,117	0.8	91,713	1.0	108,169	1.4	94,404	1.9
Total consumer loans	9,817,459	96.5	9,063,755	96.0	7,092,959	93.9	4,309,317	87.6
Mortgage loans:								
Existing properties	263,559	2.6	277,233	2.9	361,115	4.8	498,963	10.1
Construction	13,188	0.1	14,150	0.1	15,638	0.2	14,784	0.3
	276,747	2.7	291,383	3.1	376,753	5.0	513,747	10.4
Less: undisbursed loan proceeds	7,379	0.1	8,453	0.1	3,298	0.0	6,316	0.1
Total mortgage loans	269,368	2.6	282,930	3.0	373,455	5.0	507,431	10.3
Commercial loans	93,339	0.9	97,216	1.0	85,312	1.1	107,586	2.1
Total loans	$10,180,166	100.0%	$9,443,901	100.0%	$7,551,726	100.0%	$4,924,334	100.0%

There were no consumer loans serviced for the benefit of others at March 31, 2003 compared with $525 million, $1.2 billion and $2.6 billion at December 31, 2002, 2001 and 2000, respectively.

Mortgage Loan Portfolio

We have from time to time originated mortgage products that we have held on our balance sheet rather than selling through the secondary markets. Other than mortgage loans originated through the commercial banking division on a limited basis, we do not expect to add mortgage loans to our balance sheet.

Commercial Loan Portfolio

We had outstanding commercial loan commitments of $186 million at March 31, 2003 compared with $199 million, $135 million and $114 million at December 31, 2002, 2001 and 2000, respectively. We originated $96.7 million and $61.3 million of commercial loans for the three months ended March 31, 2003 and 2002, respectively. We originated $354 million, $292 million and $266 million of commercial loans during 2002, 2001 and 2000, respectively. Though we continue to focus on expanding our commercial banking operation, it was not a significant source of revenue.

Amounts Due From Trusts

The excess cash flows generated by contracts sold to each of the securitization trusts are deposited into spread accounts in the name of the trustee under the terms of the securitizations treated as sales. In addition, at the time a securitization closes, we advance additional monies to our subsidiary that originated the securitization trust to initially fund these spread accounts. As these spread accounts reach the balances required by the trust, excess amounts are released to us and are used to pay down these amounts. The amounts due from trusts represent initial advances made to spread accounts and excess cash flows that are still under obligation to be held in the spread accounts for securitizations treated as sales. We had no

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amounts due from trusts at March 31, 2003 compared with $101 million, $136 million and $357 million at December 31, 2002, 2001 and 2000, respectively. The decrease is the result of our transition to treating our securitizations as secured financings rather than as sales as well as our regaining control over the assets of the trust for all our outstanding securitizations treated as sales for accounting purposes.

Asset Quality

Overview

Nonperforming assets, repossessions, loan delinquency and credit losses are considered by us as key measures of asset quality. Asset quality, in turn, affects our determination of the allowance for credit losses. We also take into consideration general economic conditions in the markets we serve, individual loan reviews and the level of assets relative to reserves in determining the adequacy of the allowance for credit losses.

Automobile Loan Quality

We provide financing in a market where there is a risk of default by borrowers. Chargeoffs directly impact our earnings and cash flows. To minimize the amount of credit losses we incur, we monitor delinquent accounts, promptly repossess and remarket vehicles, and seek to collect on deficiency balances.

At March 31, 2003, the percentage of managed accounts delinquent 30 days or greater was 2.41% compared with 3.50%, 3.72% and 3.18% at December 31, 2002, 2001 and 2000, respectively. We calculate delinquency based on the contractual due date. Net chargeoffs on average managed contracts outstanding were 2.86% and 2.76% for the three months ended March 31, 2003 and 2002, respectively. Net chargeoffs on average managed contracts outstanding were 2.77%, 2.27% and 1.91% for the years ended December 31, 2002, 2001 and 2000, respectively.

The following table sets forth information with respect to the delinquency of our portfolio of contracts managed, which includes automobile contracts that are owned by us and automobile contracts that have been sold but are managed by us:

	March 31,		December 31,					
	2003		2002		2001		2000	
	Amount	%	Amount	%	Amount	%	Amount	%
	(Dollars in thousands)							
Automobile contracts managed	$9,650,229		$9,389,974		$8,152,882		$6,818,182	
Period of delinquency:								
30 59 days	$ 165,052	1.71%	$ 238,204	2.54%	$ 217,873	2.67%	$ 157,843	2.32%
60 days or more	67,065	0.70	90,291	0.96	85,290	1.05	59,166	0.86
Total automobile contracts delinquent and delinquencies as a percentage of automobile contracts managed	$ 232,117	2.41%	$ 328,495	3.50%	$ 303,163	3.72%	$ 217,009	3.18%

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The following table sets forth information with respect to repossessions in our portfolio of managed contracts:

	March 31,		December 31,					
	2003		2002		2001		2000	
	Number of Automobile Contracts	Amount	Number of Automobile Contracts	Amount	Number of Automobile Contracts	Amount	Number of Automobile Contracts	Amount
	(Dollars in thousands)							
Automobile contracts managed	775,090	$9,650,229	757,269	$9,389,974	690,401	$8,152,882	616,011	$6,818,182
Repossessed vehicles	1,575	$ 10,966	2,375	$ 16,433	1,168	$ 7,553	946	$ 6,199
Repossessed assets as a percentage of number and amount of automobile contracts managed	0.20%	0.11%	0.31%	0.18%	0.17%	0.09%	0.15%	0.09%

The following table sets forth information with respect to actual credit loss experience on our portfolio of contracts managed:

	For the Three Months Ended March 31,		For the Year Ended December 31,		
	2003	2002	2002	2001	2000
	(Dollars in thousands)				
Automobile contracts managed at end of period	$9,650,229	$8,405,634	$9,389,974	$8,152,882	$6,818,182
Average automobile contracts managed during period	$9,533,314	$8,273,297	$8,845,635	$7,576,681	$6,076,814
Gross chargeoffs	$ 90,779	$ 79,792	$ 327,161	$ 236,834	$ 165,937
Recoveries	22,598	22,633	82,372	64,626	49,697
Net chargeoffs	$ 68,181	$ 57,159	$ 244,789	$ 172,208	$ 116,240
Net chargeoffs as a percentage of average automobile contracts managed during period	2.86%	2.76%	2.77%	2.27%	1.91%

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Cumulative static pool losses are another means of analyzing contract quality. The cumulative static pool loss of a securitization is the cumulative amount of losses actually recognized, net of recoveries, as to the contracts securitized, up to and including a given month, divided by the original principal balance of the contracts in that securitization. The following table sets forth the cumulative static pool losses by month for all outstanding securitized pools:

Cumulative Static Pool Loss Curves

At March 31, 2003

Period(1)	1998-C	1999-A	1999-B	1999-C	2000-A	2000-B	2000-C	2000-D	2001-A	2001-B	2001-C	2002-1	2002-2	2002-3	2002-4	2003-1
1	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2	0.04	0.04	0.04	0.02	0.03	0.02	0.04	0.04	0.03	0.03	0.04	0.01	0.00	0.02	0.02	0.01
3	0.11	0.11	0.11	0.10	0.10	0.09	0.13	0.11	0.09	0.10	0.09	0.06	0.03	0.06	0.07	
4	0.23	0.20	0.26	0.25	0.20	0.24	0.27	0.24	0.20	0.21	0.20	0.15	0.10	0.14	0.16	
5	0.39	0.33	0.47	0.40	0.36	0.39	0.46	0.39	0.33	0.33	0.35	0.29	0.18	0.27	0.26	
6	0.50	0.46	0.66	0.56	0.55	0.59	0.65	0.54	0.50	0.50	0.49	0.43	0.32	0.44		
7	0.61	0.62	0.87	0.71	0.71	0.78	0.81	0.74	0.70	0.69	0.65	0.60	0.49	0.57		
8	0.75	0.76	1.00	0.86	0.91	0.99	0.93	0.93	0.84	0.87	0.81	0.84	0.66	0.70		
9	0.86	0.92	1.13	1.01	1.10	1.17	1.07	1.13	1.04	1.05	0.95	1.06	0.82			
10	1.00	1.11	1.24	1.14	1.27	1.33	1.24	1.34	1.24	1.22	1.07	1.28	0.96			
11	1.17	1.30	1.35	1.34	1.45	1.44	1.41	1.50	1.45	1.36	1.20	1.48	1.10			
12	1.32	1.47	1.44	1.52	1.58	1.57	1.62	1.74	1.67	1.53	1.37	1.67				
13	1.48	1.61	1.58	1.74	1.73	1.72	1.86	1.95	1.90	1.67	1.55	1.82				
14	1.66	1.73	1.74	1.94	1.85	1.86	2.04	2.21	2.09	1.81	1.74					
15	1.79	1.81	1.85	2.09	2.00	2.04	2.25	2.48	2.25	2.00	1.97					
16	1.91	1.89	2.03	2.27	2.15	2.24	2.45	2.71	2.41	2.19	2.16					
17	2.01	2.00	2.16	2.39	2.37	2.39	2.68	2.89	2.54	2.37	2.36					
18	2.07	2.10	2.30	2.53	2.52	2.55	2.88	3.08	2.73	2.60	2.59					
19	2.11	2.24	2.42	2.67	2.67	2.73	3.08	3.22	2.93	2.80	2.78					
20	2.17	2.35	2.50	2.81	2.83	2.93	3.23	3.40	3.11	3.01	2.95					
21	2.24	2.46	2.58	2.92	2.99	3.12	3.38	3.59	3.34	3.19						
22	2.34	2.55	2.67	3.10	3.16	3.27	3.54	3.78	3.54	3.34						
23	2.43	2.63	2.77	3.28	3.34	3.38	3.67	3.96	3.72	3.49						
24	2.52	2.71	2.87	3.38	3.49	3.52	3.83	4.18	3.92							
25	2.62	2.77	3.01	3.55	3.63	3.63	4.00	4.41	4.10							
26	2.71	2.82	3.14	3.68	3.75	3.73	4.16	4.58	4.23							
27	2.80	2.89	3.16	3.84	3.86	3.84	4.35	4.79								
28	2.87	2.96	3.29	3.98	3.97	3.97	4.50	4.96								
29	2.90	3.02	3.40	4.14	4.09	4.11	4.64	5.08								
30	2.95	3.09	3.50	4.19	4.21	4.26	4.79									
31	3.00	3.17	3.61	4.30	4.33	4.40	4.92									
32	3.02	3.20	3.68	4.38	4.47	4.50	5.02									
33	3.08	3.27	3.74	4.46	4.59	4.61										
34	3.14	3.35	3.81	4.57	4.68	4.70										
35	3.15	3.41	3.87	4.66	4.79	4.78										
36	3.21	3.47	3.91	4.76	4.86											
37	3.25	3.52	3.97	4.84	4.93											
38	3.30	3.55	4.03	4.96												
39	3.35	3.58	4.09	5.03												
40	3.39	3.61	4.13	5.13												
41	3.39	3.63	4.18	5.20												
42	3.42	3.66	4.23	5.24												
43	3.45	3.68	4.28													
44	3.47	3.72	4.33													
45	3.48	3.75	4.35													
46	3.50	3.79														
47	3.52	3.80														
48	3.56	3.83														
49	3.58	3.85														
50	3.60	3.85														
51	3.62															
52	3.63															

53	3.64															
Prime Mix(2)	70%	70%	70%	67%	68%	69%	68%	68%	71%	71%	76%	70%	87%	85%	80%	80%

(1) Represents the number of months since the inception of the securitization.

(2) Represents the original percentage of prime automobile contracts securitized within each pool.

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Real Estate Loan Quality

Our mortgage delinquencies over 60 days include both single family and multifamily mortgages. We had 1.58% of total mortgage loans past due over 60 days at March 31, 2003 compared with 1.32%, 1.85% and 1.50% at December 31, 2002, 2001 and 2000, respectively.

Nonperforming Assets

Nonperforming assets, also known as NPAs, consist of repossessed automobiles and real estate owned, also known as REO. REO is carried at lower of cost or fair value. NPAs were $15.4 million at March 31, 2003 compared with $18.8 million, $16.6 million and $14.4 million, at December 31, 2002, 2001 and 2000 respectively. NPAs represented 0.1% of total assets at March 31, 2003 compared with 0.2% at December 31, 2002, 2001 and 2000. There were no impaired loans at March 31, 2003, December 31, 2002, 2001 and 2000.

Nonperforming loans, also known as NPLs, are defined as all nonaccrual loans. This includes mortgage loans 90 days or more past due, impaired loans where full collection of principal and interest is not reasonably assured and Chapter 13 bankruptcy accounts contractually past due over 120 days. For those accounts that are in Chapter 13 bankruptcy that are contractually past due over 120 days, all accrued interest is reversed and income is recognized on a cash basis. When a loan is designated as nonaccrual, all previously accrued but unpaid interest is reversed. For the three months ended March 31, 2003 and 2002, interest on NPLs excluded from interest income was $0.3 million and $0.5 million, respectively. For the years ended December 31, 2002, 2001 and 2000, interest on nonperforming loans excluded from interest income totaled $0.4 million, $0.6 million and $0.5 million, respectively.

Allowance For Credit Losses

Our allowance for credit losses was $281 million at March 31, 2003 compared with $269 million, $178 million and $104 million at December 31, 2002, 2001 and 2000, respectively. We have increased our percentage of allowance for credit losses from 2.1% at December 31, 2000 to 2.8% at March 31, 2003 as we have experienced higher losses in our owned contract portfolio due to a slowing economy. Based on the analysis we performed related to the allowance for credit losses as described under Critical Accounting Policies, we believe that our allowance for credit losses is currently adequate to cover probable losses in our loan portfolio that can be reasonable estimated.

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The following table sets forth the activity in the allowance for credit losses:

	For the Three Months Ended March 31,		For the Year Ended December 31,		
	2003	2002	2002	2001	2000
	(Dollars in thousands)				
Balance at beginning of period	$269,352	$178,218	$ 178,218	$ 104,006	$ 64,217
Chargeoffs:					
Consumer loans	(90,779)	(64,599)	(280,378)	(162,878)	(55,892)
Commercial loans			(511)		
Mortgage loans	(71)	(68)	(260)	(1,024)	(1,234)
	(90,850)	(64,667)	(281,149)	(163,902)	(57,126)
Recoveries:					
Consumer loans	22,599	17,161	66,050	41,120	14,731
Mortgage loans	45			17	51
	22,644	17,161	66,050	41,137	14,782
Net chargeoffs	(68,206)	(47,506)	(215,099)	(122,765)	(42,344)
Provision for credit losses	79,884	65,698	306,233	196,977	82,133
Balance at end of period	$281,030	$196,410	$ 269,352	$ 178,218	$104,006
Ratio of net chargeoffs during the period to average loans owned during the period	2.8%	2.5%	2.6%	2.0%	1.3%
Ratio of allowance for credit losses to loans outstanding at the end of the period	2.8%	2.5%	2.9%	2.4%	2.1%

The allowance for credit losses by loan category was as follows:

	March 31, 2003				December 31, 2002			
	Loan Balance	Loans in Each Category as a % of Total Loans	Allowance	Allowance as a % of Loans	Loan Balance	Loans in Each Category as a % of Total Loans	Allowance	Allowance as a % of Loans
	(Dollars in thousands)							
Consumer loans	$ 9,817,459	96.4%	$273,046	2.8%	$9,063,755	96.0%	$260,502	2.9%
Single family residential	89,279	0.9	3,591	4.0	98,635	1.0	3,912	4.0
Multifamily residential	180,089	1.8	1,315	0.7	184,295	2.0	1,860	1.0
Commercial loans	93,339	0.9	3,078	3.3	97,216	1.0	3,078	3.2
	$10,180,166	100.0%	$281,030	2.8%	$9,443,901	100.0%	$269,352	2.9%

December 31,

	2001				2000			
	Loan Balance	Loans in Each Category as a % of Total Loans	Allowance	Allowance as a % of Loans	Loan Balance	Loans in Each Category as a % of Total Loans	Allowance	Allowance as a % of Loans
	(Dollars in thousands)							
Consumer loans	$7,092,959	94.0%	$167,558	2.4%	$4,309,317	87.5%	$ 83,501	1.9%
Single family residential	151,540	2.0	4,422	2.9	230,854	4.7	8,969	3.9
Multifamily residential	221,915	2.9	3,060	1.4	276,577	5.6	7,510	2.7
Commercial loans	85,312	1.1	3,178	3.7	107,586	2.2	4,026	3.7
	$7,551,726	100.0%	$178,218	2.4%	$4,924,334	100.0%	$104,006	2.1%

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	December 31,							
	1999				1998			
	Loan Balance	Loans in Each Category as a % of Total Loans	Allowance	Allowance as a % of Loans	Loan Balance	Loans in Each Category as a % of Total Loans	Allowance	Allowance as a % of Loans
	(Dollars in thousands)							
Consumer loans held for sale	$1,432,644	65.7%	$31,936	2.2%	$ 856,871	43.0%	$ 6,357	0.7%
Consumer loans	84,025	3.8	8,403	10.0	76,139	3.8	7,614	10.0
Single family residential	285,203	13.1	7,265	2.6	647,376	32.4	5,881	0.9
Multifamily residential	313,099	14.3	13,760	4.4	359,557	18.0	15,467	4.3
Commercial loans	66,927	3.1	2,853	4.3	52,940	2.8	2,341	4.4
	$2,181,898	100.0%	$64,217	2.9%	$1,992,883	100.0%	$37,660	1.9%

The following table presents summarized data relative to the allowances for credit and real estate owned losses at the dates indicated:

	March 31,	December 31,				
	2003	2002	2001	2000	1999	1998
	(Dollars in thousands)					
Total loans(1)	$10,180,166	$9,443,901	$7,551,726	$4,924,334	$2,181,898	$1,992,833
Allowance for credit losses	281,030	269,352	178,218	104,006	64,217	37,660
Allowance for real estate owned losses	100	250	250	250	784	784
Loans past due 60 days or more(2)	71,396	86,199	74,851	37,911	17,514	16,365
Nonperforming loans(3)	52,741	39,231	25,347	9,413	11,279	12,227
Nonperforming assets(4)	15,402	18,807	16,551	14,402	14,034	18,088
Allowance for credit losses as a percent of:						
Total loans	2.8%	2.9%	2.4%	2.1%	2.9%	1.9%
Loans past due 60 days or more	393.6%	312.5%	238.1%	274.3%	366.7%	230.1%
Nonperforming loans	532.8%	686.6%	703.1%	1,104.9%	569.4%	308.0%
Total allowance for credit losses and REO losses as a percent of nonperforming assets	1,825.3%	1,433.5%	1,078.3%	723.9%	463.2%	212.5%
Nonperforming loans as a percent of total loans	0.5%	0.4%	0.3%	0.2%	0.5%	0.6%
Nonperforming assets as a percent of total assets	0.1%	0.2%	0.2%	0.2%	0.3%	0.5%

(1) Loans net of unearned interest and undisbursed loan proceeds.

