





## **Section 2 - Financial Information**

### **Item 2.02 Results of Operations and Financial Condition.**

On July 26, 2006, Bay National Corporation (the "Company") issued a press release announcing its earnings for the quarter ended June 30, 2006.

Among other figures, the press release presents a comparison of diluted net income per share before income taxes for the quarterly and six month periods ended June 30, 2006 compared to net income per diluted share for the quarterly and six month periods ended June 30, 2005. Because the Company had no income tax expense during the periods ended June 30, 2005, a comparison of the Company's net income per diluted share, which would include the impact of taxes for the periods ended June 30, 2006, could obscure the impact of changes in the Company's operations. Therefore, management believes that the comparison provides investors with a more accurate period-to-period comparison of the per-share impact of changes in the Company's operations.

The press release also reports that core deposits rose 22.2% year-over-year to \$158.7 million at June 30, 2006. Core deposits, which management categorizes as all deposits other than national market certificates of deposit and all but \$5.0 million in deposits from select accounts with highly variable balances, are closely monitored by management because they consider them not only a relatively stable source of funding but also reflective of the growth of commercial and consumer depository relationships.

The press release is furnished as Exhibit 99.1 hereto.

## **Section 9 - Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed herewith:

99.1 Press Release dated July 26, 2006.

SIGNATURES

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 hereunto duly authorized.

BAY NATIONAL CORPORATION

Date July 27, 2006

By: /s/ Hugh W. Mohler  
Hugh W. Mohler, President

