

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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**FORM 10-K/A**

**(Amendment No. 1)**

☒ ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-20862

**VINEYARD NATIONAL BANCORP**  
(Exact Name of Registrant as Specified in its Charter)

California  
(State of other jurisdiction of  
incorporation or organization)

33-0309110  
(IRS Employer  
Identification Number)

1260 Corona Pointe Court,  
Corona, California  
(Address of principal executive offices)

92879  
(Zip Code)

Registrant's telephone number, including area code: (951) 271-4232

Securities registered pursuant to Section 12(g) of the Act: None

Securities registered pursuant to Section 12(b) of the Act:

**Common Stock, no par value**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  
Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  
Yes ☐ No ☒

The aggregate value of the 9,412,745 shares of Common Stock of the registrant issued and outstanding, which excludes 926,953 shares held by all directors and executive officers of the registrant as a group, was approximately \$253.2 million based on the last closing sales price on a share of Common Stock of \$26.90 as of June 30, 2006.

10,432,244 shares of Common Stock of the registrant were outstanding at February 28, 2007.

#### DOCUMENTS INCORPORATED BY REFERENCE

None

### **Explanatory Note**

We are filing Amendment No. 1 (this “Amendment”) to the Vineyard National Bancorp (the “Company”) Annual Report on Form 10-K for the year ended December 31, 2006 (the “2006 Form 10-K”), which was originally filed on March 7, 2007, to amend Part IV, Item 15 of our 2006 Form 10-K for the sole purpose of amending and restating (1) the Exhibit Index and (2) Exhibits 23.1 and 23.2.

The Exhibit Index included in the 2006 Form 10-K inadvertently omitted a reference to the Certificate of Determination of Floating Rate Series C Noncumulative Redeemable Preferred Stock, which was filed with the Company’s Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission (the “Commission”) on April 15, 2005. The amended and restated Exhibit Index now includes a reference to the Certificate of Determination as Exhibit 3.3.

The consents of our independent auditors which were filed as Exhibits 23.1 and 23.2 to the 2006 Form 10-K have been revised to specifically incorporate by reference the Company’s audited consolidated financial statements and reports into the Company’s registration statement No. 333-128015 on Form S-3 filed by the Company with the Commission on August 31, 2005.

No other revisions or amendments have been made to Part IV, Item 15 or to any other portion of the Company’s 2006 Form 10-K. This Amendment does not reflect events occurring after March 7, 2007, the date of the original filing of the 2006 Form 10-K, or modify or update those disclosures that may have been affected by subsequent events.

## PART IV

### ITEM 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this Report.

(1) The following documents are filed as part of this Annual Report on Form 10-K and are incorporated herein by reference to Item 8 hereof:

Independent Auditors' Reports.

Consolidated Balance Sheets as of December 31, 2006 and 2005.

Consolidated Statements of Income for the Years Ended December 31, 2006, 2005 and 2004.

Consolidated Statements of Changes in Stockholders' Equity and Other Comprehensive Income for the Years Ended December 31, 2006, 2005 and 2004.

Consolidated Statements of Cash Flows for the Years Ended December 31, 2006, 2005 and 2004.

Notes to Consolidated Financial Statements.

(2) All schedules for which provision is made in the applicable accounting regulation of the SEC are omitted because they are not applicable or the required information is included in the Consolidated Financial Statements or notes thereto.

(3)(a) The following exhibits are filed as part of this Form 10-K/A, and this list includes the Exhibit Index.

EXHIBIT NO.	DESCRIPTION
2.1	Agreement and Plan of Reorganization among Vineyard National Bancorp, Vineyard Bank, and Rancho Bank <sup>(16)*</sup>
3.1	Articles of Incorporation of Vineyard National Bancorp, as amended <sup>(6)</sup>
3.2	Bylaws of Vineyard National Bancorp <sup>(1)</sup>
3.3	Certificate of Determination of Floating Rate Series C Noncumulative Redeemable Preferred Stock <sup>(22)</sup>
4	Specimen Common Stock Certificate of Vineyard National Bancorp <sup>(2)</sup>
4.1	Registration Rights Agreement <sup>(8)</sup>
4.2	Form of Warrant to Purchase Shares of Common Stock <sup>(3)</sup>
4.3	Debenture Subscription Agreement, dated as of December 19, 2002, between Vineyard National Bancorp and Vineyard Statutory Trust II <sup>(6)</sup>
4.4	Additional Investment Right <sup>(11)</sup>
4.5	Registration Rights Agreement <sup>(11)</sup>
10.1	Vineyard National Bancorp Nonqualified Deferred Compensation Plan <sup>(6)*</sup>
10.2	Vineyard National Bancorp Directors' Deferred Compensation Plan <sup>(6)*</sup>
10.3	Vineyard National Bancorp 1997 Incentive Stock Option Plan <sup>(6)*</sup>
10.4	Form of Vineyard National Bancorp 1997 Incentive Stock Option Plan Notice of Stock Option Grant*
10.5	Vineyard National Bancorp 2006 Incentive Stock Plan <sup>(18)*</sup>
10.6	Form of 2006 Incentive Stock Plan Award Agreement *
10.7	Vineyard National Bancorp 2002 Restricted Share Plan <sup>(6)*</sup>