(2) Excludes Chapter 13 bankruptcy accounts greater than 120 days past due.

(3) All nonperforming loans are on nonaccrual.

(4) Repossessed automobiles and real estate owned, net of allowance.

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Capital Resources and Liquidity

Overview

We require substantial capital resources and cash to support our business. Our ability to maintain positive cash flows from operations is the result of consistent managed growth, favorable loss experience and efficient operations.

Principal Sources of Cash

We employ various sources to fund our operations, including collections of principal and interest from loans, deposits, securitizations, commercial paper, advances from the FHLB, repurchase agreements, subordinated debentures and other borrowings. The sources used vary depending on such factors as rates paid, maturities and the impact on capital.

Collection of Principal and Interest from Loans and MBS

Our primary source of funds is the collection of principal and interest from contracts originated and securitized. These monies are deposited into collection accounts established in connection with each securitization or into our accounts for non-securitized contracts. Pursuant to reinvestment contracts entered into in connection with most securitizations, we receive access to the amounts deposited into collection accounts and amounts held in the spread accounts. We use those amounts so received in our daily operations to fund the purchase of contracts or to cover the day to day costs of operations. If delinquency or chargeoff rates in a securitization exceed established triggers, amounts required to be held in spread accounts will increase, requiring us to pledge additional collateral.

For real estate loans and MBS, principal and interest are deposited into our own accounts and such amounts are also used in our daily operations. Total loan and MBS principal and interest collections totaled $2.1 billion and $1.8 billion for the three months ended March 31, 2003 and 2002, respectively. Such collections totaled $7.5 billion, $6.4 billion and $4.6 billion for the years ended December 31, 2002, 2001 and 2000, respectively. The increase in principal and interest collections is due to an increase in the amount of contracts managed and MBS held by us.

Deposits

We attract both short-term and long-term deposits from the general public, commercial enterprises and institutions by offering a variety of accounts and rates. We offer regular passbook accounts, demand deposit accounts, money market accounts, certificate of deposit accounts and individual retirement accounts. Our retail banking division gathers deposits from 18 retail branch locations throughout Southern California. Our commercial banking division gathers deposits by establishing commercial relationships with businesses located throughout Southern California.

The following table sets forth the amount of our deposits by type at the dates indicated:

	March 31,	December 31,		
	2003	2002	2001	2000
	(Dollars in thousands)			
No minimum term:				
Demand deposit accounts	$ 1,769	$ 1,037	$ 1,124	$ 8,229
Passbook accounts	6,409	6,688	11,192	11,768
Money market accounts	848,613	730,245	858,371	810,169
Noninterest bearing accounts	170,744	165,844	100,170	67,984
Certificate accounts:				
Certificates (30 days to five years)	863,984	878,096	1,154,917	1,414,956
IRAs	94,151	94,082	147,250	165,381
Brokered deposits	99,055	98,992	56,302	
	$2,084,725	$1,974,984	$2,329,326	$2,478,487

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The variety of deposits we offer has allowed us to remain competitive in obtaining funds and has provided us the flexibility to respond to changes in customer demand and competitive pressures. Generally, as other financial institutions, we have become more subject to short-term fluctuations in deposit flows as customers have become more interest rate conscious. Our ability to attract and maintain deposits and control our cost of funds has been, and will continue to be, significantly affected by market conditions.

The following table summarizes our average certificate and money market accounts outstanding:

	For the Three Months Ended March 31,		For the Year Ended December 31,		
	2003	2002	2002	2001	2000
	(Dollars in thousands)				
Average certificate accounts outstanding	$952,783	$1,351,196	$1,220,222	$1,441,256	$1,524,232
Average interest rate paid on certificate accounts	5.77%	4.74%	5.23%	5.82%	5.96%
Average money market accounts outstanding	$810,176	$ 761,622	$ 748,814	$ 750,924	$ 788,603
Average interest rate paid on money market accounts	1.58%	2.25%	1.97%	3.82%	5.35%

Deposit accounts, subject to certain FDIC attribution rules, are insured by the FDIC up to $100,000 per customer. Our maturities of certificate accounts greater than or equal to $100,000 were as follows:

	March 31,	December 31,		
	2003	2002	2001	2000
	(Dollars in thousands)			
Three months or less	$ 2,067	$ 1,970	$ 6,007	$ 845
Over three months through six months	1,965	2,129	5,126	3,427
Over six months through one year	179,624	180,374	237,831	247,768
Over one year through three years	114,859	119,083	168,008	278,428
Over three years	1,830	1,726	9,522	9,883
	$300,345	$305,282	$426,494	$540,351

Automobile Contract Sales and Securitizations

Our business depends on our ability to aggregate and securitize contracts in the form of asset-backed securities. These transactions generate cash proceeds that allow us to repay amounts borrowed and to purchase additional contracts. Since 1985, we have securitized over $31 billion of automobile contracts in 59 public offerings, making us the fourth largest issuer of such securities in the nation.

Borrowings and Other Sources of Funds

Our other sources of funds include commercial paper, advances from the FHLB, sales of securities under agreements to repurchase, other borrowings and cash generated from operations. We select from among these funding alternatives based on the timing and duration of our cash needs, as well as the costs, maturities and other requirements of each funding source.

The FHLB system functions in a reserve capacity for savings institutions. As a member, we are required to own capital stock in the FHLB and are authorized to apply for advances from the FHLB on security of such stock and on certain residential mortgage loans. The Bank has been pre-approved for advances up to 25% of its assets, based on remaining availability under credit facilities established by the Bank with the FHLB, with 24 hours notice. Such borrowings may be made pursuant to several different programs offered from time to time by the FHLB. Additional funds are available subject to additional collateral and other requirements. Each credit program has its own interest rate, which may be fixed or variable, and range of maturities. The FHLB prescribes the acceptable uses to which advances pursuant to each program may be put, as well as limitations on the sizes of advances and repayment provisions.

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Federal regulations have been promulgated which connect CRA performance with access to long-term advances from the FHLB to member institutions. The Bank received a satisfactory rating in its most recent CRA evaluation.

Subordinated Debentures

In 1993, the Bank issued $125 million of 8.5% subordinated debentures due in 2003. The Bank redeemed these subordinated debentures in July 2001. In 1998 and 2002, the Bank issued $150 million of 8.875% and $300 million of 9.625% subordinated capital debentures due in 2007 and 2012, respectively. At March 31, 2003, $104 million and $300 million were outstanding on the subordinated debentures due in 2007 and 2012, respectively, excluding discounts and issue costs. In addition to providing additional liquidity, the Bank is permitted to include $378 million of these debentures in supplementary capital for purposes of determining compliance with risk-based capital requirements. The Bank s subordinated debentures are included in Tier II capital for regulatory purposes. However, during each of the five years prior to maturity, 20% of the amount included in Tier II capital is excluded for regulatory purposes. See Business Supervision and Regulation The Bank Regulatory Capital Requirements.

Conduit Financing

We have previously entered into secured conduit financing transactions using an automobile receivable securitization structure for short-term financing needs. For the years ended December 31, 2002 and 2001, we issued $775 million and $650 million, respectively, of notes secured by contracts through conduit facilities established in January 2002 and December 2001, respectively. We terminated the December 2001 facility in March 2002 in conjunction with a $1.8 billion public asset-backed securitization. The January 2002 facility was terminated in May 2002 in conjunction with a $1.8 billion public asset-backed securitization. We have not entered into a secured conduit financing in 2003.

Principal Uses of Cash

Acquisition of Loans and Investment Securities

Our most significant use of cash is for the acquisition of contracts, MBS and other investment securities. Loan originations totaled $1.5 billion and $1.3 billion for the three months ended March 31, 2003 and 2002, respectively. Loan originations totaled $5.8 billion, $5.2 billion and $4.5 billion for the years ended December 31, 2002, 2001 and 2000, respectively. We purchased $519 million and $355 million of MBS and other investment securities for the three months ended March 31, 2003 and 2002, respectively. We purchased $1.6 billion, $1.2 billion and $963 million of MBS and other investment securities for the years ended December 31, 2002, 2001 and 2000, respectively.

Payments of Principal and Interest on Securitizations

Under the terms of our reinvestment contract, we fund quarterly payments of interest and principal to security holders derived from the cash flows received on the securitized contracts that we service. Payments of principal and interest to security holders totaled $1.1 billion and $1.6 billion for the three months ended March 31, 2003 and 2002, respectively. Payments of principal and interest to security holders totaled $5.6 billion, $3.7 billion and $2.7 billion for the years ended December 31, 2002, 2001 and 2000, respectively. Payments of principal and interest have increased as a result of an increase in the amount of automobile asset-backed securities outstanding.

Amounts Paid to Dealers

Consistent with industry practice, we generally pay dealer participation to the originating dealer for each contract purchased. Participation paid to dealers totaled $32.0 million and $29.6 million for the three month ended March 31, 2003 and 2002, respectively. Participation paid to dealers totaled $129 million, $121 million and $100 million for the years ended December 31, 2002, 2001 and 2000, respectively. Typically, the acquisition of prime quality contracts higher up the prime credit quality spectrum requires a higher amount of participation paid to the dealers due to increased level of competition for such contracts.

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The amount of participation paid to dealers increased primarily as a result of an increase in the amount of contracts purchased.

Advances Due to Servicer

As the servicer of securitized contracts, we periodically make advances to the securitization trusts to provide for temporary delays in the receipt of required payments by borrowers in accordance with servicing agreements. We receive reimbursement of these advances through payments from the obligors on the contracts or from the trustee at the time a contract liquidates.

Operating Our Business

Our largest operating expenditure is salaries and benefits paid to our associates. Other expenditures include occupancy, collection, repossession, telephone and data processing costs. We also use substantial amounts of cash in capital expenditures for automation and new technologies to remain competitive and to become more efficient. See Business Our Business Strategy Create Operating Efficiencies Through Technology and Best Practices.

Capital Requirements

The Bank is a federally chartered savings bank. As such, it is subject to certain minimum capital requirements imposed by the Financial Institutions Reform, Recovery and Enforcement Act, also known as FIRREA, and the Federal Deposit Insurance Corporation Improvement Act, also known as FDICIA. FDICIA separates all financial institutions into one of five capital categories: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. In order to be considered well capitalized, a financial institution must have a total risk-based capital ratio of 10.0% or greater, a tier 1 risk-based capital ratio of 6.0% or greater, a core capital ratio of 5.0% or greater and not be subject to any OTS order. The Bank currently meets all requirements of a well capitalized financial institution. See Supervision and Regulation Regulatory Capital Requirements.

The following table summarizes the Bank s actual capital and required capital as of March 31, 2003, December 31, 2002, 2001 and 2000:

	Tangible Capital	Core Capital	Tier 1 Risk-Based Capital	Risk-Based Capital
		(Dollars in thousands)		
March 31, 2003				
Actual Capital:				
Amount	$745,429	$745,429	$742,421	$1,238,280
Capital ratio	6.12%	6.12%	7.90%	13.17%
FIRREA minimum required capital:				
Amount	$182,795	$365,590	N/A	$ 751,992
Capital ratio	1.50%	3.00%	N/A	8.00%
Excess	$562,634	$379,839	N/A	$ 486,288
FDICIA well capitalized required capital:				
Amount	N/A	$609,317	$563,994	$ 939,991
Capital ratio	N/A	5.00%	6.00%	10.00%
Excess	N/A	$136,112	$178,427	$ 298,289
December 31, 2002				
Actual Capital:				
Amount	$728,631	$728,631	$655,142	$1,143,345
Capital ratio	6.43%	6.43%	7.67%	13.38%
FIRREA minimum required capital:				
Amount	$169,991	$339,981	N/A	$ 683,481
Capital ratio	1.50%	3.00%	N/A	8.00%
Excess	$558,640	$388,650	N/A	$ 459,864

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	Tangible Capital	Core Capital	Tier 1 Risk-Based Capital	Risk-Based Capital
		(Dollars in thousands)		
FDICIA well capitalized required capital:				
Amount	N/A	$566,635	$512,611	$854,351
Capital ratio	N/A	5.00%	6.00%	10.00%
Excess	N/A	$161,996	$142,531	$288,994
December 31, 2001				
Actual Capital:				
Amount	$602,491	$602,491	$602,491	$841,144
Capital ratio	7.29%	7.29%	8.49%	11.86%
FIRREA minimum required capital:				
Amount	$123,957	$247,915	N/A	$567,523
Capital ratio	1.50%	3.00%	N/A	8.00%
Excess	$478,534	$354,576	N/A	$273,621
FDICIA well capitalized required capital:				
Amount	N/A	$413,192	$425,642	$709,404
Capital ratio	N/A	5.00%	6.00%	10.00%
Excess	N/A	$189,299	$176,849	$131,740
December 31, 2000				
Actual Capital:				
Amount	$533,571	$533,571	$533,571	$780,317
Capital ratio	8.03%	8.03%	8.32%	12.16%
FIRREA minimum required capital:				
Amount	$ 99,664	$199,327	N/A	$513,242
Capital ratio	1.50%	3.00%	N/A	8.00%
Excess	$433,907	$334,244	N/A	$267,075
FDICIA well capitalized required capital:				
Amount	N/A	$332,212	$384,931	$641,552
Capital ratio	N/A	5.00%	6.00%	10.00%
Excess	N/A	$201,359	$148,640	$138,765

The following table reconciles the Bank s capital in accordance with GAAP to the Bank s tangible, core and risk-based capital:

	March 31,	December 31,		
	2003	2002	2001	2000
		(Dollars in thousands)		
Bank shareholder s equity GAAP basis	$ 549,044	$ 532,902	$472,132	$462,226
Plus: net unrealized losses	90,744	94,220	52,214	14,816
Plus: minority interest in equity of subsidiaries	105,798	101,666	78,261	56,644
Less: non-permissible activities	(157)	(157)	(116)	(115)
Total tangible and core capital	745,429	728,631	602,491	533,571
Adjustments for risk-based capital:				
Subordinated debentures(1)	380,314	380,314	149,554	166,497
General loan valuation allowance(2)	119,170	107,889	89,099	80,249
Low-level recourse deduction	(7,013)	(73,489)		
Risk-based capital	$1,237,900	$1,143,345	$841,144	$780,317

(1) Excludes capitalized discounts and issue costs.

(2) Limited to 1.25% of risk-weighted assets.

We manage the Bank to higher internal capital targets than the standards defined by FDICIA for qualification as well capitalized. Starting in the fifth year prior to maturity, 20% per year of the principal amount of subordinated debentures outstanding can no longer be included as tier II capital. As a result, we

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will need to replace that capital in order to maintain the current capital levels of the Bank. Capital can be increased through increases in retained earnings and from the issuance of equity and new subordinated debentures. In addition, the amount of capital required can be reduced through sales of assets.

Quantitative and Qualitative Disclosure About Market Risk

Fluctuations in interest rates and early prepayment of contracts are the primary market risks facing us. Our Credit and Pricing Committee is responsible for setting credit and pricing policies and for monitoring credit quality. Our Asset/ Liability Committee is responsible for the management of interest rate and prepayment risks. Asset/ liability management is the process of measuring and controlling interest rate risk through matching the maturity and repricing characteristics of interest earning assets with those of interest bearing liabilities.

