

**OFFICE OF THE COMPTROLLER
OF THE CURRENCY
Washington, D.C. 20219**

**FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **December 23, 2008**

BANK OF NAPA, N.A.
(Exact name of registrant as specified in its charter)

United States of America	N/A	20-2314309
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**2007 Redwood Road Suite #101
Napa, California, 94558**
(Address of principal executive offices)

Registrant's telephone number, including area code: **707-257-7777**

BANK OF NAPA, N.A.

Item 2.02 Press Release

The attached exhibit is a copy of the Press Release made public on December 23, 2008.

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.

Bank of Napa, N.A.
(Registrant)

Date: December 23, 2008

By: _____
M. Thomas LeMasters
President/CEO

BANK OF NAPA ELECTS TO OFFER ADDITIONAL FDIC INSURANCE – WILL DECLINE TARP FUNDS

NAPA, CA--- Bank of Napa, N.A. (OTCBB: BNNP) announced that its Board of Directors and Executive Management agreed to participate in the FDIC's Temporary Liquidity Guarantee Program (TLG). The TLG Program consists of two basic components: a guarantee of newly issued senior unsecured debt of banks, and the full guarantee of non-interest bearing deposit transaction accounts, such as business payroll accounts, regardless of dollar amount.

President and CEO Tom LeMasters stated that, "While we will not participate in the debt component of the TLG Program, we recognized that TLG provides a significant benefit to our depositors. We believe that the additional FDIC coverage for non-interest bearing account balances is meaningful to customers in these difficult economic times".

Bank of Napa also announced that it will not participate in the Department of Treasury's Capital Purchase Program (TCPP), and will not accept Troubled Asset Relief Program (TARP) funds. LeMasters stated, "Having considered our strong balance sheet, well capitalized position, and solid credit quality we determined that TCPP provided no material benefit to the shareholders and customers of Bank of Napa."

Bank of Napa, N.A. was established on August 14, 2006 with an initial capitalization of over twenty million dollars, most of which was derived from local Napa Valley investors.

Bank of Napa, N.A. is located at the corner of Redwood Road and Solano Avenue at 2007 Redwood Road, Suite 101 in the Redwood Plaza near Vallergera's Market in Napa, CA.

Contact Information: M. T. LeMasters, President & CEO, 707-257-7777

Additional Information: www.thebankofnapa.com (see News & Investor Relations)

Information contained herein may contain certain forward-looking statements that are based on management's current expectations regarding economic, legislative, and regulatory issues that may impact the Bank's earnings in future periods. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include the words "believe," "expect," "intend," "estimate" or words of similar meaning, or future or conditional verbs such as "will," "would," "should," "could" or "may." Factors that could cause future results to vary materially from current management expectations include, but are not limited to, general economic conditions, changes in interest rates, deposit flows, real estate values, and competition; changes in accounting principles, policies or guidelines; changes in legislation or regulation; and other economic, competitive, governmental, regulatory and technological factors affecting the Bank's operations, pricing, products and services. The Bank undertakes no obligation to release publicly the result of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events.