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

**FORM 8-K**

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

February 2, 2006 (February 2, 2006)  
Date of Report (Date of earliest event reported)

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**VINEYARD NATIONAL BANCORP**  
(Exact name of registrant as specified in its charter)

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California	000-20862	33-0309110
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

9590 Foothill Boulevard, Rancho Cucamonga, California	91730
(Address of principal executive offices)	(Zip Code)

(909) 987-0177  
(Registrant's telephone number, including area code)

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Not Applicable  
(Former name, former address and former fiscal year, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition**

On February 2, 2006, Vineyard National Bancorp released on its website an investor relations presentation for the year ended December 31, 2005. A copy of the presentation is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

- (a) Not applicable
- (b) Not applicable.
- (c) The following exhibit is included with this Report:

Exhibit 99.1 Investor Relations Presentation as of December 31, 2005.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**VINEYARD NATIONAL BANCORP**

Date: February 2, 2005

By: */s/ Gordon Fong*

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Gordon Fong  
Executive Vice President and Chief Financial Officer

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The background of the slide is a vintage-style map with a compass rose in the top left corner. The map is aged and yellowed, with various geographical features and text visible. The compass rose shows cardinal and ordinal directions. The company name is centered over the map.

# VINEYARD

NATIONAL BANCORP

**4<sup>th</sup> Quarter – Year End 2005**

# Disclosure

**When used in this presentation, filings by Vineyard National Bancorp ("Company") with the Securities and Exchange Commission ("SEC"), or other public or stockholder communications, or in oral statements made with the approval of an authorized executive officer, the words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," "believe" or similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The Company wishes to caution you that all forward-looking statements are necessarily speculative and not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Also, the Company wishes to advise you that various risks and uncertainties could affect the Company's financial performance and cause actual results for future periods to differ materially from those anticipated or projected. Specifically, the Company cautions you that important factors could affect the Company's business and cause actual results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, the Company, including: general economic conditions in its market area, particularly changes in economic conditions in the real estate industry or real estate values in our market, changes in market interest rates, increased loan prepayments, risk associated with credit quality, and other risks with respect to its business and/or financial results detailed in the Company's press releases and filings with the SEC. You are urged to review the risks described in such releases and filings. The risks highlighted herein should not be assumed to be the only factors that could affect future performance of the Company. The Company does not undertake, and specifically disclaims any obligation, to publicly release the result of any revisions that may be made to any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.**

# *Our Values*

**Creativity**



**Flexibility**

**Integrity**



*The bottom line...*



*It's all about People*

# Overview

- **Traded on the NASDAQ National Market System [VNBC]**
- **Market price – closed at \$30.84 (December 30, 2005)**
- **\$1.7 billion in assets (December 31, 2005)**
- **Shares outstanding – approximately 9.4 million (December 31, 2005)**
- **Market Capitalization – approximately \$291 million (December 31, 2005)**
- **Inside ownership – approximately 18% (December 31, 2005)**
- **Institutional ownership – approximately 25% (December 31, 2005)**