The Asset/ Liability Committee closely monitors interest rate and prepayment risks and recommends policies for managing such risks. The primary measurement tool for evaluating this risk is the use of interest rate shock analysis. This analysis simulates the effects of an instantaneous and sustained change in interest rates (in increments of 100 basis points) on our assets and liabilities and measures the resulting increase or decrease to our net portfolio value, also known as NPV. NPV is the discounted value of the future cash flows (or paths of cash flows in the presence of options based on volatility assumptions and an arbitrage free Monte Carlo simulation method to achieve the current market price) of all assets minus all liabilities whose value is affected by interest rate changes plus the book value of non-interest rate sensitive assets minus the book value of non-interest rate sensitive liabilities. It should be noted that shock analysis is objective but not entirely realistic in that it assumes an instantaneous and isolated set of events. The NPV ratio is the ratio of the NPV to the market value of our assets as calculated above. In general, an increase in interest rates would more adversely affect our NPV than would a decrease in interest rates.

Another important measurement of our interest rate risk is GAP analysis. GAP is defined as the difference between the amount of interest sensitive assets that reprice versus the amount of interest sensitive liabilities that also reprice within a defined period of time. We have more interest sensitive liabilities rather than assets repricing in shorter term maturity buckets and more interest sensitive assets rather than liabilities repricing in longer term maturity buckets.

The Asset/ Liability Committee monitors our hedging activities to ensure that the value of hedges, their correlation to the loans being hedged and the amounts being hedged continue to provide effective protection against interest rate risk. The amount and timing of hedging transactions are determined by our senior management based upon the monitoring activities of the Asset/ Liability Committee. As a result of our approach to interest rate risk management and our hedging strategies, we do not anticipate that changes in interest rates will materially affect our results of operations or liquidity, although we can provide no assurance in this regard.

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The following table summarizes our maturity GAP position:

	Interest Rate Sensitivity Analysis at March 31, 2003					
	Within 3 Months	3 Months to 1 Year	1 Year to 3 Years	3 Years to 5 Years	After 5 Years	Total
	(Dollars in thousands)					
Interest earning assets:						
Investment securities	$ 6,017				$ 1,020	$ 7,037
Other investments	45,694	$ 509				46,203
Mortgage-backed securities	477,780	818,416	$ 1,056,951	$ 284,438	152,725	2,790,310
Total investments	529,491	818,925	1,056,951	284,438	153,745	2,843,550
Consumer loans(1)	684,854	2,696,179	4,644,513	1,742,267	49,646	9,817,459
Mortgage loans:						
Adjustable rate(2)	208,830	34,284				243,114
Fixed rate(2)	1,825	3,930	11,609	1,552	1,529	20,445
Construction loans(2)	5,809					5,809
Commercial loans(2)	87,947	3,399	706	242	1,045	93,339
Total interest earning assets	1,518,756	3,556,717	5,713,779	2,028,499	205,965	13,023,716
Interest bearing liabilities:						
Deposits:						
Passbook accounts(3)	678	2,444	3,287			6,409
Demand deposit and money market accounts(3)	163,661	253,080	433,641			850,382
Certificate accounts(4)	187,796	816,547	48,110	4,737		1,057,190
FHLB advances(4)	280,000				2,742	282,742
Securities sold under agreements to repurchase(4)	226,783					226,783
Subordinated debentures(4)				102,476	294,930	397,406
Notes payable on automobile secured financing(4)	3,209,852	2,215,154	3,183,127	657,592		9,265,725
Other borrowings(4)	5,741					5,741
Total interest bearing liabilities	4,074,511	3,287,225	3,668,165	764,805	297,672	12,092,378
Excess interest earning/ bearing assets (liabilities)	(2,555,755)	269,492	2,045,614	1,263,694	(91,707)	931,338
Effect of hedging activities(5)	2,669,736	(884,925)	(1,040,962)	(398,849)	(345,000)	
Hedged excess (deficit)	$ 113,981	$ (615,433)	$ 1,004,652	$ 864,845	$ (436,707)	$ 931,338
Cumulative excess	$ 113,981	$ (501,452)	$ 503,200	$ 1,368,045	$ 931,338	$ 931,338
Cumulative excess as a percentage of total interest	0.88%	(3.85)%	3.86%	10.50%	7.15%	7.15%

earning assets

(1) Based on contractual maturities adjusted by our historical prepayment rate.

(2) Based on interest rate repricing adjusted for projected prepayments.

(3) Based on assumptions established by the OTS.

(4) Based on contractual maturity.

(5) Includes effect of interest rate swaps designated against deposits and securities sold under agreements to repurchase.

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BUSINESS

General

We are a diversified financial services holding company that provides automobile lending services through our second-tier subsidiary, WFS, and retail and commercial banking services through our wholly owned subsidiary, the Bank. The Bank currently owns 84% of the capital stock of WFS.

Automobile Lending Operations

We are one of the nation s largest independent automobile finance companies with over 30 years of experience in the automobile finance industry. We believe the automobile finance industry is the second largest consumer finance industry in the United States with over $895 billion of loan and lease originations during 2002. We originate new and pre-owned automobile contracts through our relationships with approximately 8,000 franchised and independent automobile dealers nationwide. We originated $1.4 billion of contracts during the first quarter in 2003 and owned a portfolio of $9.7 billion contracts at March 31, 2003.

For the three months ended March 31, 2003, approximately 28% of our contract originations were for the purchase of new automobiles and approximately 72% of our contract originations were for the purchase of pre-owned automobiles. Approximately 82% of our contract originations were what we refer to as prime contracts and approximately 18% of our contract originations were what we refer to as non-prime contracts. Our determination of whether a contract is categorized as prime, non-prime or other is based on a number of factors including the borrower s credit history and our expectation of credit loss.

We underwrite contracts through a credit approval process that is supported and controlled by a centralized, automated front-end system. This system incorporates proprietary credit scoring models and industry credit scoring models and tools, which enhance our credit analysts ability to tailor each contract s pricing and structure to maximize risk-adjusted returns. We believe that as a result of our sophisticated credit and underwriting systems, we are able to earn attractive risk-adjusted returns on our contracts. For the trailing twelve months ended March 31, 2003, the average net interest spread on our automobile

contract originations was 8.39% and the net interest spread on our managed automobile portfolio was 6.76% while net credit losses averaged 2.86% for the same period.

We structure our business to minimize operating costs while providing high quality service to our dealers. Those aspects of our business that require a local market presence are performed on a decentralized basis in our 41 offices. All other operations are centralized. We fund our purchases of contracts, on an interim basis, with deposits raised through our banking operations, which are insured by the FDIC, and other borrowings. For long-term financing, we issue automobile contract asset-backed securities. Since 1985, we have sold or securitized over $31 billion of contracts in 59 public offerings of asset-backed securities, making us the fourth largest issuer of such securities in the nation. We have employed a range of securitization structures and our most recent $1.5 billion issuance of asset-backed securities was structured as a senior/subordinated transaction with a weighted average interest rate of 2.13%.

The following table presents a summary of our automobile contracts purchased:

	For the Three Months Ended March 31,		For the Year Ended December 31,		
	2003	2002	2002	2001	2000
			(Dollars in thousands)		
New vehicles	$ 385,119	$ 323,267	$1,548,372	$1,208,753	$1,028,394
Pre-owned vehicles	966,934	942,259	3,867,362	3,654,526	3,190,833
Total volume	$1,352,053	$1,265,526	$5,415,734	$4,863,279	$4,219,227
Prime automobile contracts	$1,114,284	$1,005,287	$4,346,212	$3,675,351	$2,900,960
Non-prime automobile contracts	237,769	260,239	1,069,522	1,187,928	1,318,267
Total volume	$1,352,053	$1,265,526	$5,415,734	$4,863,279	$4,219,227

Bank Operations

The primary focus of our banking operations is to generate diverse, low-cost funds to provide the liquidity needed to fund our acquisition of contracts. The Bank has the ability to raise significant amounts of liquidity by attracting both short-term and long-term deposits from the general public, commercial enterprises and institutions by offering a variety of accounts and rates. These funds are generated through the Bank s retail and commercial banking divisions. The Bank also may raise funds by obtaining advances from the FHLB, selling securities under agreements to repurchase and utilizing other borrowings. The Bank s retail banking division serves the needs of individuals and small businesses by offering a broad range of products through 18 retail branches located throughout Southern California. The Bank s commercial banking division focuses on medium-sized businesses in Southern California. At March 31, 2003, the total deposits gathered by both the retail and commercial banking divisions were $2.1 billion. Approximately 86% of these accounts were demand deposits, money market accounts and certificate of deposit accounts under $100,000 in principal, which we believe represents a stable and attractive source of funding.

The Bank also invests deposits generated by its retail and commercial banking divisions in mortgage-backed securities. Our investment in mortgage-backed securities, together with the cash balances that we maintain, create a significant liquidity portfolio that provides us with additional funding security. Net interest income from bank operations totaled $10.5 million and $14.7 million for the three months ended March 31, 2003 and 2002, respectively. Net interest income totaled $57.0 million, $45.7 million and $26.3 million for the years ended December 31, 2002, 2001 and 2000, respectively. Net interest income from bank operations represented 6% and 10% of our total net interest income on a consolidated basis for the three months ended March 31, 2003 and 2002. Net interest income from bank operations represented 9%, 10% and 21% of our total net interest income for the years ended December 31, 2002, 2001 and 2000, respectively.

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The History of Westcorp

Western Thrift & Loan Association, a California-licensed thrift and loan association, was founded in 1972. In 1973, Western Thrift Financial Corporation was formed as the holding company for Western Thrift & Loan Association. It later changed its name to Westcorp. In 1982, Westcorp acquired Evergreen Savings and Loan Association, a California-licensed savings and loan association, which became its wholly owned subsidiary. The activities of Western Thrift & Loan Association were merged into Evergreen Savings and Loan Association in 1982, and Evergreen Savings and Loan Association s name was changed ultimately to Western Financial Bank.

Western Thrift & Loan Association was involved in automobile finance activities from its incorporation until its merger with Evergreen Savings and Loan Association. Since such time, the Bank continued the automobile finance activities of Western Thrift & Loan Association. In 1988, Westcorp Financial Services, Inc. was incorporated as a wholly owned consumer finance subsidiary of the Bank to provide non-prime automobile finance services, a market not serviced by the Bank s automobile finance division.

In 1995, the Bank transferred its automobile finance division to Westcorp Financial Services, Inc., which changed its name to WFS Financial Inc. In connection with that restructuring, the Bank transferred to WFS all assets relating to its automobile finance division, including the contracts held on balance sheet and all interests in the excess spread payable from outstanding securitization transactions. The Bank also transferred all of the outstanding stock of WFS Financial Auto Loans, Inc., also known as WFAL, and WFAL2, the securitization entities, thereby making these companies subsidiaries of WFS. In 1995, WFS sold approximately 20% of its shares in a public offering. At March 31, 2003, the Bank owned 84% of the common stock of WFS.

On July 17, 2002, Westcorp announced a proposal, authorized by a special committee of Westcorp s independent directors, to combine Westcorp and WFS, whereby the public holders of WFS common stock would have received, in exchange for their shares of WFS common stock, shares of Westcorp common stock. On September 26, 2002, Westcorp withdrew the proposal and terminated discussions with the independent director special committee of WFS because the special committees were unable to reach an agreement on a mutually acceptable exchange ratio for the proposed transaction. Westcorp continues to evaluate its overall corporate structure, including the merits of a potential combination with or other alternatives involving WFS that, if consummated, could affect the shareholders of Westcorp depending upon the structure of the transaction and consideration received.

Market and Competition

The automobile finance industry is generally segmented according to the type of vehicle sold (new versus pre-owned) and the credit characteristics of the borrower (prime, non-prime or subprime). Based upon industry data, we believe that during 2002, prime, non-prime and subprime loan originations in the United States were $600 billion, $160 billion and $135 billion, respectively. The United States captive automobile finance companies, General Motors Acceptance Corporation, Ford Motor Credit Company and Chrysler Credit Corporation account for approximately 39% of the automobile finance market. We believe that the balance of the market is highly fragmented and that no other market participant has greater than a 5% market share. Other market participants include the captive automobile finance companies of other manufacturers, banks, credit unions, independent automobile finance companies and other financial institutions.

Our dealer servicing and underwriting capabilities and systems enable us to compete effectively in the automobile finance market. Our ability to compete successfully depends largely upon our strong personal relationships with dealers and their willingness to offer us contracts that meet our underwriting criteria. These relationships are fostered by the promptness with which we process and fund contracts, as well as the flexibility and scope of the programs we offer. We purchase the full spectrum of prime and non-prime contracts secured by both new and pre-owned vehicles.

The competition for contracts available within the prime and non-prime credit quality contract spectrum is more intense when the rate of automobile sales declines. Although we have experienced consistent growth for many years, we can give no assurance that we will continue to do so. Several of our

competitors have greater financial resources than we have and may have a lower cost of funds. Many of our competitors also have longstanding relationships with automobile dealers and may offer dealers or their customers other forms of financing or services not provided by us. The finance company that provides floor planning for the dealer s inventory is ordinarily one of the dealer s primary sources of financing for automobile sales. We do not currently provide financing on dealers inventories. We also must compete with dealer interest rate subsidy programs offered by the captive automobile finance companies. However, these programs are not generally offered on pre-owned vehicles and are limited to certain models or loan terms that may not be attractive to many new automobile purchasers.

Competition in the retail banking business comes primarily from commercial banks, credit unions, savings and loan associations, mutual funds and corporate and government securities markets. Many of the nation s largest savings and loan associations and other depository institutions have locations in Southern California. We compete for deposits primarily on the basis of interest rates paid and the quality of service provided to our customers. We do not rely on any individual, group or entity for a material portion of our deposits.

Competition in the commercial banking business comes primarily from other commercial banks that maintain a presence in Southern California. In general, many commercial banks are more sizable institutions with larger lending capacities and depository services. We have differentiated ourselves by providing high quality service, local relationship management, prompt credit decisions and competitive rates on both loans and depository products.

Our Business Strategy

Our business objective is to maximize long-term profitability by efficiently purchasing and servicing prime and non-prime contracts that generate strong and consistent risk-adjusted returns. We achieve this objective by employing our business strategy, which includes the following key elements:

produce consistent growth through our strong dealer relationships;

price contracts to maximize risk-adjusted returns by using advanced technology and experienced underwriters;

create operating efficiencies through technology and best practices;

generate low cost liquidity through diverse funding sources, including positive operating cash flows; and

record high quality earnings and maintain a conservative, well-capitalized balance sheet.

Produce Consistent Growth Through Our Strong Dealer Relationships

Over the past five years, we have experienced a compounded annual growth rate in contract purchases of 19%. We provide a high degree of personalized service to our dealer base by marketing, underwriting and purchasing contracts on a local level. Our focus is to provide each dealer superior service by providing a single source of contact to meet the dealer s prime and non-prime financing needs. We believe that the level of our service surpasses that of our competitors by making our business development representatives available any time a dealer is open, making prompt credit decisions, negotiating credit decisions within available programs by providing structural alternatives and funding promptly.

	For the Three Months Ended March 31,		Year Ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
	(Dollars in thousands, except per share amounts)						
Total automobile contract portfolio managed	$9,650,229	$8,405,634	$9,389,974	$8,152,882	$6,818,182	$5,354,385	$4,367,099
Percentage growth	14.8%	16.9%	15.2%	19.6%	27.3%	22.6%	
Total automobile contract originations	$1,352,053	$1,265,526	$5,415,734	$4,863,279	$4,219,227	$3,340,146	$2,670,696
Percentage growth	6.8%	7.0%	11.4%	15.3%	26.3%	25.1%	

Growth of originations is primarily through increased dealer penetration. We intend to increase contract purchases from our current dealer base as well as develop new dealer relationships. Prior to 1995,

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we originated contracts in seven, primarily western states. Subsequently, we increased our geographic penetration nationwide. Although our presence is well-established throughout the country, we believe that we still have opportunities to build market share, especially in those states that we entered since 1994. In addition, we have improved our dealer education and delivery systems in order to increase the ratio of contracts purchased to the number of applications received from a dealer, thereby improving the efficiency of our dealer relationships. We are also seeking to increase contract purchases through new dealer programs targeting high volume, multiple location dealers. These programs focus on creating relationships with dealers to achieve higher contract originations and improving efficiencies. On a limited basis, we also originate loans directly from consumers and purchase loans from other automobile finance companies. Additionally, we continue to explore other distribution channels, including the Internet. In December 2001, we acquired an interest in DealerTrack Holdings, Inc., also known as DealerTrack, an Internet business-to-business portal that brings together finance companies and dealers. DealerTrack has signed up 30 finance companies and 20,500 dealers. As of March 31, 2003, we owned approximately 6.5% of DealerTrack. Currently, approximately 60% of our applications are processed through DealerTrack.

We are the largest originator of pre-owned automobile contracts in California. Our leading market share in California provides us with economies of scale, thereby enabling us to earn a higher risk adjusted margin in this market. We are seeking to expand our market shares in other states to achieve similar economies of scale.

