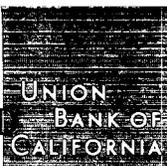


FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL table with OMB Number, Expires, and Estimated average burden hours per response.

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.



1263512

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Participation Units in Union Bank of California Pooled Investment Fund (Growth and Income Fund)

Filing Under (check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE

Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Union Bank of California, Trustee of the Pooled Investment Funds of Union Bank of California, N.A. as Restated 1/1/03

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business

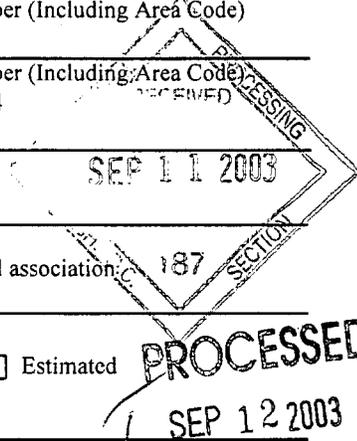
National bank

Type of Business Organization

corporation, limited partnership, already formed, other (please specify): National association

Actual or Estimated Date of Incorporation or Organization: Month Year

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CA)

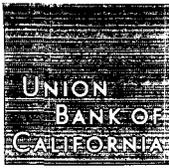


GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, Filing Fee

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Hayama, Kaoru

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Kanari, Norimichi

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Saegusa, Takaharu

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Hartnack, Richard C.

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Walker, Robert M.

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Betzer, Linda

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Fearer, Paul E.

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Flynn, Philip B.

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Hamahashi, Katsuyoshi

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

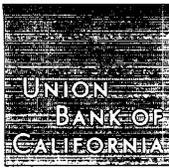
Full name (Last name first, if individual)

Kendrick, Ronald H.

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

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**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Matson, David I.

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

McGuckin Jr., John H.

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Patel, Magan C.

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Pedersen, Charles L.

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Uno, Osamu

Business or Residence Address (Number and Street, City, State, Zip Code)

400 California Street, San Francisco, CA, 94104

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)



**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  Yes  No  
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... **\$ 2,000\***
3. Does the offering permit joint ownership of a single unit? .....  Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

AL  AK  AZ  AR  CA  CO  CT  DE  DC  FL  GA  HI  ID  
 IL  IN  IA  KS  KY  LA  ME  MD  MA  MI  MN  MS  MO  
 MT  NE  NV  NH  NJ  NM  NY  NC  ND  OH  OK  OR  PA  
 RI  SC  SD  TN  TX  UT  VT  VA  WA  WV  WI  WY  PR

Full name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

AL  AK  AZ  AR  CA  CO  CT  DE  DC  FL  GA  HI  ID  
 IL  IN  IA  KS  KY  LA  ME  MD  MA  MI  MN  MS  MO  
 MT  NE  NV  NH  NJ  NM  NY  NC  ND  OH  OK  OR  PA  
 RI  SC  SD  TN  TX  UT  VT  VA  WA  WV  WI  WY  PR

Full name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

AL  AK  AZ  AR  CA  CO  CT  DE  DC  FL  GA  HI  ID  
 IL  IN  IA  KS  KY  LA  ME  MD  MA  MI  MN  MS  MO  
 MT  NE  NV  NH  NJ  NM  NY  NC  ND  OH  OK  OR  PA  
 RI  SC  SD  TN  TX  UT  VT  VA  WA  WV  WI  WY  PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

\*Trustee has discretion to accept lesser amounts



**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 0	\$ 0
Equity .....	\$ 0	\$ 128,692
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other (Specify - participation Units).....	\$ 10,000,000*	\$
Total .....	\$ 10,000,000*	\$ 128,692

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	1	\$ 128,692
Non-accredited Investors .....	0	\$ 0
Total (for filings under Rule 504 only).....	n/a	\$ n/a

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....		\$
Regulation A .....		\$
Rule 504 .....		\$
Total .....		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$
Printing and Engraving Costs .....	<input type="checkbox"/>	\$
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 4,000
Accounting Fees.....	<input type="checkbox"/>	\$
Engineering Fees.....	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$
Other Expenses (identify) <b>Blue Sky Fees</b> .....	<input type="checkbox"/>	\$
Total .....	<input checked="" type="checkbox"/>	\$ 4,000

\*Estimated



**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

\$ 9,996,000\*

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates		Payments to Others
Salaries and fees .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase of real estate .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Repayment of indebtedness .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Working capital .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Other (specify): purchase of securities by collective investment fund .....	<input type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 9,996,000*
Column Totals .....	<input type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 9,996,000*
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> \$		<u>9,996,000*</u>

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

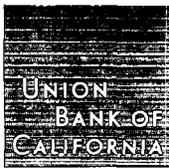
Issuer (Print or Type) <b>Union Bank of California, N.A., Trustee</b>	Signature 	Date
Name of Signer (Print or Type)	Title of Signer (Print or Type)	

\*Estimated (based on aggregate offering price, not actual sales)

**ATTENTION**

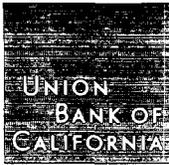
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)





**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	\$10 million of Participating Units						X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									



**APPENDIX**

1  State	2  Intend to sell to non-accredited investors in State (Part B-Item 1)		3  Type of security and aggregate offering price offered in state (Part C-Item 1)	4  Type of investor and amount purchased in State (Part C-Item 2)				5  Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									