# Overview

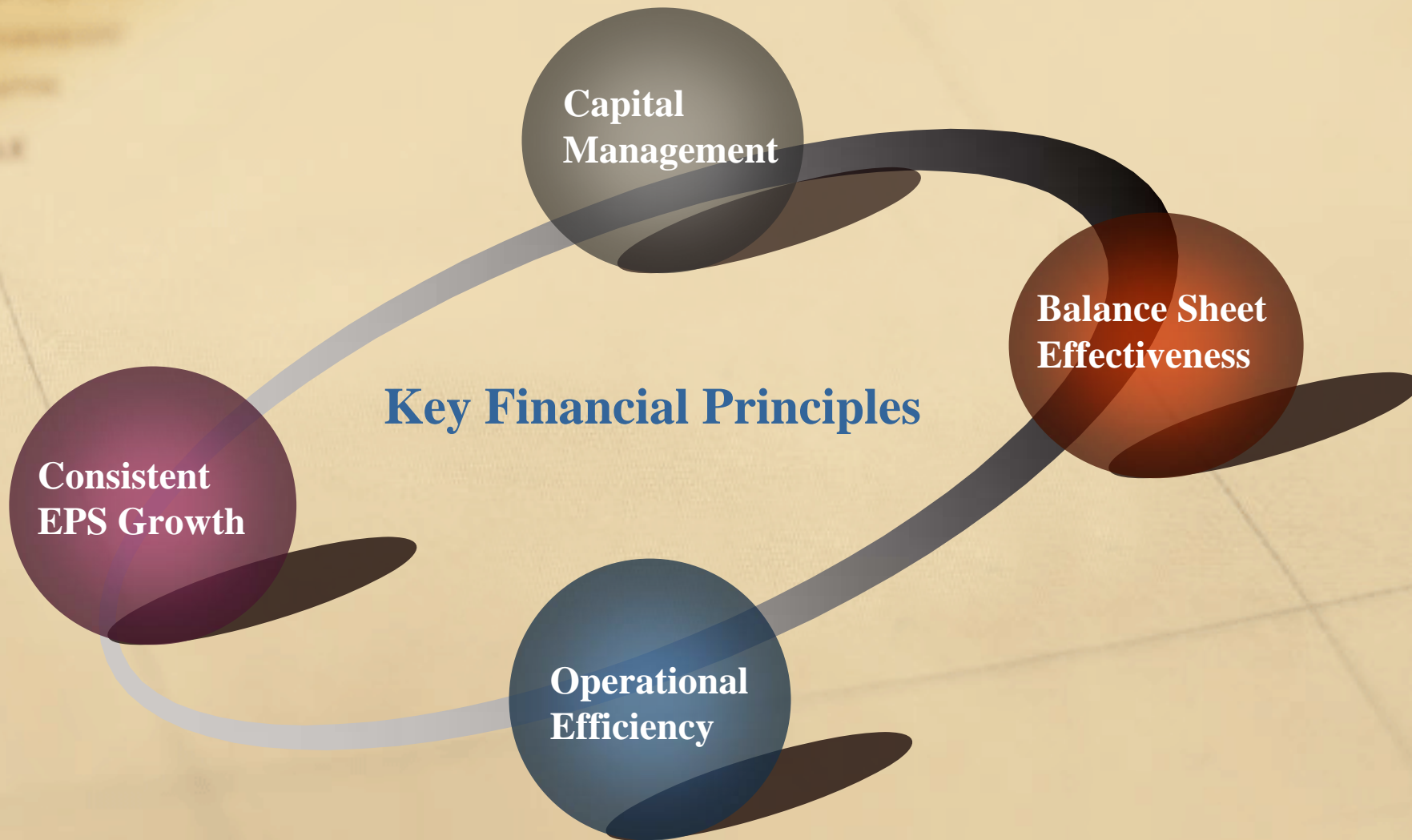
## Price Valuation Measures

- **Trailing P/E – 16.23**
- **Forward P/E fiscal year end (fye) Dec. 31, 2006 – 12.49**
- **Price/Book most recent quarter (mrq) – 3.13**
- **Stated Book Value Per Share (mrq) – \$9.86**
- **Diluted Book Value Per Share (mrq) – \$10.12**

## Earnings Estimates

- **Management's estimate (fye) 2006 - \$2.30 - \$2.47**
  - ◆ **% change from prior year approximately – 20% – 30%**
- **Analyst coverage – four (4)**
  - ◆ **Cohen Bros. & Company**
  - ◆ **RBC Capital Markets**
  - ◆ **Sandler O'Neill & Partners, L.P.**
  - ◆ **Sidoti & Company, LLC**

# Financial Highlights



# Vineyard National Bancorp Summary Results 2003-2005

## Bancorp Net Earnings

Dollars shown in all tables are in thousands (except for per share information)

Period-ended	Net Earnings	Diluted Earnings Per Share <sup>(1)</sup>	Return On Avg. Common Equity
Year to Date Dec. 31, 2005	\$18,900	\$1.89	21%
Year Ended Dec. 31, 2004	\$14,000	\$1.55	29%
Year Ended Dec. 31, 2003	\$8,000	\$1.09	41%

(1) Adjusted for stock dividend, convertible preferred stock and stock split

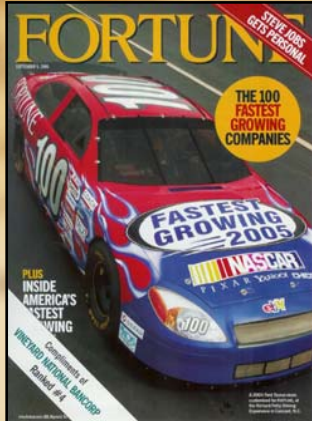
# Vineyard National Bancorp Summary Results 2003-2005

## Bank Net Earnings

Dollars shown in all tables are in thousands

Period-ended	Net Earnings	Return on Avg. Assets	Efficiency Ratio
Year to Date Dec. 31, 2005	\$23,900	1.54%	45%
Year Ended Dec. 31, 2004	\$17,000	1.47%	44%
Year Ended Dec. 31, 2003	\$9,300	1.44%	45%

# National Recognition



**2005 RANK**  
(2004 RANK) TICKER STOCK PRICE 8/10/05

EARNINGS-PER-SHARE GROWTH Three-year annual rate		REVENUE GROWTH Three-year annual rate		TOTAL RETURN Three-year annual rate (color = beat S&P 500)*	
RANK	NET INCOME past four quarters (millions)	RANK	REVENUE past four quarters (millions)	RANK	P/E current fiscal year est.
...	...	...	...	...	...

**COMMENTS**

<b>4 VINEYARD NATIONAL BANCORP</b> VNBC \$30.29	89%	\$15.4	84%	\$87.5	98%	15	Southern California bank benefiting from real estate boom.
RANCHO CUCAMONGA, CALIF.	44		6		4		

# USBanker

August 2005

Beyond Business as Usual

USB's ANNUAL PERFORMANCE RANKING

## Top 100 Publicly Traded Mid-Tier Banks

Banks & thrifts with less than \$10 billion in assets. Ranked by 3-year average ROE.