Price Automobile Contracts to Maximize Risk-Adjusted Returns by Using Advanced Technology and Experienced Underwriters

Quality underwriting and servicing are essential to effectively assess and price for risk and to maximize risk-adjusted returns. We rely on a combination of credit scoring models, system-controlled underwriting policies and the judgment of our trained credit analysts to make risk-based credit and pricing decisions. We use credit scoring to differentiate applicants and to rank order credit risk in terms of expected default probability. Based upon this statistical assessment of credit risk, the underwriter is able to appropriately tailor contract pricing and structure.

To achieve the return anticipated at origination, we have developed a disciplined behavioral servicing process for the early identification and cure of delinquent contracts and for loss mitigation. In addition, we provide credit and profitability incentives to our associates to make decisions consistent with our underwriting policies by offering bonuses based both on individual and company performance.

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The following table shows the improvement in risk adjusted margins on contracts originated over the past several years:

	For the Three Months Ended March 31,		Year Ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
Weighted average coupon(1)	10.60%	11.70%	11.35%	12.74%	13.95%	13.57%	13.44%
Interest on borrowings(1)	2.78	4.32	3.74	5.37	6.74	6.08	5.89
Net interest margins	7.82	7.38	7.61	7.37	7.21	7.49	7.55
Credit losses(2)	2.86	2.76	2.77	2.27	1.91	2.13	3.42
Risk-adjusted margins	4.96%	4.62%	4.84%	5.10%	5.30%	5.36%	4.13%

(1) Represents the rate on contracts originated during the periods indicated.

(2) Represents the rate on managed automobile contracts during the periods indicated.

Create Operating Efficiencies Through Technology and Best Practices

Since 1997, we have evaluated all aspects of our operations in order to streamline processes and employ best practices throughout the organization. Our key technology systems implemented through this process include:

- automated front-end loan origination system that calculates borrower ratios, maintains lending parameters and approval limits, accepts electronic applications and directs applications to the appropriate credit analyst, all of which have reduced the cost of receiving, underwriting and funding contracts;

- custom designed proprietary scoring models that rank order the risk of loss occurring on a particular contract;

- behavioral delinquency management system, which improves our ability to queue accounts according to the level of risk, monitor collector performance and track delinquent automobile accounts;

- centralized and upgraded borrower services department, which includes remittance processing, interactive voice response technology and direct debit services;

- centralized imaging system that provides for the electronic retention and retrieval of account records; and

- data warehouse that provides analytical tools necessary to evaluate performance of our portfolio by multiple dimensions.

As a result of these efforts, we have reduced our operating costs as a percent of managed loans to 2.8% during the first quarter of 2003 from a high of 4.3% during the second quarter of 1998. We have substantially completed the implementation of our loan systems and major changes to business practices. We will, however, continue to evaluate new technology and best practices to further improve our operating efficiencies.

Generate Low Cost Liquidity Through Positive Operating Cash Flows and Diverse Funding Sources

Cash flows from our automobile operations provide a significant source of liquidity for us. We are able to raise additional liquidity through the asset-backed securities market. Our most recent issuance of $1.5 billion of asset-backed securities was structured as a senior/ subordinated transaction with a weighted average interest rate of 2.13%. Over the last twelve months we have had an average of approximately $500 million of unencumbered automobile contracts on our balance sheet. Securitizing or warehousing these assets would also provide a further source of liquidity. We accessed the unsecured markets in May 2002 and issued $300 million of 9.625% senior/subordinated. In addition, the Bank provides liquidity through its retail and commercial banking divisions in the form of deposits. The

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Bank also had at March 31, 2003, a $2.8 billion mortgage-backed securities portfolio that it can use to obtain advances from

52.1

the FHLB and securities repurchase agreements. These significant and diverse sources of funds provide us with additional funding security.

Record High Quality Earnings and Maintain a Conservative, Well-capitalized Balance Sheet

Presenting high quality earnings and maintaining a conservative and well-capitalized balance sheet have been our focus since our founding in 1972. We believe that this strategy ensures success over the long term rather than providing extraordinary short-term results. Components of this strategy include accounting for our automobile securitizations as secured financings, rather than sales, maintaining appropriate allowances for credit losses and holding strong regulatory capital levels.

Since March 2000, we have structured our automobile contract securitizations as secured financings. By accounting for these securitizations as secured financings, the contracts and asset-backed notes issued remain on our balance sheet with the earnings of the contracts in the trust and the related financing costs reflected over the life of the underlying pool of contracts as net interest income on our Consolidated Statements of Income. Additionally, no RISA is recorded on the balance sheet with a corresponding non-cash gain on sale. The RISA must be written off over the life of a securitization. This asset is subject to impairment if assumptions made about the performance of a securitization are not realized. At December 31, 2002, the RISA created from asset-backed securities issued prior to April 2000 had been fully amortized. This compares with a high of $181 million or 30% of equity, net of tax, in 1997.

Our allowance for credit losses was $281 million at March 31, 2003 compared with $269 million, $178 million and $104 million at December 31, 2002, 2001 and 2000, respectively. The increase in the allowance for credit losses was the result of a higher level of automobile contracts held on balance sheet as well as higher chargeoffs related to a slowing economy. The allowance for credit losses as a percentage of owned loans outstanding was 2.8% at March 31, 2003 compared with 2.9%, 2.4% and 2.1% at December 31, 2002, 2001 and 2000, respectively. Based on the analysis we performed related to the allowance for credit losses as described under Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies , we believe that our allowance for credit losses is currently adequate to cover probable losses in our loan portfolio that can be reasonably estimated.

Operations

Automobile Lending

Locations

We currently originate contracts nationwide through our 41 offices. Each regional business center manager is accountable for the performance of contracts originated in that office throughout the life of the contracts, including acquisition, underwriting, funding and collection. We have two national service centers located in California and Texas with functions including data verification, records management, remittance processing, customer service call centers, automated dialers and asset recovery. We also maintain three regional bankruptcy and remarketing centers. Our corporate offices are located in Irvine, California.

Business Development

Our business development representatives are responsible for improving our relationship with existing dealers and enrolling and educating new dealers to increase the number of contracts originated. Business development managers within each regional business center provide direct management oversight to each business development representative. In addition, the director of sales and marketing provides oversight management to ensure that all business development managers and representatives are following overall corporate guidelines.

Business development representatives target selected dealers within their territory based upon volume, potential for business, financing needs of the dealers, and competitors that are doing business with such dealers. Before we decide to do business with a new dealer, we perform a review process of the dealer and its business. If we then determine to proceed, we enter into a non-exclusive dealership agreement with the dealer. This agreement contains certain representations regarding the contracts the dealer will sell to us.

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Due to the non-exclusive nature of our relationship with dealers, the dealers retain discretion to determine whether to sell contracts to us or another financial institution. The business development representative is responsible for educating the dealers finance managers about the types of contracts that meet our underwriting standards. This education process helps to ensure that we minimize the number of applications we receive that are outside of our underwriting guidelines, thereby increasing our efficiency and lowering our overall cost to originate contracts.

After this relationship is established, the business development representative continues to actively monitor the relationship with the objective of maximizing the overall profitability of each dealer relationship within his or her territory. This includes ensuring that a significant number of approved applications received from each dealer are actually converted into contracts by us, ensuring that the type of contracts received meets our underwriting standards, monitoring the risk-based pricing of contracts acquired and reviewing the actual performance of the contracts purchased. To the extent that a dealer does not meet our minimum conversion ratio, lending volume standards or overall profitability, the dealer may be precluded from sending us applications in the future. For the trailing 12 months ended March 31, 2003 our dealer base increased from approximately 7,600 to 8,000, primarily as a result of us expanding our nationwide presence. Our increase in volume is the result of funding more contracts from dealers that meet our standards and increasing our dealer base.

Underwriting and Purchasing of Automobile Contracts

The underwriting process begins when an application is sent to us via the Internet or faxed to our data entry service provider. During 2002, we outsourced our data entry process to a third-party provider to maximize efficiencies and reduce our costs due to the decreased volume of applications received via fax. Internet applications are automatically loaded into our front-end underwriting computer system. Our data entry service provider enters the applicant information from faxed applications into our front-end system. Once the application is in the front-end system, the system automatically obtains credit bureau information on the applicant and calculates our proprietary credit score.

We use credit scoring to differentiate credit applicants and to rank order credit risk in terms of expected default probabilities. This enables us to tailor contract pricing and structure according to our statistical assessment of credit risk. For example, a consumer with a lower score would indicate a higher probability of default; therefore, we would structure and price the transaction to compensate for this higher default risk. Multiple scorecards are used to accommodate the full spectrum of contracts we purchase. In addition to a credit score, the system highlights certain aspects of the credit application that have historically impacted the credit worthiness of the borrower.

Credit analysts are responsible for properly structuring and pricing deals to meet our risk-based criteria. They review the information, structure and price of an application and determine whether to approve, decline or make a counteroffer to the dealer. Each credit analyst s lending levels and approval authorities are established based on the individual s credit experience and portfolio performance, credit manager audit results and quality control review results. Higher levels of approvals are required for higher credit risk and are controlled by system driven parameters and limits. System driven controls include limits on interest rates, contract terms, contract advances, payment to income ratios, debt to income ratios, collateral values and low side overrides.

Once adequate approval has been received, the computer system automatically sends a response to the dealer through the Internet or via fax with our credit decision, specifying approval, denial or conditional approval. Conditional approval is based upon modification to the structure, such as an increase in the down payment, reduction of the term, or the addition of a co-signer. As part of the approval process, the system or the credit analyst may require that some of the information be verified, such as the applicant s income, employment, residence or credit history. The system increases efficiency by automatically denying approval in certain circumstances without additional underwriting being performed. These automated notices are controlled by parameters, set by us, consistent with our credit policy.

If the dealer accepts the terms of the approval, the dealer is required to deliver the necessary documentation for each contract to us. Our funding group audits such documents for completeness and

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consistency with the application and provides final approval and funding of the contract. A direct deposit is made or a check is prepared and promptly sent to the dealer for payment. The dealer s proceeds may include dealer participation for consideration of the acquisition of the contract. The completed contract file is then forwarded to our records center for imaging.

Under the direction of the Credit and Pricing Committee, the Chief Credit Officer oversees credit risk management, sets underwriting policy, monitors contract pricing, tracks compliance to underwriting policies and re-underwrites select contracts. If re-underwriting statistics are unacceptable, a portion of quarterly incentives are forfeited by the office that originated the contracts. Our internal quality control group reviews contracts on a statistical sampling basis to ensure adherence to established lending guidelines and proper documentation requirements. Credit managers within each regional business center provide direct management oversight to each credit analyst. In addition, the Chief Credit Officer provides oversight management to ensure that all credit managers and analysts are following overall corporate guidelines.

The following table sets forth information for contracts originated, contracts managed and number of dealers in states in which we operate our business:

	Loan Originations For the Three Months Ended March 31,		Loan Originations For the Twelve Months Ended December 31,			At March 31, 2003	
State	2003	2002	2002	2001	2000	Servicing Portfolio	Number of Dealers
California	$508,321	$503,104	$2,091,347	$1,928,371	$1,680,814	$3,745,129	3,116
Washington	89,866	68,939	310,189	216,003	186,078	483,472	579
Arizona	72,860	65,751	283,528	324,299	277,217	549,368	459
Oregon	51,322	48,198	214,683	196,292	158,944	344,083	529
Colorado	49,734	40,300	200,153	123,788	130,247	300,442	344
Texas	46,768	42,549	171,761	181,651	158,138	342,036	915
Ohio	38,013	46,393	171,109	174,040	165,860	340,137	819
North Carolina	35,812	38,657	144,859	138,956	106,664	272,209	493
Virginia	34,270	29,285	123,403	99,056	97,997	230,354	428
South Carolina	30,894	37,404	145,892	129,963	91,246	255,235	289
Idaho	30,406	23,164	102,475	77,184	48,639	164,801	211
Nevada	29,974	29,403	131,094	105,747	101,311	226,839	165
Illinois	25,742	19,758	104,576	93,709	76,020	184,556	542
New York	25,062	12,122	63,519	29,801	5,097	95,513	241
Georgia	24,237	16,619	77,294	82,352	71,341	165,055	430
Florida	23,943	42,874	147,931	184,289	175,341	307,630	738
Michigan	23,027	14,500	82,542	67,905	52,489	142,717	336
Maryland	22,371	11,233	62,145	41,286	36,431	114,411	230
Montana	20,256	14,720	70,070	57,883	64,372	128,774	366
Utah	17,099	21,905	84,897	77,321	63,531	133,907	289
Tennessee	15,945	20,003	86,228	83,892	68,955	159,709	312
Massachusetts	15,598	8,479	39,086	27,778	22,126	69,822	159
Indiana	12,408	6,686	37,904	36,739	26,759	74,940	249
Pennsylvania	10,932	11,337	50,699	46,122	39,317	91,825	413
New Jersey	10,351	9,168	42,210	28,280	26,552	73,151	186
Wisconsin	10,180	9,794	44,318	40,826	37,439	74,969	219
Alabama	9,255	7,227	36,570	31,967	49,053	77,125	230
Minnesota	8,885	4,111	29,708	18,240	11,156	43,061	82
New Mexico	8,791	4,914	23,930	24,146	9,469	43,202	114
New Hampshire	7,242	5,182	24,275	10,563	7,157	34,054	78
Delaware	6,443	6,129	26,697	26,173	23,709	53,724	61
Connecticut	6,211	5,618	22,928	11,508	13,638	38,242	95

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	Loan Originations For the Three Months Ended March 31,		Loan Originations For the Twelve Months Ended December 31,			At March 31, 2003	
State	2003	2002	2002	2001	2000	Servicing Portfolio	Number of Dealers
Kansas	4,987	4,142	19,448	21,533	22,683	39,414	130
Oklahoma	4,565	6,746	27,390	25,065	16,318	43,896	100
Iowa	4,110	2,927	20,552	9,228	13,027	29,246	109
Kentucky	3,377	11,689	41,754	41,526	34,658	70,858	200
Nebraska	2,949	1,676	9,824	5,248	5,427	14,774	49
Wyoming	2,716	4,410	12,507	6,918	5,114	16,863	44
Missouri	2,630	4,247	18,051	19,691	17,434	37,667	97
West Virginia	2,105	2,315	9,447	11,930	16,763	22,280	94
Rhode Island	900	567	4,385	2,947	2,642	7,380	31
South Dakota	861	1,129	3,843	2,078		4,356	13
Maine	635	152	513	985	2,054	2,203	15
Hawaii						800	31
Total	$1,352,053	$1,265,526	$5,415,734	$4,863,279	$4,219,227	$9,650,229	14,630

Servicing of Automobile Contracts

We service all of the contracts we purchase, both those held by us and those sold in automobile securitizations. The servicing process includes collecting and processing payments, responding to borrower inquiries, maintaining the security interest in the vehicle, maintaining physical damage insurance coverage and repossessing and selling collateral when necessary. During the second quarter of 2000, we implemented a new decision support system that incorporates behavioral scoring models. Additionally, in the second quarter of 2001, we began purchasing credit bureau information on all borrowers, which is updated each quarter. These three tools allow us to continually seek the most efficient and effective collection methods.

We use monthly billing statements to serve as a reminder to borrowers as well as an early warning mechanism in the event a borrower has failed to notify us of an address change. Payments received in the mail or through our offices are processed by our centralized remittance processing center. To expedite the collection process, we accept payments from borrowers through automated payment programs including Internet banking, direct debits and third party payment processing services. Our customer service center uses interactive voice response technology to answer routine account questions and route calls to the appropriate service counselor.

Our fully integrated servicing, decision and collections system automatically forwards accounts to our automated dialer or regional collection centers based on the assessed risk of default or loss. Account assessment poses several courses of action, including delaying collection activity based on the likelihood of self curing, directing an account to the automated dialer for a predetermined number of days before forwarding it to a regional collections office, or directly forwarding to a loan service counselor in the regional office for accelerated collection efforts as early as seven days past due. This process balances the efficiency of centralized collection efforts with the effectiveness of decentralized personalized collection efforts. Our systems track delinquencies and chargeoffs, monitor the performance of our collection associates and assist in delinquency forecasting. To assist in the collection process, we can access original documents through our imaging system, which stores all the documents related to each contract. We limit deferments to a maximum of three over the life of the contract and rarely rewrite contracts.

If satisfactory payment arrangements are not made, the automobile is generally repossessed within 60 to 90 days of the date of delinquency, subject to compliance with applicable law. We use independent contractors to perform repossessions. The automobile remains in our custody generally for 15 days, or longer if required by local law, to provide the obligor the opportunity to redeem the automobile. If after the redemption period the delinquency is not cured, we write down the vehicle to fair value and reclassify the contract as a repossessed asset. After the redemption period expires, we prepare the automobile for sale. We sell substantially all repossessed automobiles through wholesale automobile auctions, subject to applicable law. We do not provide the financing on repossessions sold. We use regional remarketing

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departments to sell our repossessed vehicles. Once the vehicles are sold, we charge off any remaining deficiency balances. At March 31, 2003, repossessed automobiles outstanding managed by us were $11.0 million or 0.11% of the total managed contract portfolio, compared with $16.4 million or 0.18%, $7.6 million or 0.09% and $6.2 million or 0.09% of the total managed contract portfolio at December 31, 2002, 2001 and 2000, respectively.