10.8	Form of 2002 Restricted Share Award Agreement <sup>(13)*</sup>
10.9	Vineyard National Bancorp 2003 Restricted Share Plan <sup>(11)*</sup>
10.10	Form of 2003 Restricted Share Award Agreement <sup>(13)*</sup>
10.11	Vineyard National Bancorp 2004 Restricted Share Plan <sup>(9)*</sup>
10.12	Form of 2004 Restricted Share Award Agreement <sup>(13)*</sup>
10.13	Vineyard National Bancorp 2005 Restricted Share Plan <sup>(14)*</sup>
10.14	Form of 2005 Restricted Share Award Agreement <sup>(15)*</sup>
10.15	Employment Agreement among Vineyard National Bancorp, Vineyard Bank and Norman A. Morales <sup>(5)*</sup>
10.16	Amendment to Employment Agreement among Vineyard National Bancorp, Vineyard Bank and Norman A. Morales <sup>(17)*</sup>
10.17	Form of Change of Control Agreement <sup>(19)*</sup>
10.18	Loan Agreement between Vineyard National Bancorp and First Tennessee Bank National Association <sup>(20)*</sup>
10.19	Indenture, dated as of December 19, 2002, between Vineyard National Bancorp, as Issuer, and Wilmington Trust Company, as Trustee, relating to the floating rate junior subordinated debt securities due 2033 <sup>(6)</sup>
10.20	Amended and Restated Declaration of Trust by and among State Street Bank and Trust Company of Connecticut, National Association, as Institutional Trustee and Vineyard National Bancorp, as Sponsor, dated as of December 18, 2001 <sup>(6)</sup>
10.21	Guarantee Agreement by and between Vineyard National Bancorp and State Street Bank and Trust Company of Connecticut and National Association, dated as of December 18, 2001 <sup>(6)</sup>
10.22	Amended and Restated Declaration of Trust, dated as of December 19, 2002, of Vineyard Statutory Trust II <sup>(6)</sup>
10.23	Guarantee Agreement, dated as of December 19, 2002 <sup>(6)</sup>
10.24	Indenture dated as of December 19, 2002, between Vineyard National Bancorp, as Issuer, and State Street Bank and Trust Company of Connecticut, National Association, as Trustee, relating to the floating rate junior subordinated debentures due 2017 <sup>(6)</sup>
10.25	Indenture dated as of September 25, 2003, between Vineyard National Bancorp, as Issuer, and Wilmington Trust Company, as Trustee, relating to the floating rate junior subordinated debentures due 2033 <sup>(4)</sup>
10.26	Amended and Restated Declaration of Trust, dated as of September 25, 2003, of Vineyard Statutory Trust III <sup>(4)</sup>
10.27	Guarantee Agreement, dated as of September 25, 2003 <sup>(4)</sup>
10.28	Indenture dated as of December 19, 2003, between Vineyard National Bancorp, as Issuer, and Wilmington Trust Company, as Trustee, relating to the floating rate junior subordinated debentures due 2034 <sup>(10)</sup>
10.29	Amended and Restated Declaration of Trust, dated as of December 19, 2003, of Vineyard Statutory Trust IV <sup>(10)</sup>
10.30	Guarantee Agreement, dated as of December 19, 2003 <sup>(10)</sup>
10.31	Indenture dated as of March 25, 2004, between Vineyard National Bancorp, as Issuer, and Wilmington Trust Company, as Trustee, relating to the floating rate junior subordinated debentures due 2034 <sup>(13)</sup>
10.32	Amended and Restated Declaration of Trust, dated as of March 25, 2004, of Vineyard Statutory Trust V <sup>(13)</sup>
10.33	Guarantee Agreement, dated as of March 25, 2004 <sup>(13)</sup>
10.34	Indenture dated as of May 18, 2004, between Vineyard National Bancorp, as Issuer, and Wilmington Trust Company, as Trustee, relating to the floating rate junior subordinated debentures due 2034 <sup>(13)</sup>
10.35	Amended and Restated Declaration of Trust, dated as of May 18, 2004, of Vineyard Statutory Trust VI <sup>(13)</sup>
10.36	Guarantee Agreement, dated as of May 18, 2004 <sup>(13)</sup>
10.37	Indenture dated as of December 22, 2004, between Vineyard National Bancorp, as Issuer, and Wilmington Trust Company, as Trustee, relating to the floating rate junior subordinated debentures due 2034 <sup>(13)</sup>
10.38	Amended and Restated Declaration of Trust, dated as of December 22, 2004, of Vineyard Statutory Trust VII <sup>(13)</sup>