Institution	Ticker	Market Value (\$M)	Total Assets (\$000)	3-Year Avg ROE	3-Year Median EPS Growth	3-Year Avg Total Risk Based Ratio	3-Year Price Performance	ROAE (%)	EPS Growth YoY (%)	Diluted EPS Before Extraordinary (\$)	Total Capital Ratio (%)
<b>1 WSFS Financial Corp.</b>	WSFS	383	2,502,956	<b>42.1</b>	31.4	17.8	245.8	13.6	31.4	3.39	15.34
<b>2 Westamerica Bancorp</b>	WABC	1,709	4,737,268	<b>29.0</b>	8.1	11.6	47.4	28.8	2.8	2.93	12.46
<b>3 Oriental Financial Group</b>	OFG	575	3,725,695	<b>27.0</b>	32.7	28.6	153.2	25.7	15.5	2.53	38.69
<b>4 Vineyard National Bancorp</b>	VNBC	<b>267</b>	<b>1,311,497</b>	<b>24.6</b>	<b>108</b>	<b>15.4</b>	<b>1022.9</b>	<b>23.5</b>	<b>42.2</b>	<b>1.55</b>	<b>14.6</b>
<b>5 TrustCo Bank Corp NY</b>	TRST	841	2,863,834	<b>23.9</b>	6.5	17.7	9.7	25.3	7.1	0.75	18.37

# Other Achievements

- Stock appreciation growth over 2,291% (Oct. 2000 thru 4<sup>th</sup> quarter 2005)
- Inclusion in the Russell 2000 index
- Alumni inclusion in Sandler O'Neill's "2005 Bank and Thrift Sm-All Stars"
- 2004 - Rated "Market Cap Champion" by Carpenter & Company \$1 billion - \$10 billion Asset Class, one and three year stock appreciation
- July 2004 ranked tenth within the "Top 200 Publicly Traded Community Banks" by US Banker
- Listed in Sandler O'Neill's "2004 Bank and Thrift Sm-All Stars" for both performance and valuation

# The Inland Empire...

- Represents the counties of **Riverside and San Bernardino**, one of the fastest growing regions in the **United States**
- Major distribution hub for goods coming in through the **Los Angeles Harbors**
- Availability of “affordable” and buildable land for housing, commercial and retail development in support of the **Los Angeles and Orange County regions**
- Intersection or half way point between: **Los Angeles and Palm Desert, Pomona Valley and Temecula Valley, Newport Coast and Coachella Valley**

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*What Makes Vineyard  
Unique?*

A white, stylized graphic element resembling a vine or a leaf, which serves as a background for the company name.

**VINEYARD**  
NATIONAL BANCORP



## ***Our Vision***

**We are a community bank  
dedicated to relationships and  
the experiences we create**



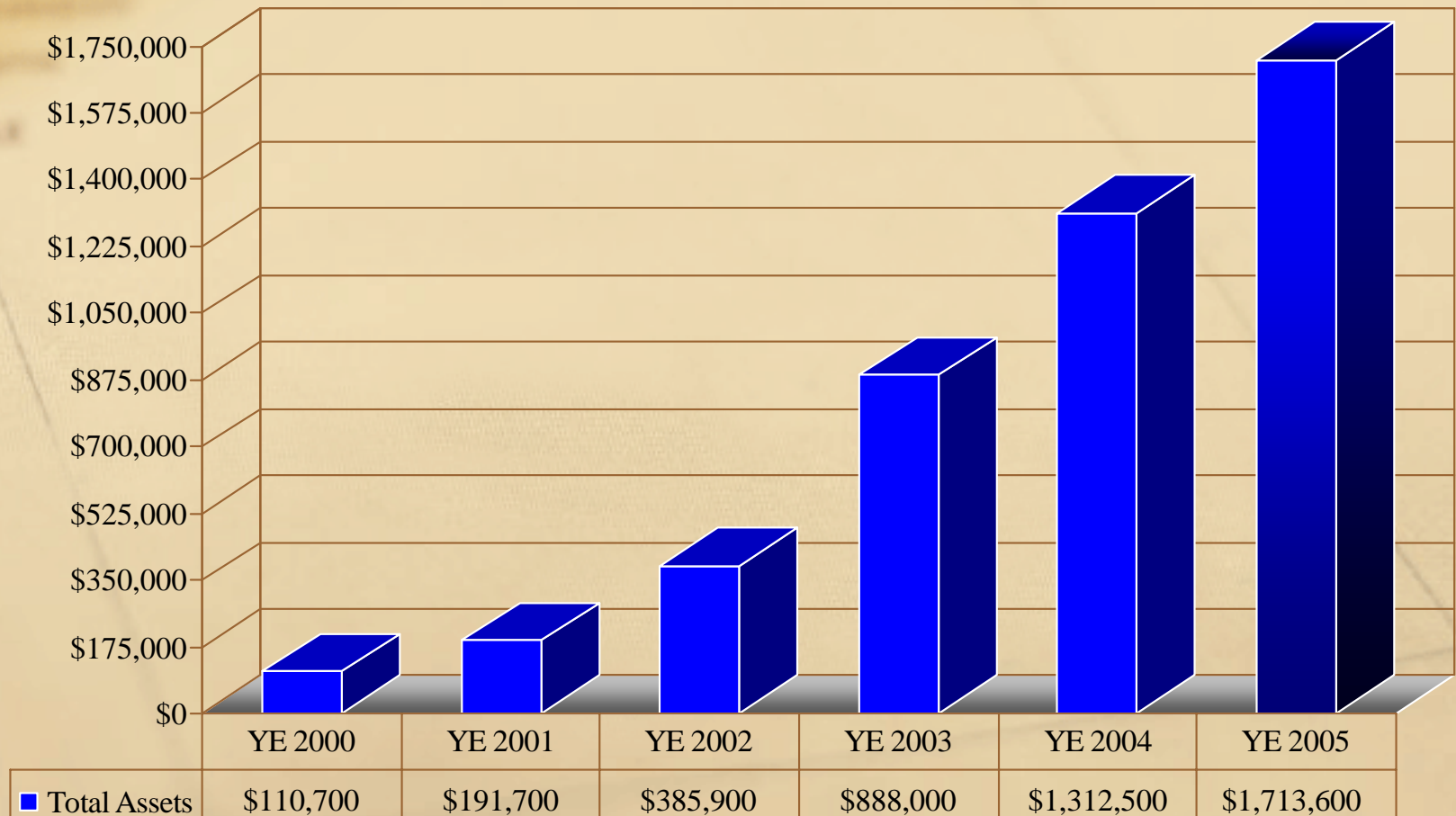
# ❖ Organization and Operating Strategies