It is our policy to charge off an account when it becomes contractually delinquent by 120 days, except for accounts that are in Chapter 13 bankruptcy, even if we have not yet repossessed the vehicle. At the time that a contract is charged off, all accrued interest is reversed. After chargeoff, we collect deficiency balances through our centralized asset recovery center. These efforts include contacting the borrower directly, seeking a deficiency judgment through a small claims court or instituting other judicial action where necessary. In some cases, particularly where recovery is believed to be less likely, the account may be assigned to a collection agency for final resolution. For those accounts that are in Chapter 13 bankruptcy and contractually past due 120 days, we reverse all accrued interest and recognize income on a cash basis. Additionally, we mark down such contracts to fair value.

Retail Banking

Our retail banking operations are conducted through 18 branch offices located throughout Southern California. The total deposits gathered by the retail banking division were $1.4 billion at March 31, 2003, compared with $1.4 billion, $2.1 billion and $2.5 billion at December 31, 2002, 2001 and 2000, respectively. Due to our limited number of branch offices, we have historically focused on certificate of deposit accounts as the primary product offered by the retail banking division.

Demand deposits and money market accounts obtained through our retail banking operations totaled $549 million at March 31, 2003 compared with $490 million, $812 million and $460 million at December 31, 2002, 2001 and 2000, respectively. At March 31, 2003, demand deposits and money market accounts represented 39% of our total deposits compared with 36%, 39% and 23% at December 31, 2002, 2001 and 2000, respectively. In addition, demand deposits, money market accounts and certificate of deposit accounts under $100,000 in principal represented approximately 86% of our total deposit accounts.

The decrease in total deposits, demand deposits and money market accounts in 2002 is a result of our decision to sell our seven Northern California branch offices. We made a strategic decision to enhance our retail banking operations by focusing our deposit gathering efforts in Southern California. As a result of the sale of $481 million of deposits, we recorded a gain of $6.0 million. We opened our first new Southern California branch office in March 2003 and expect to relocate five and open three Southern California branch offices in 2003.

Commercial Banking

We focus our commercial banking operations in the Orange, Los Angeles and San Diego County metropolitan areas, operating through our Irvine headquarters. We target commercial clients with sales between $10 million and $100 million. We offer our commercial clients a full array of deposit and loan products that are priced competitively and designed specifically for them. The commercial banking division s strategy is to generate deposits in excess of the loans it funds to provide another source of liquidity for us. Deposit products include money market, business checking and certificate of deposit accounts delivered either through direct contact or cash management services. Loan products include term loans, lines of credit, asset-based loans, construction and real estate loans. We also offer consumer deposit and money market accounts as well as consumer loans and lines of credit to the company owners, management and their associates. Loan products are generally priced on a floating rate basis, based on the prime rate or the London Interbank Offer Rate, also known as LIBOR. Fixed rate loans are generally limited to a one-year term or less.

Credit quality is managed by having each loan reviewed for approval by a credit committee comprised of our Commercial Bank President, Chairman of the Board, Board members and our executives. In addition, account officers are assigned to specific accounts to maintain close contact with the customer.

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Such contact allows for greater opportunity to cross sell products, as well as for observing and continually evaluating the customer for potential credit problems.

At March 31, 2003, the commercial banking division had $582 million in deposits compared with $517 million, $220 million and $445 million at December 31, 2002, 2001 and 2000, respectively. Commercial loans outstanding totaled $93.3 million at March 31, 2003 compared with $97.2 million, $85.3 million and $108 million at December 31, 2002, 2001, and 2000, respectively.

The following table presents information regarding total loans and deposits of our commercial banking operations:

	Three Months Ended March 31,		Year Ended December 31,		
	2003	2002	2002	2001	2000
	(Dollars in thousands)				
Average balance loans	$161,781	$135,877	$142,116	$152,251	$156,065
Average balance deposits	739,482	394,129	546,045	443,434	507,455
Interest income	1,982	2,204	8,070	11,215	14,312
Interest expense	9,219	5,317	29,265	19,262	27,929
Average interest rate earned on loans	4.90%	6.49%	5.68%	7.37%	9.17%
Average interest rate paid on deposits(1)	1.04%	2.37%	1.38%	3.99%	5.50%

(1) Excludes effect of hedging activities.

Mortgage Portfolios

We have from time to time originated mortgage products that were held on our balance sheet rather than selling such products into the secondary markets. Other than mortgage loans originated on a limited basis through the commercial banking division, we do not expect to add mortgage loans to our balance sheet.

Construction Loans

On a limited basis, we originate construction loans primarily for single family owner-occupied residences and commercial real estate. These include loans for the acquisition and development of unimproved property to be used for residential and commercial purposes. The construction loan portfolio generally consists of loans with terms ranging from six to twelve months with fully indexed adjustable interest rates that range between 3.5% and 10.0%. Advances are generally made to cover actual construction costs and include a reserve for paying the stated interest due on the loan.

Transactions with Related Parties

We believe that the transactions described below have been on terms no less favorable to us than could be obtained from unaffiliated parties, notwithstanding that the transactions were not negotiated at arm s length. However, the transactions were approved by our Board of Directors and the Boards of Directors of the Bank and WFS, including their respective independent directors. For accounting purposes, each of these transactions described eliminates upon consolidation.

Intercompany Borrowings

WFS has various borrowing arrangements with the Bank, including long term, unsecured debt and lines of credit designed to provide financing for WFS and its subsidiaries. These borrowings are the only source of liquidity utilized by WFS outside of the asset-backed securities market. These borrowing arrangements, on an unconsolidated basis, provide the Bank with what we believe to be a market rate of return. Additionally, the Bank believes that it is more profitable for us, on a consolidated basis, to lend money to WFS rather than for WFS to seek

financing from an outside third party, because our cost of funds is lower than the rates on these borrowing arrangements.

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WFS borrowed $125 million from the Bank under the terms of the $125 million note executed in 1995. The $125 million note provided for principal payments of $25 million per year, commencing on April 30, 1999 and continuing through its final maturity, April 30, 2003. Interest payments on the $125 million note were due quarterly, in arrears, calculated at the rate of 7.25% per annum. WFS made payments on the $125 million note of $11.2 million and $32.7 million for the years ended December 31, 2001 and 2000, respectively, without prepayment penalties. The $125 million note was paid off in the third quarter of 2001 in connection with the retirement of the Bank s 8.5% subordinated debentures. There was no outstanding balance on the $125 million note at March 31, 2003 and December 31, 2002 and 2001 compared with $11.2 million outstanding at December 31, 2000. Interest expense on this note totaled $0.5 million and $1.5 million for the years ended December 31, 2001 and 2000, respectively.

WFS borrowed $135 million from the Bank under the terms of the $135 million note. WFS initially borrowed $50 million under this note in 1997. The amount was increased to $135 million in 1999. According to the terms of the amendment in 1999, the $135 million note provided for two equal principal payments of $67.5 million per year, commencing July 31, 2001. Under its original terms, interest payments on the $135 million note were due quarterly, in arrears, calculated at the rate of 9.42% per annum. On January 1, 2002, the note was amended to increase the remaining principal amount from $67.5 million to $150 million and to decrease the interest rate from 9.42% to 8.875% per annum. All principal is due and payable on August 1, 2007, although the Bank has the option to require payment in part or in full at any time prior to that date. WFS made principal payments on this note totaling $42.0 million during 2002 in conjunction with the Bank s purchase of $42.0 million of our 8.875% subordinated debentures. Pursuant to the terms of this note, WFS may not incur any other indebtedness which is senior to the obligations evidenced by this note except for (i) indebtedness under the $125 million note, (ii) indebtedness collateralized or secured under the $1.8 billion line of credit discussed below and (iii) indebtedness for similar types of warehouse lines of credit. There was $104 million outstanding on this note at March 31, 2003 compared with $108 million, $67.5 million and $135 million at December 31, 2002, 2001 and 2000, respectively. Interest expense on this note totaled $2.4 million and $3.3 million for the three months ended March 31, 2003 and 2002, respectively, compared with $12.4 million, $10.1 million and $12.7 million for the years ended December 31, 2002, 2001 and 2000, respectively.

Additionally, WFS borrowed $300 million from the Bank under the terms of a $300 million note in May 2002. This note matures on May 15, 2012. Interest payments on the $300 million note are due semi-annually, in arrears, calculated at the rate of 10.25% per annum. Pursuant to the terms of this note, WFS may not incur any other indebtedness that is senior to the obligations evidenced by this note except for (i) indebtedness under the $150 million note, (ii) indebtedness collateralized or secured under the $1.8 billion line of credit and (iii) indebtedness for similar types of warehouse lines of credit. There was $300 million outstanding on this note at March 31, 2003 and December 31, 2002, respectively. Interest expense on this note totaled $7.7 million for the three months ended March 31, 2003 compared with $20.3 million for the year ended December 31, 2002.

WFS also has a line of credit extended by the Bank permitting it to draw up to $1.8 billion as needed to be used in its operations. WFS does not pay a commitment fee for the line of credit. The line of credit terminates on December 31, 2004, although WFS may extend the term for additional periods of up to 60 months. There was no amount outstanding at March 31, 2003 and December 31, 2002, respectively. There was $374 million and $236 million outstanding on this line of credit at December 31, 2001 and 2000, respectively. The $1.8 billion line of credit carries an interest rate based on the one-month LIBOR and an interest spread of 125 basis points when unsecured and 90 basis points when secured. The Bank has the right under the line of credit to refuse to permit additional amounts to be drawn if, in the Bank s discretion, the amount sought to be drawn will not be used to finance the purchase of contracts or other working capital requirements.

On November 30, 2001 and August 8, 2002, various subsidiaries of WFS entered into lines of credit with the Bank. These lines permit these subsidiaries to draw up to a total of $255 million to fund activities related to our securitizations. Of the total $255 million, $10 million terminates on December 1, 2006 and $245 million terminates on January 1, 2010, although the terms may be extended by these subsidiaries for

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additional periods of up to 60 months. At March 31, 2003, the amount outstanding on these lines of credit totaled $39.1 million compared with $62.0 million and $47.3 million outstanding at December 31, 2002 and 2001, respectively. The $255 million in lines of credit with the Bank held by WFS subsidiaries carry an interest rate based on one-month LIBOR and an interest spread of 112.5 basis points when unsecured and 62.5 basis points when secured.

Interest on the amounts outstanding under the lines of credit is paid monthly, in arrears, and is calculated on the daily average amount outstanding that month. Interest expense for these lines of credit totaled $0.3 million and $1.6 million for the three months ended March 31, 2003 and 2002, respectively, compared with $3.0 million, $8.9 million, and $37.9 million for the years ended December 31, 2002, 2001 and 2000, respectively. The weighted average interest rates for the lines of credit were 2.46% and 2.64% for the three months ended March 31, 2003 and 2002, respectively, compared with 2.74%, 4.43% and 7.09% for the years ended December 31, 2002, 2001 and 2000, respectively. The weighted average interest rates for the lines of credit were 2.43%, 2.55%, 3.08% and 7.44% at March 31, 2003 and December 31, 2002, 2001 and 2000, respectively.

Short-Term Investments

WFS invests its excess cash at the Bank under an investment agreement. Prior to January 1, 2002, the Bank paid WFS an interest rate equal to the federal composite commercial paper rate on this excess cash. On January 1, 2002, the agreement was amended to revise the interest rate to one-month LIBOR. The weighted average interest rate was 1.37% and 1.89% for the three months ended March 31, 2003 and 2002, respectively, compared with 1.77%, 3.80% and 6.58% for the years ended December 31, 2002, 2001 and 2000. WFS held $764 million and $688 million excess cash with the Bank under the investment agreement at March 31, 2003 and December 31, 2002, respectively. Interest income earned by WFS under this agreement totaled $2.3 million and $0.5 million for the three months ended March 31, 2003 and 2002, respectively, compared with $10.2 million, $4.9 million and $1.2 million for the years ended December 31, 2002, 2001 and 2000, respectively. The weighted average interest rate was 1.34% at March 31, 2003, compared to 1.44% at December 31, 2002. WFS had no excess cash invested at the Bank at December 31, 2001 and 2000.

Reinvestment Contracts

Pursuant to a series of agreements to which WFS, the Bank and WFAL2, among others, are parties, WFS has access to the cash flows of certain outstanding securitizations, including the cash held in the spread accounts for these securitizations. WFS is permitted to use that cash as it determines, including to originate contracts.

In certain securitizations, the Bank and WFAL2 have entered into a reinvestment contract that is deemed to be an eligible investment under the relevant securitization agreements. The securitization agreements require that all cash flows of the relevant trust and the associated spread accounts be invested in the applicable reinvestment contract. A limited portion of the invested funds may be used by WFAL2 and the balance may be used by the Bank. The Bank makes its portion available to WFS pursuant to the terms of the WFS Reinvestment Contract. Under the WFS Reinvestment Contract, WFS receives access to all of the cash available to the Bank under each trust reinvestment contract and is obligated to repay to the Bank an amount equal to the cash so used when needed by the Bank to meet our obligations under the individual trust reinvestment contracts. With the portion of the cash available to it under the individual trust reinvestment contracts, WFAL2 purchases contracts from WFS pursuant to the terms of the sale and servicing agreements.

In accordance with these agreements, the Bank and WFAL2 pledge property owned by each of us for the benefit of the trustee of each trust and the surety. WFS pays the Bank a fee equal to 12.5 basis points of the amount of collateral pledged by the Bank as consideration for the pledge of collateral and for WFS access to cash under the WFS Reinvestment Contract. WFS paid the Bank $0.3 million and $0.2 million for the three months ended March 31, 2003 and 2002, respectively, compared with $1.2 million, $1.1 million and $0.7 million for the years ended December 31, 2002, 2001 and 2000, respectively, for this purpose. As WFAL2 directly utilizes the cash made available to it to purchase contracts for its own account from

WFS, no additional consideration from WFS is required to support WFAL2 s pledge of its property under the agreement with FSA. While WFS is under no obligation to repurchase contracts from WFAL2, to the extent WFAL2 needs to sell any such contracts to fund its repayment obligations under the trust reinvestment contracts, it is anticipated that WFS would prefer to purchase those contracts than for WFAL2 to sell those contracts to a third party. The WFS Reinvestment Contract, by its terms, is to remain in effect so long as any of the trust reinvestment contracts is an eligible investment for its related securitization. There was $920 million outstanding on the trust reinvestment contracts at March 31, 2003 compared with $944 million, $942 million and $832 million at December 31, 2002, 2001 and 2000, respectively.

Whole Loan Sales

We purchased $1.4 billion of contracts from WFS in whole loan sales for each of the years ended December 31, 2001 and 2000. In these transactions, WFS received cash for the amount of the principal outstanding on the contracts plus a premium of $44.3 million and $41.2 million for the years ended December 31, 2001 and 2000, respectively. These premiums were recorded by WFS as a cash gain on sale, net of the write-off of outstanding dealer participation balances and the effect of hedging activities. These contracts were subsequently securitized by Westcorp and continue to be managed by WFS under the terms of the transactions. These whole loan sale transactions are eliminated upon consolidation for accounting purposes.

Tax Sharing Agreement

We and our subsidiaries are parties to an amended tax sharing agreement pursuant to which a consolidated federal tax return is filed for all of the parties to the agreement. Under this agreement, the tax due by the group is allocated to each member based upon the relative percentage of each member s taxable income to that of all members. Each member pays us its estimated share of tax liability when otherwise due, but in no event may the amount paid exceed the amount of tax that would have been due if a member were to file a separate return. A similar process is used with respect to state income taxes for those states that permit the filing of a consolidated or combined return. Tax liabilities to states that require the filing of separate tax returns for each company are paid by each company. The term of the amended tax sharing agreement commenced on the first day of the consolidated return year beginning January 1, 2002 and continues in effect until the parties to the tax sharing agreement agree in writing to terminate it. See Consolidated Financial Statements Note 22 Income Taxes.

Management Agreements

We have entered into certain management agreements with WFS and the Bank pursuant to which we pay an allocated portion of certain costs and expenses incurred by WFS and the Bank with respect to services or facilities of WFS and the Bank used by us or our subsidiaries, including our principal office facilities, our field offices, and overhead and associate benefits pertaining to the Bank and WFS associates who also provide services to us or our subsidiaries. Additionally, as part of these management agreements, WFS and the Bank have agreed to reimburse us for similar costs incurred. Net amounts paid to WFS by us and our affiliates under these agreements were $1.9 million and $1.8 million for the three months ended March 31, 2003 and 2002, respectively, compared with $6.4 million, $5.9 million and $2.4 million for the years ended December 31, 2002, 2001 and 2000, respectively. The management agreements may be terminated by any party upon five days prior written notice without cause, or immediately in the event of the other party s breach of any covenant, obligation, or duty contained in the applicable management agreement or for violation of law, ordinance, statute, rule or regulation governing either party to the applicable management agreement.

Supervision and Regulation

General

Set forth below is a general discussion of laws and regulations that have a material effect on our business. The laws and regulations discussed are intended to protect depositors, federal deposit insurance

funds, and the banking system as a whole; they are not intended to protect security holders. To the extent that the following discussion describes statutory or regulatory provisions, the exact language of the statute or regulatory provision qualifies any such discussion. Furthermore, such statutes and regulations are continually under review by Congress and federal regulatory agencies. Any future changes in laws, regulations or the policies of various regulatory authorities may have a material effect on our business. Accordingly, we cannot assure you that we will not be affected by any such future changes.