10.39	Guarantee Agreement, dated as of December 22, 2004 <sup>(13)</sup>
10.40	Indenture dated as of April 15, 2005, between Vineyard National Bancorp, as Issuer, and Wilmington Trust Company, as Trustee, relating to the floating rate junior subordinated debentures due 2035 <sup>(21)</sup>
10.41	Amended and Restated Declaration of Trust, dated as of April 15, 2005, of Vineyard Statutory Trust VIII <sup>(21)</sup>
10.42	Guarantee Agreement, dated as of April 15, 2005 <sup>(21)</sup>
10.43	Indenture dated as of August 19, 2005, between Vineyard National Bancorp, as Issuer, and Wilmington Trust Company, as Trustee, relating to the floating rate junior subordinated debentures due 2035 <sup>(21)</sup>
10.44	Amended and Restated Declaration of Trust, dated as of August 19, 2005, of Vineyard Statutory Trust IX <sup>(21)</sup>
10.45	Guarantee Agreement, dated as of August 19, 2005 <sup>(21)</sup>
10.46	Indenture dated as of May 16, 2006, between Vineyard National Bancorp, as Issuer, and Wilmington Trust Company, as Trustee, relating to the floating rate junior subordinated debentures due 2036 <sup>(23)</sup>
10.47	Amended and Restated Declaration of Trust, dated as of May 16, 2006, of Vineyard Statutory Trust XI <sup>(23)</sup>
10.48	Guarantee Agreement, dated as of May 16, 2006 <sup>(23)</sup>
11	Statement regarding computation of per share earnings <sup>(23)</sup>
14	Code of Ethics <sup>(10)</sup>
21	Subsidiary of the Registrant <sup>(23)</sup>
23.1	Consent of KPMG LLP
23.2	Consent of Vavrinek, Trine, Day and Company LLP
31.1	Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002 <sup>(23)</sup>

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- (1) Incorporated by reference from the Registrant's Registration Statement on Form S-8 (File No. 333-18217) filed by the Registrant with the Commission on December 19, 1996.
- (2) Incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 1988 filed by the Registrant with the Commission.
- (3) Incorporated by reference from the Registrant's Proxy Statement for a special meeting held on December 18, 2002 filed by the Registrant with the Commission on November 25, 2002.
- (4) Incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 filed by the Registrant with the Commission on November 7, 2003.
- (5) Incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000 filed by the Registrant with the Commission on March 30, 2001.
- (6) Incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002 filed by the Registrant with the Commission on March 28, 2003.
- (7) Incorporated by reference from the Registrant's Registration Statement on Form S-2 (File No. 333-107493) filed by the Registrant with the Commission on July 30, 2003.
- (8) Incorporated by reference from the Registrant's Form 8-K filed with the Commission on June 21, 2004.
- (9) Incorporated by reference from the Registrant's Proxy Statement for an annual meeting held on May 22, 2003 filed with the Commission on April 14, 2003.
- (10) Incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003 filed by the Registrant with the Commission on March 22, 2004.

- (11) Incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 filed by the Registrant with the Commission on November 10, 2004.
- (12) Incorporated by reference from the Registrant's Form 8-K filed with the Commission on December 10, 2004.
- (13) Incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004 filed by the Registrant with the Commission on March 10, 2005.
- (14) Incorporated by reference from the Registrant's Proxy Statement for an annual meeting held on May 25, 2005 filed with the Commission on April 18, 2005.
- (15) Incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 filed by the Registrant with the Commission on November 4, 2005.
- (16) Incorporated by reference from the Registrant's Form 8-K filed with the Commission on April 20, 2006.
- (17) Incorporated by reference from the Registrant's Form 8-K filed with the Commission on October 5, 2006
- (18) Incorporated by reference from the Registrant's Proxy Statement for an annual meeting held on May 24, 2006 filed with the Commission on April 17, 2006.
- (19) Incorporated by reference from the Registrant's Form 8-K filed with the Commission on April 17, 2006.
- (20) Incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 filed by the Registrant with the Commission on August 4, 2006
- (21) Incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2005 filed by the Registrant with the Commission on March 14, 2006.
- (22) Incorporated by reference from the Registrant's Current Report on Form 8-K filed by the Registrant with the Commission on April 15, 2005.
- (23) Incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006 filed by the Registrant with the Commission on March 7, 2007.

\* Management contract or compensatory plan or arrangement.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, we have duly caused this report to be signed on our behalf by the undersigned, thereto duly authorized on this 12th day of June, 2007.

### VINEYARD NATIONAL BANCORP

By: /s/ Norman A. Morales  
Norman A. Morales  
President and Chief Executive Officer

By: /s/ Gordon Fong  
Gordon Fong  
Executive Vice President and Chief Financial Officer