# Key Strategic Drivers

- **Diverse asset base and organizational structure**
- **Operating efficiency**
- **Operate within 20 unique markets**
- **Development and enhancement of 10 specialty products**
- **Branding and Marketing of the Vineyard Franchise**
  - ◆ In target geographic markets
  - ◆ In target product markets

# Assets



Dollars in thousands

# Lending & Funding Strategies

## ○ Organized by specialty groups

- ◆ SFR Coastal and Tract Construction
- ◆ Income Property (commercial and multi-family)
- ◆ Commercial and Business Banking
- ◆ SBA Lending
- ◆ Religious Financial Services

## ○ Organic deposit growth

- ◆ Community positioning and expansion within current markets
- ◆ Acquisition of teams within new growth markets

## ○ Organic lending growth

- ◆ Expansion of existing markets
- ◆ Acquisition of new teams in new markets

## ○ Acquisition of complete delivery systems in new markets

- ◆ San Diego, Marin & Irvine

## ○ Acquisition of existing institutions based on the Company's strategic drivers

# Lending & Funding Strategies

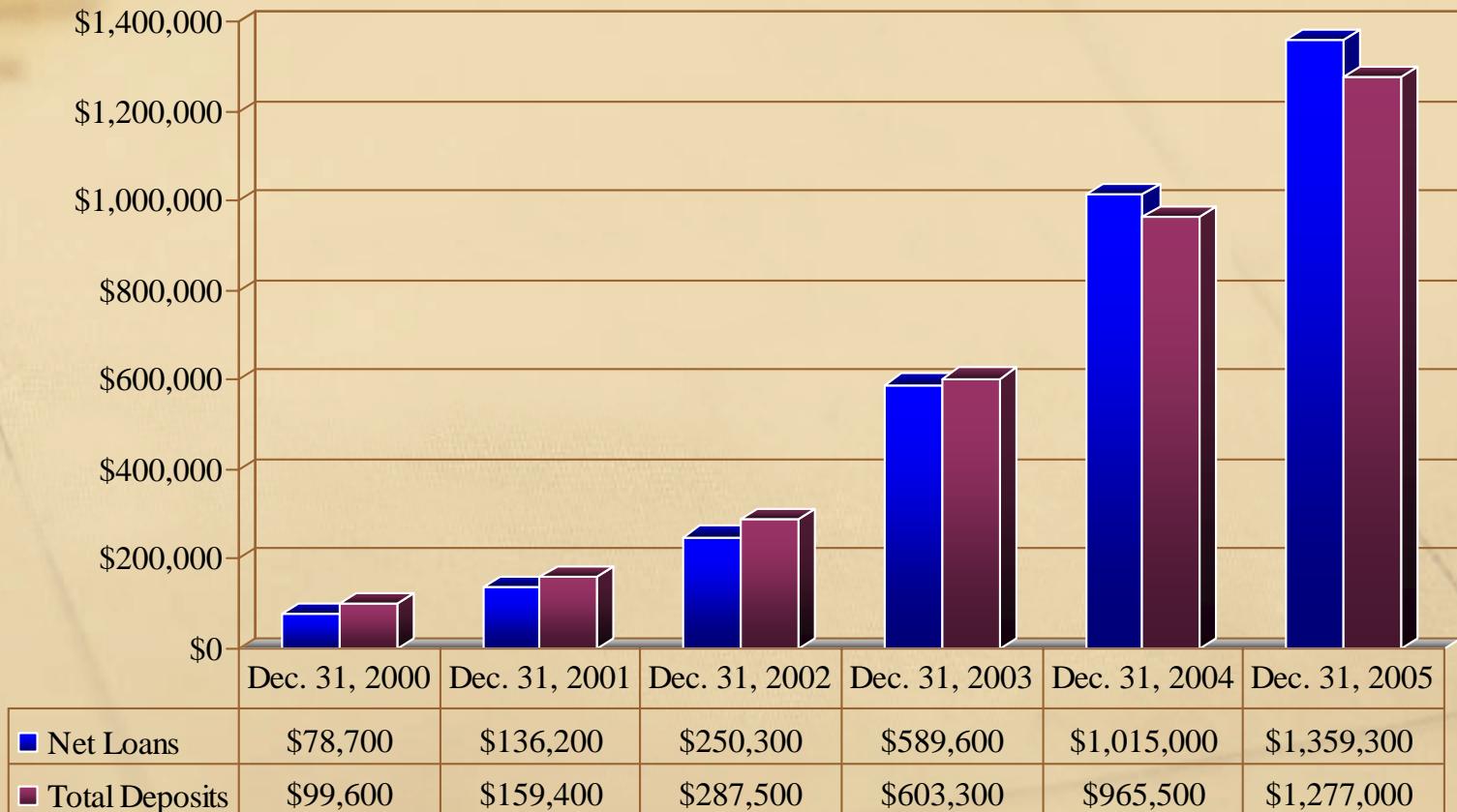
## ○ Community Banking

- ◆ Originally organized and focused on community-based deposits
- ◆ Now looking to broaden our reach by expanding disciplines to our community banking base