As a savings and loan association holding company, we are subject to regulation under the Home Owners Loan Act, as amended, also known as HOLA. The Bank and its subsidiaries are subject to examination and comprehensive regulation by the OTS and the FDIC. The OTS has the power to enforce HOLA and its regulations by a variety of actions ranging from a memorandum of understanding to cease and desist proceedings under the FDI Act. As such, the OTS has broad powers to, among other things, require us to change our business practices, hold additional capital and change management. Such actions could have a material adverse impact on our business and may impact our securities prices, including our common stock, and access to the capital markets. In addition, the Bank is subject to certain regulations by the Board of Governors of the Federal Reserve System, which governs reserves required to be maintained against deposits and other matters. The Bank is also a member of the FHLB of San Francisco, one of twelve regional banks for federally insured savings and loan associations and banks comprising the FHLB System. The FHLB System is under the supervision of the Federal Housing Finance Board. Federal statutes and regulations primarily define the types of loans that the Bank and its subsidiaries may originate.

WFS and certain of our other subsidiaries are further regulated by various departments or commissions of the states in which they do business. Our service corporation subsidiaries are also subject to regulation by the OTS and other applicable federal and state agencies. Our insurance subsidiaries are subject to regulation by applicable state insurance regulatory agencies.

Westcorp

The Savings and Loan Holding Company Act

We are, by virtue of our ownership of the Bank, a savings and loan holding company within the meaning of HOLA. We are registered with the OTS as a savings and loan holding company. Therefore, we are subject to the OTS regulations, examination and reporting requirements. The OTS may take substantive action if it determines there is reasonable cause to believe that the continuation by a savings and loan holding company of any particular activity constitutes a serious risk to the financial safety, soundness or stability of that holding company s subsidiary savings association.

The Bank

The Home Owners Loan Act

Provisions of HOLA limit the type of activities and investments in which the savings association subsidiaries of a savings and loan holding company may participate if the investment and/or activity involves an affiliate of that savings association subsidiary. In addition, transactions between a savings association subsidiary or its subsidiary and an affiliate must be on terms that are at least as favorable to us or our subsidiary as are the terms of the transactions with unaffiliated companies.

The HOLA regulations limiting certain activities of the Bank to a percentage of its total consolidated assets allow the Bank to invest up to 35% of its consolidated assets in consumer loans, commercial paper and qualifying corporate debt instruments; provided however, that all consumer loans in excess of 30% of the Bank s consolidated assets must be made directly to the consumer by the Bank or its operating subsidiaries. Thus, not more than 30% of the Bank s consolidated assets may be invested in contracts purchased from new and pre-owned automobile dealers or from other lenders. We purchased $1.4 billion of automobile contracts for the three months ended March 31, 2003 and $5.4 billion for the year ended December 31, 2002. However, the Bank was able to remain in compliance with this regulatory limitation on its consolidated activities, as we securitized contracts worth approximately $1.3 billion and $6.9 billion for the three months ended March 31, 2003 and the year ended December 31, 2002, respectively. Our securitization activities are structured to enable the Bank to remove securitized automobile contracts from

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the HOLA consumer loan limitation calculation. As a result, securitized automobile contracts are not included in the calculation of the percentage of the Bank s consolidated assets subject to either the 30% or 35% limitation on consumer loans. We intend to regularly securitize contracts to insure that the Bank will remain in compliance with this regulatory limitation on its consolidated activities. If we are unable to continue to securitize the automobile contracts we purchase, this regulatory limitation may force us to limit our acquisition of new automobile contracts, thereby adversely affecting our ability to remain a preferred source of financing for the dealers from whom we purchase automobile contracts. Any such limitation may also have a material adverse effect on our financial position, liquidity and results of operations.

Regulatory Capital Requirements

HOLA mandates that the OTS promulgate capital regulations that include capital standards no less stringent than the capital standards applicable to national banks. Any savings association that fails any of the capital requirements is subject to possible enforcement actions by the OTS or the FDIC. The Bank exceeded the current minimum requirements for core capital, tangible capital, tier 1 risk-based capital and total risk-based capital as of March 31, 2003 and December 31, 2002 as more fully described below.

HOLA and the OTS regulations require savings associations to maintain core capital in an amount not less than 3% of adjusted total assets. The Bank s core capital ratio at March 31, 2003 and December 31, 2002 was 6.12% and 6.43%, respectively.

A savings association must maintain tangible capital in an amount not less than 1.5% of adjusted total assets. The Bank s tangible capital is the same as our core capital as the Bank does not have intangible assets or other such assets that must be deducted from core capital to arrive at tangible capital. Therefore, at March 31, 2003 and December 31, 2002, the Bank s tangible capital ratio was also 6.12% and 6.43%.

In addition, the OTS has adopted a regulation pertaining to the capital treatment of recourse, direct credit substitutes and residual interests in asset securitizations. The regulation modifies the capital rules for residual interests arising upon the transfer of assets, including limiting the amount of residual interests that are credit-enhancing interest-only strips that may be included in calculating an institution s capital. The new regulation requires all institutions to hold dollar-for-dollar capital against their total contractual exposure to loss resulting from residual interest assets arising from the transfer of assets accounted for as a sale. The regulation also requires that all residual interest assets which are credit-enhancing interest-only strips in excess of 25% of an institution s tier 1 risk-based capital be deducted from capital.

The regulation became effective on January 1, 2002 for any transaction that closed on or after that date. For transactions closed before that date, an institution can elect to have the regulation apply to those earlier transactions. We elected to adopt the new regulation as of September 30, 2002. The amount of capital held against our residual interests in asset securitizations and other recourse obligations at March 31, 2003 and December 31, 2002 was $3.0 million and $73.5 million, respectively. The decrease was related to our regaining control over the remaining assets of the trusts for all securitization transactions that were treated as sales for accounting purposes, thereby eliminating our residual interests in asset securitizations.

Since March 2002, we have structured our securitization transactions so that they are required to be accounted for as secured financings rather than as sales under GAAP. We do not record any residual interests on these securitizations. The new regulation applies only to residual interests arising from the transfer of assets accounted for as sales. Therefore, the new regulation will not cause any adverse capital effect on us related to these securitizations. In the future, we do not anticipate that we will engage in any securitizations accounted for as sales under GAAP.

The Bank s total risk-weighted assets are determined by taking the sum of the products obtained by multiplying each of the Bank s assets and certain off balance sheet items by a designated risk-weight. Four risk-weight categories (0%, 20%, 50% and 100%) exist for on balance sheet assets. Before a risk-weight category can be applied to a consolidated off balance sheet item, the item must be converted into a credit-equivalent amount by multiplying its face amount by one of four credit conversion factors (0%, 20%, 50%

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and 100%). As of March 31, 2003 and December 31, 2002, the Bank s total risk-weighted assets equaled $9.4 billion and $8.5 billion, respectively.

Total risk-based capital, as defined by OTS regulations, is core capital plus supplementary capital less direct equity investments not permissible to national banks (subject to a phase-in schedule), reciprocal holdings of depository institution capital investments. Supplementary capital is comprised of permanent capital instruments not included in core capital, maturing capital instruments such as subordinated debentures, and general valuation loan and lease loss allowance. Supplementary capital is limited to 100% of core capital.

The Bank is permitted to include subordinated debentures in our supplementary capital. At March 31, 2003, there were two issuances remaining, one with an outstanding balance excluding discounts and issuance costs of $104 million and an interest rate of 8.875% due in 2007 and a second with an outstanding balance excluding discounts and issuance costs of $300 million and an interest rate of 9.625% due in 2012. The first issuance is redeemable at our option, in whole or in part, on or after August 1, 2004, at 100% of the principal amount being redeemed plus accrued interest as of the date of redemption, and the second is redeemable on the same terms, on or after May 15, 2009. In addition, the 9.625% debentures may be redeemed in part prior to May 15, 2005, provided at least 65% of the debentures remain outstanding, the redemption is with the proceeds of and within 90 days of an equity issuance by the Bank and the redemption price is not less than 109.625%. Pursuant to the approval from the OTS to treat those debentures as supplementary capital, the total amount of debentures issued by the Bank that may be included as supplementary capital may not exceed the total amount of the Bank s core capital. The amount of the 8.875% debentures that may be included as supplementary capital began to decrease at the rate of 20% of the amount originally outstanding per year, net of redemptions, on August 1, 2002. The 9.625% debentures will not begin to be phased out as supplementary capital until May 15, 2007. The Bank s total risk-based capital at March 31, 2003 and December 31, 2002 was $1.2 billion and $1.1 billion and its total risk-based capital ratio was 13.17% and 13.38%, respectively.

The Gramm-Leach-Bliley Act

The Gramm-Leach-Bliley Act, or GLBA, permits insurance, banking and securities firms to be owned by a single owner. GLBA generally prohibits unitary savings and loan holding companies, like us, from being acquired by commercial companies. We are permitted under GLBA, however, to continue to engage in any business opportunities in which it had a right to engage prior to the enactment of GLBA. In short, GLBA does not have an effect on our business, and we do not expect that any of its provisions will have an adverse effect on our operations or our financial condition.

GLBA also creates additional obligations on financial institutions, such as the Bank and our subsidiaries, regarding the safeguarding of nonpublic personal information of their customers and creates affirmative duties to advise customers as to what the financial institutions do with their customers nonpublic personal information. The privacy requirements of GLBA do not have a significant impact on the Bank or any of its subsidiaries, because the Bank and its subsidiaries have historically safeguarded the personal confidential information of our customers as required by other federal statutes.

Prompt Corrective Regulatory Action

Federal regulators are required to take prompt corrective action to resolve the problems of insured depository institutions that fall below certain capital ratios. The OTS, in conjunction with other regulatory agencies, adopted regulations defining five categories of capitalization, ranging from well capitalized to critically undercapitalized, and implemented a framework of supervisory actions applicable to savings associations in each category. At March 31, 2003 and December 31, 2002, the Bank met the capital requirements of a well capitalized institution.

Dividend Regulations

The OTS has adopted regulations for determining if capital distributions of a savings association are permitted. Capital distributions are permissible unless the Bank would be undercapitalized, the proposal raises safety and soundness concerns, or violates a prohibition in any statute, regulation or agreement

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between the Bank and the OTS. The Bank is required to file prior notice 30 days before a proposed capital distribution because it is a subsidiary of a savings and loan holding company.

The Bank is also subject to certain limitations on the payment of dividends by the terms of the indentures for our debentures. Those limitations are more severe than the OTS capital distribution regulations. Under the most restrictive of those limitations arising in connection with the Bank s sale of our debentures, the greatest capital distribution that the Bank could currently make is $104 million.

Insurance of Accounts

The FDIC administers the Savings Association Insurance Fund, also known as SAIF. Deposits with the Bank are insured through the SAIF to the maximum amount permitted by law, which is currently $100,000. For the three months ended March 31, 2003, we were required to pay insurance premiums of $0.2 million.

The FDIC may terminate the deposit insurance of any insured depository institution, including the Bank, if it determines after a hearing that the institution has either engaged or is engaging in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, order or any condition imposed by an agreement with the FDIC. Management is not aware of any existing circumstances that could result in termination of the Bank s deposit insurance.

Brokered Deposits

FDIC regulations provide for differential regulation relating to brokered deposits based on capital adequacy. Institutions are divided into categories of well capitalized, adequately capitalized and undercapitalized. Only well capitalized institutions may continue to accept brokered deposits without restriction, as well capitalized institutions are excluded from the definition of deposit brokers. At March 31, 2003, the Bank met the capital requirements of a well capitalized association as defined by the regulation. At March 31, 2003, the Bank held $99.2 million in brokered deposits.

Federal Home Loan Bank System

The GLBA amended the Federal Home Loan Bank Act and made FHLB System membership optional. The Bank is, nonetheless, a member of the FHLB of San Francisco and hold the required minimum investment in the FHLB System. Moreover, the Federal Housing Finance Board recently proposed that either an investment in capital stock of the FHLB System or payment of an annual membership fee should satisfy the membership investment requirement. The option of a membership fee might provide more flexibility for the Bank and once the final regulation is issued, we will consider that option.

Qualified Thrift Lender Test

A Qualified Thrift Lender, also known as QTL, test is included in HOLA. An association that fails to become or remain a QTL must either convert to a bank subject to the banking regulations or be subject to severe restrictions. Such restrictions may include being forbidden to invest in or conduct any activity that is not permissible to both a savings association and a national bank, and restrictions on branching, advances from its FHLB and dividends.

Under the QTL requirements, a savings association s qualified thrift investments must not equal less than 65% of its portfolio assets measured on a monthly basis in nine of every twelve consecutive months. Qualified thrift investments include all loans or mortgage-backed securities which are secured or relate to domestic residential or manufactured housing, educational loans, small business loans, credit card loans, FHLB stock, and certain obligations of the FDIC and related entities. Portfolio assets are total assets less goodwill and other intangible assets, the value of the association s facilities and the association s liquid assets, but not over 20% of its total assets. At March 31, 2003, the Bank s percentage of qualified thrift investments to portfolio assets was 83.90%.

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Loans to One Borrower

Under HOLA, a savings association generally is not permitted to make loans to a single borrower in excess of 15% to 25% of the savings association s unimpaired capital and unimpaired surplus, depending upon the type of loan and the collateral provided therefore. At March 31, 2003 and December 31, 2002, 15% of the Bank s unimpaired capital and unimpaired surplus was $186 million and $183 million, respectively. The largest amount outstanding at March 31, 2003 and December 31, 2002 to one borrower and related entities was $10.9 million and $16.3 million, respectively.

Community Reinvestment Act

Congress passed the Community Reinvestment Act, also known as CRA, to encourage each financial institution to help meet the credit needs of the communities it serves, including low to moderate income neighborhoods. The CRA establishes certain performance standards under which the Bank is to be examined. Periodically, the OTS reviews the Bank s performance and publishes a Community Reinvestment Act Performance Evaluation. Following the Bank s most recent scheduled examination in February 2001, it received an updated performance evaluation of satisfactory . The Bank is currently under examination for 2002.

Standards for Safety and Soundness

The regulatory agencies must, either by regulation or guidelines, provide standards for all insured depository institutions and depository institution holding companies relating to internal controls, information systems, loan documentation and underwriting, interest rate risk exposure, asset growth, and executive compensation. The agencies are authorized to take action against institutions that fail to meet these standards.

Annual Examinations

The OTS is required to conduct a full scope, on-site examination of the Bank every twelve months. Its last full annual examination was completed in March 2002. The Bank is currently under examination for 2002.

USA Patriot Act

In October 2001, the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act, also known as USA Patriot Act, became effective. Title III of that Act represents a major expansion of the federal anti-money laundering laws granting broad new anti-money laundering powers to the Secretary of the Treasury and imposing a variety of new compliance obligations on banks and broker dealers. The USA Patriot Act also requires a bank s regulator to specifically consider the bank s past record of compliance with the anti-money laundering requirements of the Bank Secrecy Act when acting on any applications filed by such bank.

Sarbanes-Oxley Act of 2002

On July 30, 2002, President Bush signed into law corporate responsibility and accounting reform legislation known as the Sarbanes-Oxley Act of 2002, also known as the Sarbanes-Oxley Act. The Sarbanes-Oxley Act is primarily directed at public companies and companies that have a pending registration statement under the Securities Act of 1933. Under applicable OTS regulations, as the Bank has debentures outstanding registered with the OTS, the Sarbanes-Oxley Act is applicable to the Bank as well as to WFS and us. Parts of the Sarbanes-Oxley Act that are already effective include provisions that (i) require that periodic reports containing financial statements that are filed with the SEC, be accompanied by Chief Executive Officer and Chief Financial Officer certifications as to their accuracy and compliance with law; (ii) prohibit public companies, with certain limited exceptions, from making personal loans to their directors or executive officers; (iii) force company Chief Executive Officers and Chief Financial Officers to forfeit bonuses and profits if company financial statements are restated due to misconduct; (iv) require audit committees to pre-approve all audit and non-audit services provided by an issuer s outside auditors, except for de minimis non-audit services; (v) protect employees of public

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companies who assist in investigations relating to violations of the federal securities laws from job discrimination; (vi) require companies to disclose in plain English on a rapid and current basis material changes to their financial condition or operations; (vii) require a public company s Section 16 insiders to make Form 4 filings with the SEC within two business days following the day on which purchases or sales of the company s equity securities were made; and (viii) increase penalties for existing crimes and create new criminal offenses. Compliance with other provisions will be required after implementing rules and regulations are adopted by the SEC and the newly created public company accounting oversight board authorized by the Sarbanes-Oxley Act. While we expect to incur additional expenses in complying with the requirements of the Sarbanes-Oxley Act and the regulations adopted by the SEC, we do not anticipate that those expenses will have a material effect on our results of operations or financial condition.

