

PAC-WEST TELECOMM INC
Form SC 13G/A
February 17, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT To 13d-2(b)
(Amendment No. 3)¹**

Pac-West Telecomm, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

69371Y 10 1

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Bay Alarm Securities LLC

94-3347881

2. Check the Appropriate Box if a Member of a Group*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Organized in South Dakota

5. Sole Voting Power

NUMBER OF 4,045,688

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power

REPORTING

PERSON 4,045,688

WITH 8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,045,688

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

..

11. Percent of Class Represented by Amount in Row (9)

11.1%

12. Type of Reporting Person (See Instructions)

OO (limited liability company)

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Schedule 13G/A

Pac-West Telecomm, Inc.

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

The Westphal Family Foundation

91-6491365

2. Check the Appropriate Box if a Member of a Group*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Organized in California

5. Sole Voting Power

NUMBER OF 50,000

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power

REPORTING

PERSON 50,000

WITH 8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

50,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

..

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (See Instructions)

OO (charitable trust)

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Schedule 13G/A

Pac-West Telecomm, Inc.

Item 1. (a) Name of Issuer:

Pac-West Telecomm, Inc.

Item 1. (b). Address of Issuer's Principal Executive Offices:

1776 W. March Lane

Suite 250

Stockton, CA

Item 2. (a) Name of Person Filing:

Bruce A. Westphal as Chairman of the Board of Bay Alarm Company, sole member of Bay Alarm Securities LLC

Patricia A. Westphal as Managing Co-Trustee of the Westphal Family Foundation.

Item 2. (b) Address of Principal Business Office or, if none, Residence:

925 Ygnacio Valley Road, Walnut Creek, CA 94596-8140 (for both entities)

Item 2. (c) Citizenship:

Bay Alarm Securities LLC is organized in South Dakota.

The Westphal Family Foundation is organized in California.

Bruce A. Westphal United States of America.

Patricia A. Westphal United States of America.

Item 2. (d) Title of Class of Securities:

Common Stock

Item 2. (e) CUSIP Number:

69371Y 10 1

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under section 15 of the Exchange Act.
- (b) .. Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) .. Insurance company as defined in section 3(a)(19) of the Exchange Act.
- (d) .. Investment company registered under section 8 of the Investment Company Act. .
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

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- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G).
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) " Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to Rule 13d-1(c), check this box. "

Item 4. Ownership.

- (a) Amount beneficially owned: 4,095,688 shares
- (b) Percent of class: 11.2%²
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 4,095,688
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 4,095,688
 - (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

² Based upon 36,514,802 shares of the Issuer's Common Stock outstanding at October 22, 2003, as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2003.

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Item 10. Certification.

Not Applicable

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2004

BAY ALARM SECURITIES LLC:

By Bay Alarm Company, Inc. as sole member

/s/ Bruce A. Westphal

Bruce A. Westphal, Chairman of the Board

February 12, 2004

THE WESTPHAL FAMILY FOUNDATION:

/s/ Patricia A. Westphal

Patricia A. Westphal, Managing Co-Trustee