  - Broaden Commercial and Business Banking
  - Expand Private Banking and Entrepreneur Services
  - Enhance Corporate Cash Management and Community Banking

## ○ Deposit Market Share

- ◆ Desired level of 20%, with a minimum target of 10% in each of the communities we serve.
  - 7 out of 11 capture 10% minimum target
  - 3 out of 11 capture more than 20%

# Total Loans and Deposits



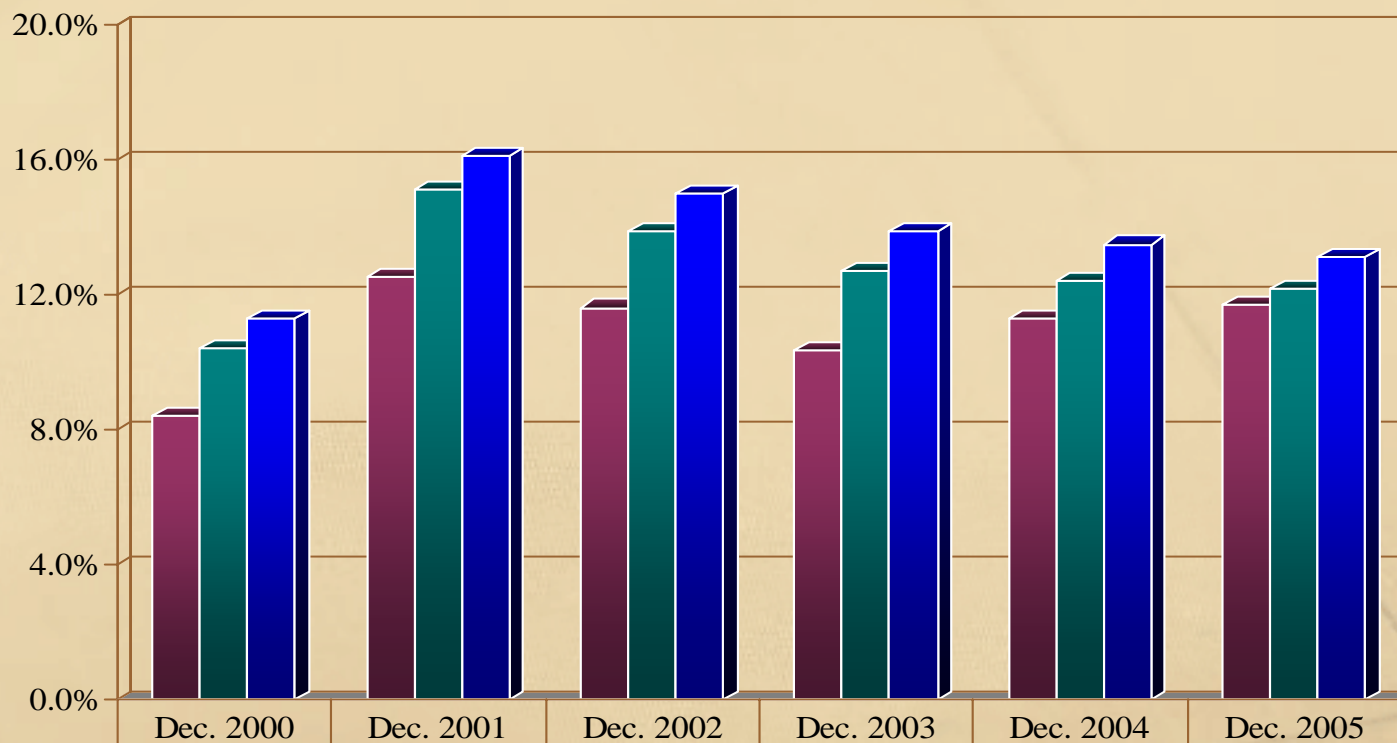
Dollars in thousands



# Capital Strategy

- **Support Organic Growth**
- **Efficient tools for effective execution and purpose**
  - ◆ **Shelf registration – \$125 million**
  - ◆ **PIPE**
  - ◆ **Trust preferred**
  - ◆ **Strategic acquisition**
    - Reduce funding costs
    - Accretive to earnings
- **Minimal dilutive impact to shareholders**
- **Maintain consistent capital ratios**
  - ◆ **Holding Company**
  - ◆ **Bank**

# Bank Capital Adequacy Ratios



■ Leverage Capital	8.4%	12.5%	11.6%	10.3%	11.3%	11.7%
■ Tier 1 Capital	10.4%	15.1%	13.9%	12.7%	12.4%	12.2%
■ Total Capital	11.3%	16.1%	15.0%	13.9%	13.5%	13.1%

The background of the slide features a vintage-style map with a compass rose in the upper left corner. The map is rendered in a light, sepia tone, and the compass rose shows cardinal and intercardinal directions. The overall aesthetic is one of exploration and navigation.