Interagency Guidance Statement Regarding Asset-Backed Securitization

The OTS, in conjunction with other federal banking regulatory agencies, issued a guidance statement regarding asset securitization activities of banks and savings associations which applies to the Bank and WFS. The guidance generally provides that institutions engaged in asset securitization activities should ensure that sufficient capital is held to support the risks associated with those activities, that valuations are reasonable, conservative and supported and that appropriate management oversight and reporting is accomplished with respect to the institution s asset securitization activities. We believe that the securitization activities of WFS, as an operating subsidiary of the Bank, are in compliance with the guidance provisions.

Interagency Guidance Statement Regarding Subprime Lending Programs

The OTS, along with other federal banking regulatory agencies, has adopted guidance pertaining to subprime lending programs. Pursuant to the guidance, lending programs which provide credit to borrowers whose credit histories reflect specified negative characteristics, such as recent bankruptcies or payment delinquencies, are deemed to be subprime lending programs. Many of the loans that we originate possess one or more of the factors identified in the guidance as indicative of a subprime loan. Pursuant to the guidance, examiners may require that an institution with a subprime lending program hold additional capital that ranges from one and one-half to three times the normal capital required for similar loans made to borrowers who are not subprime borrowers.

Because many of the loans we originate possess one or more of the factors identified in the guidance as indicative of a subprime loan, we maintain our capital levels higher than those otherwise required by the OTS. Maintaining higher capital level may slow our growth, require us to raise additional capital or sell assets, all of which would negatively impact our earnings. We cannot predict whether the Bank will be required by the OTS to hold additional capital with respect to those automobile contracts we hold as to which the borrowers are deemed by the OTS to be subprime borrowers.

Taxation

Federal Income Taxes

We file a calendar year consolidated federal income tax return with Westcorp and its subsidiaries. All entities included in the consolidated financial statements are included in the consolidated tax return.

The Bank is a savings and loan association for federal income tax purposes. Prior to 1996, savings and loan associations satisfying certain conditions were permitted under the Internal Revenue Code to establish reserves for bad debts and to make annual additions to these reserves, which qualified as deductions from income. However, in 1996 new legislation was enacted which eliminated the reserve method of accounting for bad debts for tax purposes for savings and loan associations and required the reserve balance to be recaptured. As of December 31, 2002, $1.7 million of reserves remained to be recaptured in 2003.

We will be subject to the alternative minimum tax if that tax is larger than the regular federal tax otherwise payable. Generally, alternative minimum taxable income is a taxpayer s regular taxable income, increased by the taxpayer s tax preference items for the year and adjusted by computing certain deductions in a special manner which negates the acceleration of such deductions under the regular federal tax. This

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amount is then reduced by an exemption amount and is subject to tax at a 20% rate. In the past, we have not generally paid alternative minimum tax and do not expect that we will in the current year.

We and our subsidiaries are under examination by the Internal Revenue Service for the tax years ended December 31, 1997 through 1999. We do not anticipate any significant changes based upon these examinations.

California Franchise Tax and Other State Provisions

At the end of 2002, we had a tax presence in approximately 37 states. However, we expect that over 50% of the activity of the group and the resulting income will be taxed as California source income, with the remaining amounts apportioned or allocated outside California.

The California franchise tax applicable to the Bank is higher than the rate of tax applicable to non-financial corporations because it includes an amount in lieu of local personal property and business license taxes paid by non-financial corporations, but not generally paid by financial institutions such as the Bank. For taxable years ending on or after December 31, 1995, the tax rate for a financial corporation is equal to the tax rate on a regular corporation plus 2%. For income years beginning after January 1, 1997, the California regular corporate tax rate is 8.84% and the financial corporation tax rate is 10.84%.

Prior to 2002 under California law, a financial corporation could determine its bad debt deduction using one of two methods. The first method allowed a deduction for debts that became wholly or partially worthless during the tax year, i.e., the specific chargeoff method. The second method allowed a reasonable addition to a reserve to be deducted. During 2002, California enacted legislation that eliminated the use of the reserve method for financial corporations. As of the first tax year beginning on or after January 1, 2002, only debts which become worthless during the period may be deducted. In the first year of the change in accounting method, 50% or $64 million of the ending reserve prior to the change will be included in California taxable income. The remaining 50% of the reserve is not required to be recaptured into income and represents a permanent difference between GAAP and California tax accounting. The deferred tax liability related to this permanent difference has been eliminated from the balance sheet and the current year state tax expense reduced accordingly.

We compute our taxable income for California purposes on a unitary basis, or as if we were one business unit, and file one combined California franchise tax return, excluding Westhrift Life Insurance Company, also know as Westhrift. We are under examination by the California Franchise Tax Board and various other state taxing authorities for tax years 1998 through 2001. We do not anticipate any significant changes based upon these examinations.

Legal Proceedings

We or our subsidiaries are involved as parties to certain legal proceedings incidental to our business, including *Lee, et al. v. WFS Financial Inc,* United States District Court, Middle District of Tennessee at Nashville, No. 3-02-0570 filed June 17, 2002 (a putative class action raising claims under the Equal Credit Opportunity Act) and *Thompson v. WFS Financial Inc,* Superior Court of the State of California, County of Alameda, Case No. RG03088926 filed March 27, 2003 (a putative class action raising claims under California Business and Professions Code and the California Unruh Civil Rights Act). We are vigorously defending these actions and do not believe that the outcome of these proceedings will have a material effect upon our financial condition, results of operations and cash flows.

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MANAGEMENT

Directors

The following information is submitted concerning our directors:

Name of Director	Age	Director Since	Westcorp
Judith M. Bardwick	70	1994	Director
Robert T. Barnum	57	1998	Director
James R. Dowlan	65	2001	Director
Duane A. Nelles	59	2003	Director
Ernest S. Rady	65	1982	Chairman of the Board of Directors
Harry M. Rady	35	2003	Director
Charles E. Scribner	65	1998	Director
Thomas A. Wolfe	43	2002	Director

Judith M. Bardwick, Ph.D., has been a director of Westcorp and the Bank since 1994. She also has been a director of WFS since 2001. Dr. Bardwick is President and founder of Bardwick and Associates, a management consulting firm. In addition to her many academic achievements, Dr. Bardwick has been an active business consultant for more than two decades. Dr. Bardwick earned a B.S. degree from Purdue University and a M.S. from Cornell. She received her Ph.D. from the University of Michigan and subsequently became a Full Professor and Associate Dean of the College of Literature, Science and the Arts at that university. Dr. Bardwick has devoted herself to consulting and business-related research and writing, concentrating on issues relating to improving organizational efficiency and management skills. She has been a clinical Professor of Psychiatry at the University of California at San Diego since 1984 and has worked as a psychological therapist. Her most recent business book, *Toward the Eye of the Storm*, was published in 2002. She is the author of seven other books; in addition, she has published more than 70 articles on a wide range of topics during her distinguished career.

Robert T. Barnum has been a director of Westcorp and of the Bank since 1998. He has been a private investor and advisor to several private equity funds for the past three years. Mr. Barnum was the Chief Financial Officer, then the Chief Operating Officer of American Savings from 1989 until the company s sale in 1997. American Savings was a $20 billion California thrift owned by the Robert M. Bass group. Mr. Barnum was a director of National Re until its sale to General Re in 1996 and of Harborside Healthcare until its recapitalization in 1997. He is currently a director of Center Trust Retail Properties, a publicly held real estate investment trust, and of Berkshire Mortgage Finance, a privately held commercial mortgage bank. Mr. Barnum is also a director and Chairman of the Board of Korea First Bank.

James R. Dowlan has been a director of Westcorp since 2001 and a director of WFS since 1995. He served as Senior Executive Vice President of WFS from 1995 through January 1999. He started as Senior Vice President of the Bank in 1984 and then acted as Executive Vice President of the Bank from 1989 until the Auto Finance Division of the Bank was combined with WFS in 1995. He also served as Chairman of the Board of Western Financial Insurance Agency, Inc., and Chairman of Westhrift Life Insurance Company, subsidiaries of the Bank, and President and Chief Executive Officer of WFS Financial Auto Loans, Inc. and WFS Financial Auto Loans 2, Inc., subsidiaries of WFS. Prior to his association with the Bank, Mr. Dowlan was Vice President, Loan Administration of Union Bank, where he held several positions since 1973. He served for several years on the National Advisory Board, the American Bankers Association and the Consumer Lending Committee of the California Bankers Association. He is a graduate of the Pacific Coast Banking School, University of Washington.

Duane A. Nelles has been a director of Westcorp and the Bank since February 2003 and of WFS since 1995. Since 1988 he also has served on the Board of Directors of QUALCOMM, Inc., a world

leader in digital wireless communications. Mr. Nelles was a partner in an international accounting firm, then known as Coopers & Lybrand L.L.P., from 1968 to 1987. From 1987 to 2000 he headed a private personal investment business. Mr. Nelles received his M.B.A. degree from the University of Michigan.

Ernest S. Rady has served as Chairman of the Board and Chief Executive Officer of Westcorp since 1982 and as President from 1982 to 1996 and from 1998 to 1999. He has served as Chairman of the Board of the Bank since 1982 and Chief Executive Officer of the Bank from 1994 to 1996 and from 1998 to present. He has been Chairman of the Board of WFS since 1995 and a director since 1982. Mr. Rady is a principal shareholder, manager and consultant to a group of companies engaged in real estate management and development, property and casualty insurance and investment management. Mr. Rady is the father of Harry Rady.

Harry M. Rady has been a director of Westcorp and the Bank since 2003. Mr. Rady is the Chief Investment Officer of American Assets, Inc., a financial, investment management and real estate conglomerate, and has been with American Assets for the past eight years. For the past two years, he has also served as Chief Investment Officer and as a director of The ICW Group, a property casualty insurance company. Mr. Rady received his M.B.A. from the University of Southern California. Harry Rady is the son of Ernest Rady.

Charles E. Scribner has been a director of Westcorp and the Bank since 1998. Mr. Scribner was with Bank of America for 34 years, retiring in May 1994. From 1979 to 1983, he was Regional Senior Vice President in charge of the Orange County/ Los Angeles coastal region, responsible for loan deposits and general operations of 150 branches in the region. From 1984 to 1986, he was Senior Vice President and General Manager of the northern Asian operation for Bank of America headquartered in Tokyo. Mr. Scribner later became Area Manager of southern Asia for Bank of America from 1986 through 1989. He was in charge of all banking activities in eight countries and was headquartered in Singapore. From 1990 to 1994, he served as Bank of America s Executive Vice President and General Manager of the southern California Commercial Banking wholesale activities. Mr. Scribner currently serves on the board of Western Insurance Holdings, Whittier Institute, the Bank and Westcorp.

Thomas A. Wolfe has been a director of Westcorp and WFS, since February 2002. He has served as President of Westcorp since February 2002, having previously served as Senior Vice President since March 1999. Mr. Wolfe has served as President of the Bank since May 2002 and as Vice Chairman and director since March 2002. In February 2002, Mr. Wolfe was elected Chief Executive Officer of WFS, having previously served as President and Chief Operating Officer since March 1999. Mr. Wolfe began his career with WFS as Executive Vice President and National Production Manager in April 1998. Prior to joining WFS, he held the position of National Production Manager at Key Auto Finance, where he oversaw the production of the indirect auto finance business, which included prime, sub-prime, leasing and commercial lending. Mr. Wolfe has been in the auto finance and consumer credit industry since 1982. He previously held positions with Citibank and General Motors Acceptance Corporation. He graduated from Oregon State University in 1981 with a degree in finance.

Executive Officers Who Are Not Directors

The following information is provided with respect to executive officers who are not directors. These officers providing services to Westcorp may be employed by related companies, and provide those services at fair market value to us, while also serving as officers of Westcorp.

Name	Position	Age	Officer Since
Richard G. Banes	Vice President and Director of Audit Services	45	1999
Guy Du Bose	Vice President, General Counsel and Secretary	48	1992
Marguerite Drew	Western Financial Bank Senior Vice President and Director of Retail Banking	45	2002

Name	Position	Age	Officer Since
Robert Galea	WFS Financial and Western Financial Bank Senior Vice President and Chief Marketing Officer	52	2002
Karen Marchak	WFS Financial and Western Financial Bank Senior Vice President and Director of Human Performance	45	2002
Dawn Martin	Senior Vice President and Chief Information Officer	43	1997
Cathy Mungon	WFS Financial and Western Financial Bank Senior Vice President and Director of Project Office	52	1985
Mark Olson	Vice President and Controller	40	1994
J. Keith Palmer	Vice President and Treasurer	43	1993
David Prescher	WFS Financial Executive Vice President	40	1997
James E. Tecca	Western Financial Bank Vice Chairman	60	1996
Ronald Terry	WFS Financial Senior Vice President and Chief Credit Officer	36	2000
Lee A. Whatcott	Executive Vice President, Chief Financial Officer and Chief Operating Officer	43	1988

The following is a brief account of the business experience of each executive officer who is not a director.

Richard G. Banes joined us in 1999 and serves as the Vice President, Director of Audit Services of Westcorp and the Senior Vice President, Director of Audit Services of the Bank and WFS. Mr. Banes is a licensed Certified Public Accountant in California and a member of the American Institute of Certified Public Accountants and the Institute of Internal Auditors. Prior to joining us, Mr. Banes was Senior Vice President and Director of Management Audit for Avco Financial Services, a worldwide subprime consumer finance and auto lending company from 1996 to 1999. From 1993 to 1996, he was Senior Vice President and Audit Director for First Interstate Bank, a major U.S. bank that was acquired in 1996 by Wells Fargo Bank. Prior to First Interstate, Mr. Banes was a financial services audit professional at Ernst & Young LLP.

Guy Du Bose serves as Vice President, General Counsel and Secretary for Westcorp, and Senior Vice President, General Counsel and Secretary of WFS and the Bank, all since 1999. He started as Vice President and Legal Counsel of the Bank in 1992. He became Senior Vice President of the Bank in 1997 and General Counsel and Secretary of the Bank in 1999. Prior to his association with us, Mr. Du Bose was Chief Operating Officer and General Counsel of Guardian Federal Savings, Senior Vice President and General Counsel of Mercury Federal Savings and Loan Association, and Corporate Counsel of Southern California Savings. Mr. Du Bose is an active member of the California State Bar Association and a member of various professional associations.

Marguerite Drew is currently a Senior Vice President and Director of Retail Banking for the Bank. She joined the Bank in 2001 as Southern California Regional Manager. Ms. Drew has over 25 years of retail banking experience. She was with Wells Fargo Bank for 22 years prior to joining the Bank. From 1991 to 1995, she was the Vice President Business Manager in the Newport/ Costa Mesa area, responsible for both business deposits and loan growth. From 1995 to 2001, she was the Orange County/ San Diego Coastal Regional Vice President, responsible for loan deposit, investments and general operations for over 50 branches, traditional and in-store.

Robert Galea joined us in 2002 and serves as Senior Vice President and Chief Marketing Officer for WFS and the Bank. Mr. Galea manages all marketing efforts for WFS and the Bank. Prior to joining WFS and the Bank, Mr. Galea was Senior Vice President, Director of Marketing with Chittenden Bank in Vermont from 2001 to 2002, Senior Vice President, Director of Marketing with Imperial Bank in Los

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Angeles from 1998 to 2001, and Senior Vice President, Director of National Sales Retail with Home Savings of America from 1994 to 1998. Mr. Galea was with Home Savings of America for over 20 years in sales and marketing positions.

Karen Marchak serves as Senior Vice President and Director of Human Performance for WFS and the Bank. Before joining Westcorp in 2000, she created and managed the organizational development function at Mission Hospital from 1998 to 2000. From 1996 to 1998, Ms. Marchak managed a training and organizational development department at Jack in the Box.

Dawn M. Martin has been Senior Vice President and Chief Information Officer of Westcorp and Executive Vice President and Chief Information Officer of WFS and the Bank since 1999. Ms. Martin joined WFS, in April 1997 as Senior Vice President, Manager of Network Computing. Prior to joining us, Ms. Martin was Senior Vice President and System Integration Officer at American Savings Bank where she was employed from 1984 to 1997.

Cathy Mungon has been Senior Vice President and Director of Project Office for WFS and the Bank since 2002. From 1999 to 2002, she was Senior Vice President and Director of Operations for WFS. Ms. Mungon joined the Bank in 1981 when she became a member of the Systems/ Training Department. She was promoted to Assistant Vice President of the Bank in 1985. In 1992, she was promoted to Vice President of Systems/ Training and Operations. In 1995, she transferred to WFS as Vice President of Business Systems Support and Operations. Prior to joining us, Ms. Mungon was a training manager for Morris Plan and, previous to Morris Plan, Nationwide Finance.

Mark Olson has served as Controller of Westcorp, WFS and the Bank since 1995 and as Vice President of Westcorp and Senior Vice President of WFS and the Bank since 1997. He joined the Bank in 1991 as Accounting Systems Director. Prior to joining the Bank, Mr. Olson was employed by Ernst & Young LLP. Mr. Olson is a licensed Certified Public Accountant in California and is a member of the American Institute of Certified Public Accountants.

J. Keith Palmer has been Treasurer of Westcorp, WFS and the Bank since 1995, Vice President of Westcorp since 1996 and Senior Vice President of WFS and the Bank since 1997. Prior to joining the Bank in 1993, Mr. Palmer served as a Capital Markets Examiner with the Office of Thrift Supervision from 1991 to 1993. From 1986 to 1991, Mr. Palmer served in various capacities with the Office of Thrift Supervision.