## *Strategic Focus*

*Our future is as diverse as  
our markets*

**VINEYARD**  
NATIONAL BANCORP

# Our Markets

- Full Service Banking Center
- Loan Production Office



# Orange County

## ○ Irvine/Newport

- ◆ **Capture new funding/depository relationships**
  - Commercial and Business Banking
  - Private Banking and Entrepreneur Services
  - Cash Management and Community Banking
- ◆ **Expand existing lending products**
  - Commercial Income Property Lending
  - High-end SFR Construction Lending

## ○ Anaheim LPO

- ◆ **Expand and enhance lending products**
  - Commercial Income Property Lending
  - SBA Lending
  - High-end SFR Construction Lending

# North San Diego

## ○ San Diego

### ◆ Capture new funding/depository relationships

- Commercial and Business Banking
- Private Banking and Entrepreneur Services
- Cash Management and Community Banking

### ◆ Expand existing lending products

- Commercial Income Property Lending
- High-end SFR Construction Lending
- SBA Lending

## ○ Carlsbad LPO

### ◆ Expand and enhance lending products

- High-end SFR Construction Lending
- Commercial Income Property Lending
- SBA Lending

# West Side/Los Angeles County

## ○ **Manhattan Beach**

### ◆ **Capture new funding/depository relationships**

- Commercial and Business Banking
- Private Banking and Entrepreneur Services
- Cash Management and Community Banking

### ◆ **Expand existing lending products**

- Commercial Income Property Lending
- High-end SFR Construction Lending
- SBA Lending

# San Gabriel Valley

- **Expand “Established Market” presence along San Gabriel Valley Corridor**
  - ◆ **Commercial Accounts with Established deposit base**
  - ◆ **Commercial & Business Lending**
  - ◆ **Corporate Cash Management Expansion**

# Temecula Valley

- **Expand and enhance lending products**
  - ◆ **Tract Construction Lending**
  - ◆ **Commercial Income Property Lending**
  - ◆ **SBA Lending**
  - ◆ **Capture High-end SFR Construction Lending**

# Palm Desert

- **Capture new marketplace within Palm Desert community**
  - ◆ **Expand Tract Construction Lending**
  - ◆ **Expand Commercial Income Property Lending**
  - ◆ **SBA Lending**
  - ◆ **Capture High-end SFR Construction Lending**
  
- **Possible de Novo branching**
  - ◆ **Acquisitions of local in-market relationship professionals**
  - ◆ **Capture new funding/depository relationships**
  - ◆ **Capture deposit market share**
    - Commercial and Business Banking
    - Private Banking and Entrepreneur Services
    - Cash Management and Community Banking

# San Rafael/Marin County

- Full Service Banking Center
- Loan Production Office



# San Rafael/Marin County

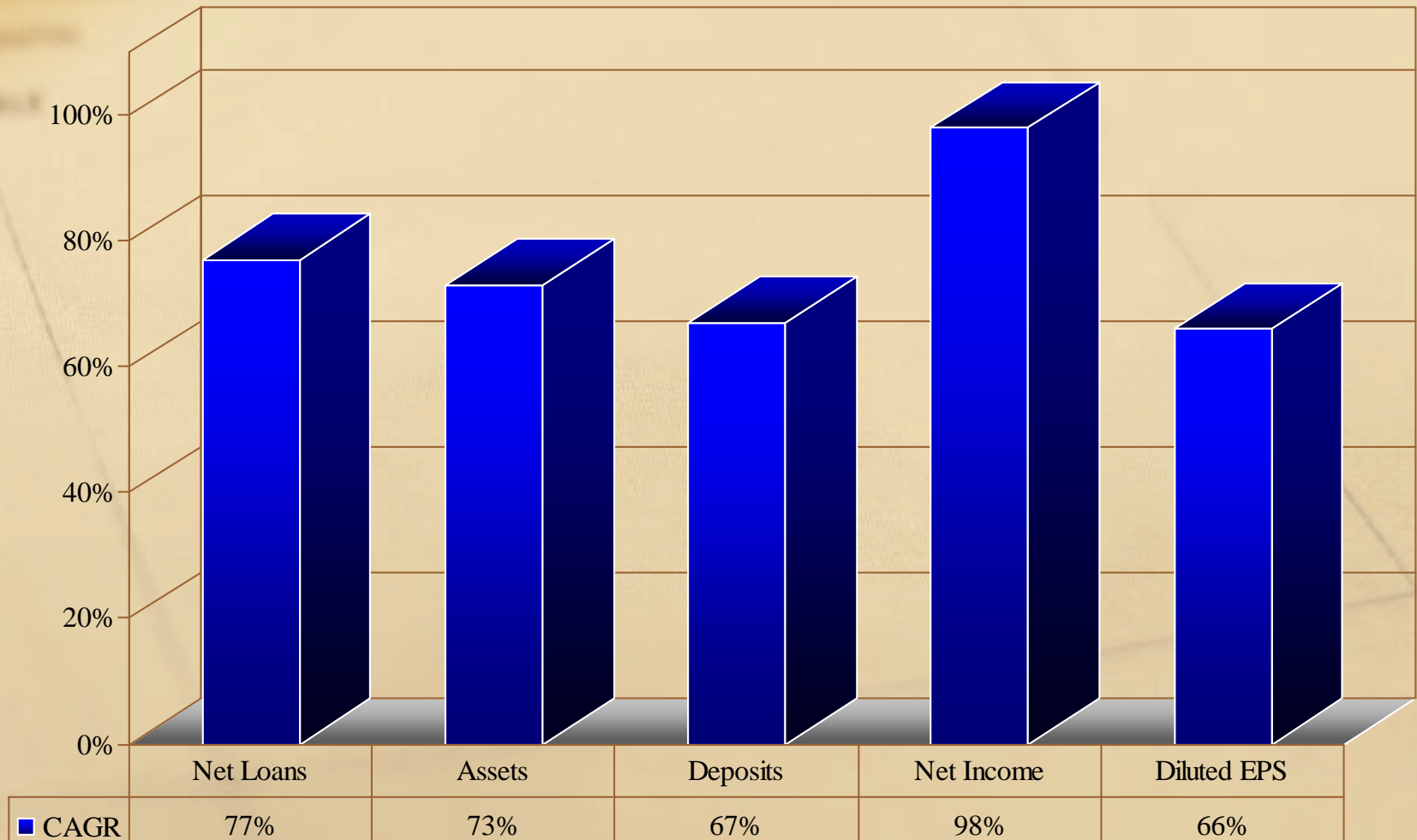
- **LPO/Branch applications approved**
  - ◆ **LPO opened September 2005**
  - ◆ **Capture new lending relationships**
  - ◆ **Expand and enhance existing lending products**
    - Commercial Income Property Lending
    - High-end SFR Construction Lending
    - Tract construction lending
    - SBA Lending
- **Full Service Banking Center – March 2006**
  - ◆ **Capture new depository/funding relationships**
  - ◆ **Expand and enhance lending products**
    - Commercial and Business Banking
    - Private Banking and Entrepreneur Services
    - Cash Management and Community Banking