David W. Prescher has served as Executive Vice President and National Production Manager for WFS since 2002. Mr. Prescher joined WFS in 1988 as Branch Manager of the San Diego office. In 1997, he was promoted to Senior Vice President and Chief Credit Officer, and in 1998 he was named Division Manager of the Western Division. Mr. Prescher is a board member of the California Financial Services Association.

James E. Tecca has been Vice Chairman of the Bank since 2002. He served as President of the Bank from 1999 to 2002, after serving as Executive Vice President since 1996 in charge of the Commercial Banking Group. Prior to joining the Bank, he was Senior Vice President with Bank of America for 20 years. In addition, Mr. Tecca was Chief Operating Officer with Bay View Federal Bank in San Francisco and President and Chief Executive Officer of Girard Savings Bank in San Diego.

Ronald Terry has served as Senior Vice President and Chief Credit Officer of WFS since 2000. Prior to joining WFS, Mr. Terry worked for Equifax, from 1999 to 2000, as an Automotive Finance Consultant. From 1997 to 1999, Mr. Terry was Credit Risk Manager at Mitsubishi Motors Credit of America. Prior to joining Mitsubishi, Mr. Terry was with Experian for six years managing the development of generic and custom scorecards.

Lee A. Whatcott has served as Chief Financial Officer of Westcorp, WFS and the Bank since 1995, as Executive Vice President of Westcorp since 1999, and as Senior Executive Vice President of WFS and the Bank since 1999. He also has served as Chief Operating Officer of Westcorp, WFS and the Bank since 2002. Mr. Whatcott joined us in 1988 and was named Vice President and Controller in 1992 and Senior Vice President in 1995. Prior to joining us, he was employed by Ernst & Young LLP. He is licensed as a Certified Public Accountant in California and is a member of the American Institute of Certified Public Accountants.

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PRINCIPAL STOCKHOLDERS

The following table sets forth information regarding beneficial ownership of our common stock as of March 31, 2003 and as adjusted to reflect the sale of the common stock in this offering (including the sale to Ernest Rady of 700,000 shares of common stock in this offering) by:

- each person who beneficially owns more than 5% of the outstanding shares of our common stock;
- our chief executive officer and each of the other four most highly compensated executive officers at the end of fiscal year 2002;
- each of our directors; and
- all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC. Except as otherwise indicated, we believe that each person or entity named in the table has sole voting and investment power with respect to all shares of our common stock shown as beneficially owned by them, subject to applicable community property laws. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, shares of common stock that are subject to options held by that person that are exercisable at March 31, 2003 are deemed outstanding. These shares are not, however, deemed outstanding for the purpose of computing the percentage ownership of any other person.

	Shares of Common Stock Beneficially Owned Prior to the Offering				Shares of Common Stock Beneficially Owned After the Offering		
Name of Beneficial Owner	**Number of Shares(1)**	**Exercisable Options(2)**	**Percent**	**Shares Purchased/ (Sold) Hereby**	**Number of Shares(1)**	**Exercisable Options(2)**	**Percent**
Judith M. Bardwick		7,963	*			7,963	*
Robert T. Barnum	22,470	4,500	*		22,470	4,500	*
James R. Dowlan	3,962	750	*		3,962	750	*
Dawn Martin	2,505	19,750	*		2,505	19,750	*
Duane A. Nelles	3,272	6,000	*		3,272	6,000	*
David Prescher	11,349	22,242	*		11,349	22,242	*
Ernest S. Rady(3)	26,964,994	130,919	68.6%	700,000	27,664,994	130,919	62.8%
Harry M. Rady							
Charles E. Scribner	183,353	6,000	*		183,353	6,000	*
Lee A. Whatcott	24,757	55,022	*		24,757	55,022	*
Thomas A. Wolfe	18,330	43,967	*		18,330	43,967	*

* Indicates less than 1% of the total number of outstanding shares of common stock.

(1) Include shares owned directly and through the ESOP and 401(k).

(2) Indicates the number of shares of common stock issuable upon the exercise of options exercisable at March 31, 2003.

(3) Includes 22,704,945 shares held by an affiliated group. The various entities are owned directly and indirectly through a series of affiliated companies that are owned or controlled by Ernest S. Rady.

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DESCRIPTION OF CAPITAL STOCK

Our authorized capital stock consists of 65,000,000 shares of common stock, with a par value of $1.00 per share and 20,000,000 shares of preferred stock, with a par value of $1.00 per share. The common stock represents non-withdrawable capital and is not insured by the FDIC or any other governmental authority or agency.

Our board of directors has the power to issue, from time to time, additional shares of common stock or preferred stock authorized by our articles of incorporation without obtaining approval of our stockholders.

Common Stock

As of March 31, 2003, there were 39,204,709 shares of common stock issued and outstanding. Holders of common stock are entitled to one vote per share of common stock held of record on all matters submitted to a vote of holders of the stockholders. The shares are not entitled to cumulative voting rights because our articles of incorporation eliminated such rights upon the listing of the common stock on New York Stock Exchange. Holders of common stock are entitled to receive ratably such dividends, if any, as may be declared, from time to time, by our board of directors out of funds legally available therefore. See Dividend Policy. In the event of our liquidation, dissolution or winding up, holders of common stock would be entitled to receive all of our assets, pro rata, after payment of all our debts and liabilities and the liquidation preferences of our preferred stock then outstanding, if any. Holders of common stock do not have preemptive rights with respect to newly issued shares. The common stock is not subject to call or redemption. The outstanding shares of common stock are, and the shares of common stock offered hereby, when issued and upon receipt by the company of the full purchase price therefor, will be, fully paid and nonassessable. See Risk Factors Risks Related to Us The ownership of our common stock is concentrated, which may result in conflicts of interest and actions that are not in the best interests of other stockholders of the company.

Our articles of incorporation provide for the classification of the board of directors into two or three classes depending upon the number of directors. Based on the current number of eight directors, the board of directors is divided into two classes with staggered two-year terms. If, in the future, the board of directors is expanded to nine or more directors, the board of directors will be split into three classes with staggered three-year terms.

The transfer agent and registrar for our common stock is Mellon Shareholder Services.

Preferred Stock

We currently have no shares of preferred stock outstanding.

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UNDERWRITING

Under the terms and subject to the conditions contained in an underwriting agreement dated , we have agreed to sell to the underwriters named below, for whom Credit Suisse First Boston LLC, and are acting as representatives, the following respective numbers of shares of common stock:

Underwriter	Number of Shares
Credit Suisse First Boston LLC	
Total	4,500,000

Neither the table above nor the table below includes 700,000 shares of our common stock being sold by us to Ernest Rady and his affiliates at the public offering price of $ per share. The underwriters will not receive any underwriting discounts or commissions on these shares.

The underwriting agreement provides that the underwriters are obligated to purchase all the shares of common stock in the offering if any are purchased, other than those shares covered by the over-allotment option described below. The underwriting agreement also provides that if an underwriter defaults the purchase commitments of non-defaulting underwriters may be increased or the offering may be terminated.

We have granted to the underwriters a 30-day option to purchase on a pro rata basis up to 570,000 additional shares from us at the initial public offering price less the underwriting discounts and commissions. The option may be exercised only to cover any over-allotments of common stock.

The underwriters propose to offer the shares of common stock initially at the public offering price on the cover page of this prospectus and to selling group members at that price less a selling concession of $ per share. The underwriters and selling group members may allow a discount of $ per share on sales to other broker/dealers. After the initial public offering the representatives may change the public offering price and concession and discount to broker/dealers.

The following table summarizes the compensation and estimated expenses we will pay:

	Per Share		Total	
	Without Over-allotment	With Over-allotment	Without Over-allotment	With Over-allotment
Underwriting discounts and commissions paid by us	$	$	$	$
Expenses payable by us	$	$	$	$

We estimate that our out of pocket expenses for this offering will be approximately $.

We have agreed that we will not offer, sell, contract to sell, pledge or otherwise dispose of, directly or indirectly, or file with the Securities and Exchange Commission a registration statement under the Securities Act relating to, any shares of our common stock or securities convertible into or exchangeable or exercisable for any shares of our common stock, or publicly disclose the intention to make any offer, sale, pledge, disposition or filing, without the prior written consent of Credit Suisse First Boston LLC for a period of 90 days after the date of this prospectus.

Our officers and directors have agreed that they will not offer, sell, contract to sell, pledge or otherwise dispose of, directly or indirectly, any shares of our common stock or securities convertible into or exchangeable or exercisable for any shares of our common stock, enter into a transaction that would have the same effect, or enter into any swap, hedge or other arrangement that transfers, in whole or in part, any of the economic consequences of ownership of our common stock, whether any of these transactions are to be settled by delivery of our common stock

or other securities, in cash or otherwise, or publicly disclose the intention to make any offer, sale, pledge or disposition, or to enter into any transaction, swap, hedge or other arrangement, without, in each case, the prior written consent of Credit Suisse First Boston LLC for a period of 90 days after the date of this prospectus.

We have agreed to indemnify the underwriters against liabilities under the Securities Act, or contribute to payments that the underwriters may be required to make in that respect.

We will apply to list the shares of common stock on The New York Stock Exchange.

In connection with the offering the underwriters may engage in stabilizing transactions, over-allotment transactions, syndicate covering transactions and penalty bids in accordance with Regulation M under the Securities Exchange Act of 1934 (the Exchange Act).

Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.

Over-allotment involves sales by the underwriters of shares in excess of the number of shares the underwriters are obligated to purchase, which creates a syndicate short position. The short position may be either a covered short position or a naked short position. In a covered short position, the number of shares over-allotted by the underwriters is not greater than the number of shares that they may purchase in the over-allotment option. In a naked short position, the number of shares involved is greater than the number of shares in the over-allotment option. The underwriters may close out any covered short position by either exercising their over-allotment option and/or purchasing shares in the open market.

Syndicate covering transactions involve purchases of the common stock in the open market after the distribution has been completed in order to cover syndicate short positions. In determining the source of shares to close out the short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the over-allotment option. If the underwriters sell more shares than could be covered by the over- allotment option, a naked short position, the position can only be closed out by buying shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there could be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in the offering.

Penalty bids permit the representatives to reclaim a selling concession from a syndicate member when the common stock originally sold by the syndicate member is purchased in a stabilizing or syndicate covering transaction to cover syndicate short positions.

These stabilizing transactions, syndicate covering transactions and penalty bids may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of the common stock. As a result the price of our common stock may be higher than the price that might otherwise exist in the open market. These transactions may be effected on The New York Stock Exchange or otherwise and, if commenced, may be discontinued at any time.

A prospectus in electronic format may be made available on the web sites maintained by one or more of the underwriters, or selling group members, if any, participating in this offering. The representatives may agree to allocate a number of shares to underwriters and selling group members for sale to their online brokerage account holders. Internet distributions will be allocated by the underwriters and selling group members that will make internet distributions on the same basis as other allocations.

NOTICE TO CANADIAN RESIDENTS

Resale Restrictions

The distribution of the common stock in Canada is being made only on a private placement basis exempt from the requirement that we prepare and file a prospectus with the securities regulatory authorities in each province where trades of common stock are made. Any resale of the common stock in Canada must be made under applicable securities laws which will vary depending on the relevant jurisdiction, and which may require resales to be made under available statutory exemptions or under a

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discretionary exemption granted by the applicable Canadian securities regulatory authority. Purchasers are advised to seek legal advice prior to any resale of the common stock.

Representations of Purchasers

By purchasing common stock in Canada and accepting a purchase confirmation a purchaser is representing to us and the dealer from whom the purchase confirmation is received that

the purchaser is entitled under applicable provincial securities laws to purchase the common stock without the benefit of a prospectus qualified under those securities laws,

where required by law, that the purchaser is purchasing as principal and not as agent, and

the purchaser has reviewed the text above under Resale Restrictions.

Rights of Action Ontario Purchasers Only

Under Ontario securities legislation, a purchaser who purchases a security offered by this prospectus during the period of distribution will have a statutory right of action for damages, or while still the owner of the shares, for rescission against us in the event that this prospectus contains a misrepresentation. A purchaser will be deemed to have relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of 180 days from the date the purchaser first had knowledge of the facts giving rise to the cause of action and three years from the date on which payment is made for the shares. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the shares. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against us. In no case will the amount recoverable in any action exceed the price at which the shares were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, we will have no liability. In the case of an action for damages, we will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the shares as a result of the misrepresentation relied upon. These rights are in addition to, and without derogation from, any other rights or remedies available at law to an Ontario purchaser. The foregoing is a summary of the rights available to an Ontario purchaser. Ontario purchasers should refer to the complete text of the relevant statutory provisions.

Enforcement of Legal Rights

All of our directors and officers as well as the experts named herein may be located outside of Canada and, as a result, it may not be possible for Canadian purchasers to effect service of process within Canada upon us or those persons. All or a substantial portion of our assets and the assets of those persons may be located outside of Canada and, as a result, it may not be possible to satisfy a judgment against us or those persons in Canada or to enforce a judgment obtained in Canadian courts against us or those persons outside of Canada.

Taxation and Eligibility for Investment

Canadian purchasers of common stock should consult their own legal and tax advisors with respect to the tax consequences of an investment in the common stock in their particular circumstances and about the eligibility of the common stock for investment by the purchaser under relevant Canadian legislation.

LEGAL MATTERS

Certain legal matters with respect to the authorization and issuance of the common stock offered hereby will be passed upon for us by Mitchell, Silberberg & Knupp LLP, Los Angeles, California. Certain legal matters will be passed upon for the underwriters by Skadden, Arps, Slate, Meagher & Flom LLP, Los Angeles, California.

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EXPERTS

The Consolidated Financial Statements of Westcorp at December 31, 2002 and 2001 and for each of the three years in the period ending December 31, 2002 appearing in this prospectus and registration statement have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon appearing elsewhere herein, and are included in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC s Web site at http://www.sec.gov. You also may read and copy any document we file with the SEC at its public reference facilities at 450 Fifth Street, N.W., Washington, D.C. 20549. You can obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of its public reference facilities. Our SEC filings are also available at the offices of the New York Stock Exchange. For further information on obtaining copies of our public filings at the New York Stock Exchange, please call (212) 656-5060. This information may also be found on our Web site at www.westcorpinc.com. The information contained on our Web site does not constitute part of this prospectus.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The following documents, all of which were previously filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 are hereby incorporated by reference in this prospectus (other than information in such documents that is deemed to be furnished rather than filed):

our Annual Report on Form 10-K for the year ended December 31, 2002;

our Current Report on Form 8-K dated February 24, 2003;

our Current Report on Form 8-K dated April 23, 2003;

our definitive Proxy Statement for our annual meeting held on April 29, 2003; and

our Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

All other reports and documents filed by us after the date of this prospectus pursuant to Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, other than those portions of such documents (1) described in paragraphs (i), (k) and (l) of Item 402 of Regulation S-K promulgated by the SEC or (2) furnished under Item 9 or Item 12 of a Current Report on Form 8-K, prior to the termination of the offering of the common stock covered by this prospectus are also incorporated by reference in this prospectus and are considered to be part of this prospectus from the date those documents are filed.

If any statement contained in a document incorporated by reference herein conflicts with or is modified by a statement contained in this prospectus or in any other subsequently filed document that is incorporated by reference into this prospectus, the statement made at the latest point in time should control. Any previous statements that have been subsequently altered should therefore not be considered to be a part of this prospectus. We will provide a copy of any or all of the documents referred to above that have been or may be incorporated by reference in this prospectus to any person to whom a copy of this prospectus has been delivered free of charge upon request. Exhibits to such documents will not be provided unless the exhibits are specifically incorporated by reference into the information that the prospectus incorporates. Written requests for copies of any documents incorporated by reference should be directed to Guy Du Bose, Esq., General Counsel, Westcorp, 23 Pasteur, Irvine, California 92618, telephone 949-727-1002. Such information may also be found on our Web site at www.westcorpinc.com. The information contained on our Web site does not constitute part of this prospectus.

RECENT DEVELOPMENTS

On June 9, 2003, we declared a cash dividend of $0.13 per share for shareholders of record as of August 5, 2003 with a payable date of August 19, 2003.

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WESTCORP AND SUBSIDIARIES

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REPORT OF INDEPENDENT AUDITORS

Board of Directors

Westcorp

We have audited the accompanying consolidated statements of financial condition of Westcorp and subsidiaries as of December 31, 2002 and 2001, and the related consolidated statements of income, changes in shareholders equity and cash flows for each of the three years in the period ended December 31, 2002. These consolidated financial statements are the responsibility of Westcorp s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly in all material respects, the consolidated financial position of Westcorp and subsidiaries at December 31, 2002 and 2001 and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2002 in conformity with accounting principles generally accepted in the United States.

ERNST & YOUNG LLP

Los Angeles, California
January 21, 2003

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WESTCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

	December 31,	
	2002	2001
	(Dollars in thousands)	
ASSETS		
Cash	$25,211	$68,607
Interest bearing deposits with other financial institutions	59,004	720
Other short-term investments		