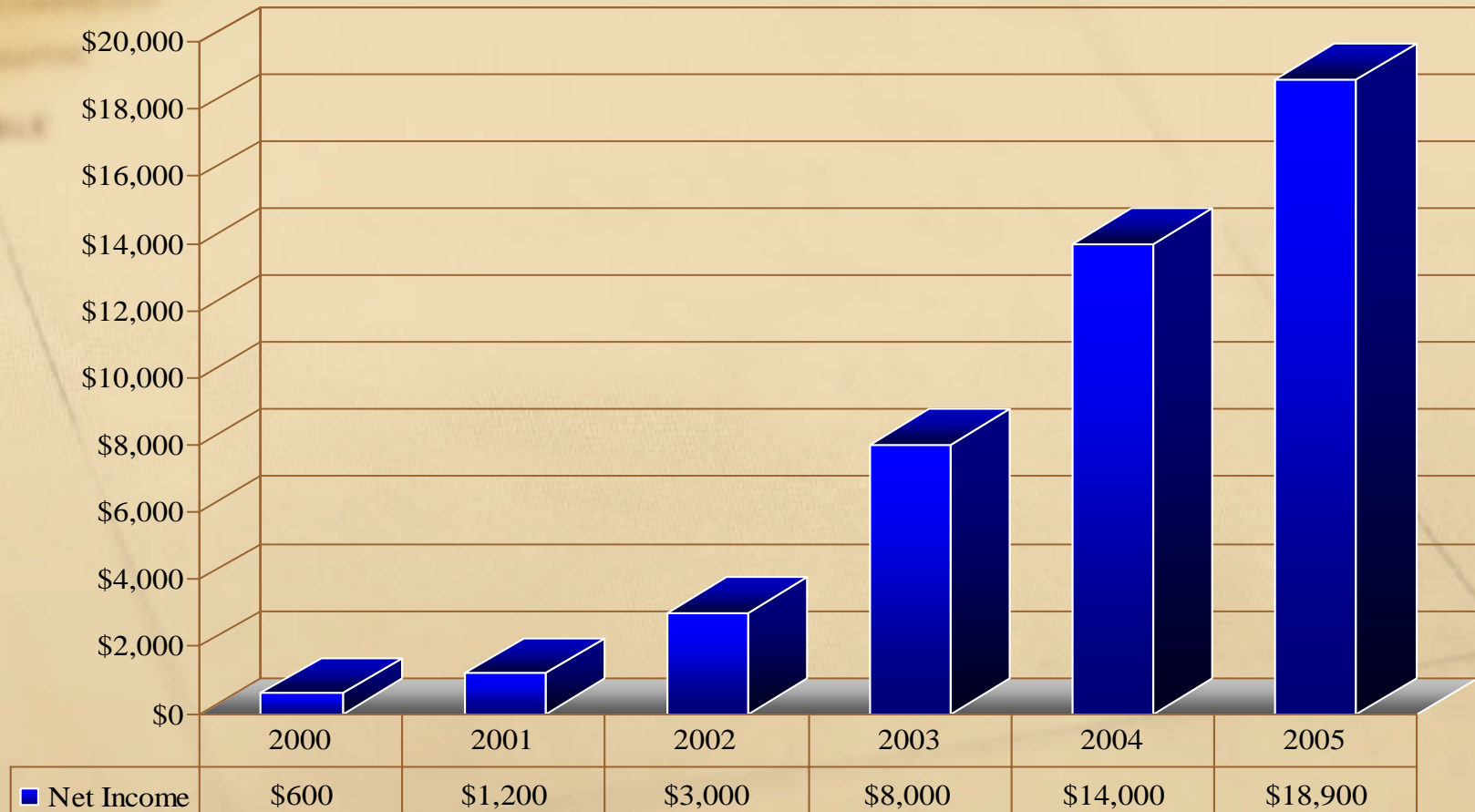
## ❖ **Summary Thoughts**

# 2000 - 2005 “CAGR”

## Compounded Annual Growth Rate

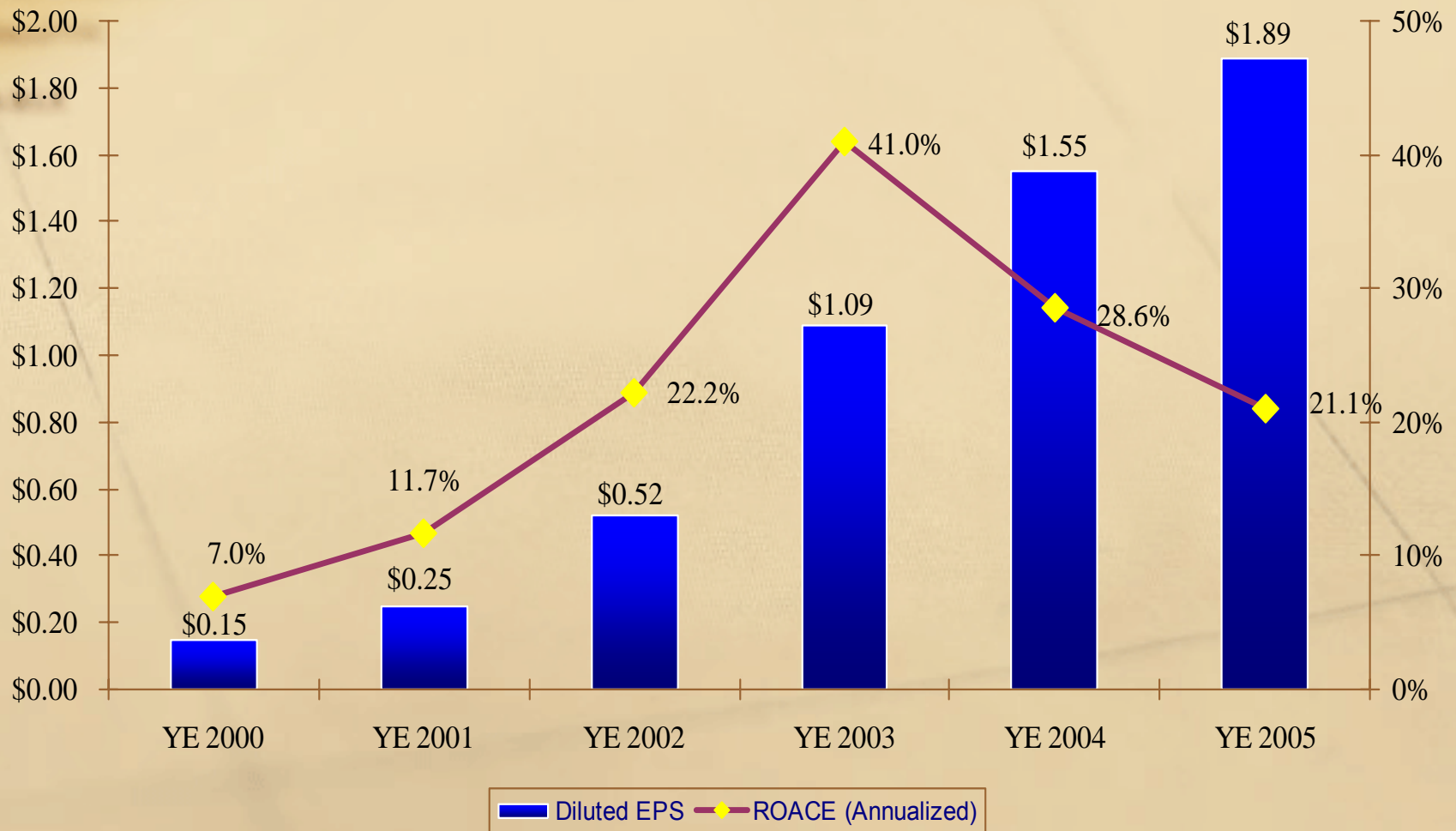


# Earnings



Dollars in thousands

# Earnings – Return on Average Common Equity



# Summary Thoughts

- **The Bank continues to assemble talented, and well-established professionals driven on value-added, relationship banking**
- **The Company continues to deliver returns to its shareholders by providing properly incented product groups within a unique distribution network**
- **The Company and the Bank will continue to focus on what our customers need and strive to deliver results which exceed expectations**

**Employees, Customers, Investors....**

**“PEOPLE are our most valuable asset”**



# VINEYARD

NATIONAL BANCORP