

**HORNBECK OFFSHORE SERVICES, INC.
AUDIT COMMITTEE CHARTER**

Composition

The Audit Committee of Hornbeck Offshore Services, Inc. (the "**Committee**") shall have at least three members (the "**Members**"), each of whom shall be directors of Hornbeck Offshore Services, Inc. (the "**Company**"). The Members of the Committee shall be elected by the Board at the meeting of the Board immediately following the annual stockholder meeting and shall hold office until their successors are duly elected and qualified. Members shall be independent (as defined by all applicable rules and regulations) and free from any relationship (including disallowed compensatory arrangements) that, in the opinion of the Board, would interfere with the exercise of such member's independent judgment as a member of the Committee. To be considered independent, Members shall meet applicable Securities and Exchange Commission, stock exchange and regulatory body standards.

One Member shall be appointed Committee Chairman by the Board. The appointment shall be made annually at the meeting of the Board immediately following the annual stockholder meeting or at the first meeting to be held following the occurrence of any vacancy in the office of the Committee Chairman. The Committee Chairman shall have such accounting or related financial management expertise as is required by applicable Securities and Exchange Commission, stock exchange and regulatory body standards. Each Member shall be able to read and understand fundamental financial statements, including the balance sheet, income statement and cash flow statement and at least one Member shall be a "financial expert" in compliance with the criteria established by the Securities and Exchange Commission and other relevant regulations. The existence of such Member shall be disclosed in periodic filings as required by the Commission.

Statement of Policy

The Committee shall provide assistance to the Board in fulfilling its oversight responsibility to the stockholders, potential stockholders, the investment community and others relating to the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, the performance of the Company's internal audit function and independent auditor, and overseeing the Company's system of disclosure controls and procedures and system of internal controls regarding finance, accounting, legal compliance and ethics that management and the Board have established. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee and the Company's independent auditors, internal accounting personnel and management of the Company.

Authority

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the power to retain outside counsel or other experts for this purpose. All employees are directed to cooperate as requested by the Committee or any of its Members for

Committee purposes. The Committee may request any officer or employee of the Company, the Company's outside counsel or the Company's independent auditor to attend a meeting of the Committee or to meet with any Member or any consultants to the Committee.

Responsibilities

As its primary responsibility, the Committee shall oversee the Company's financial reporting process on behalf of the Board and report the results of the Committee's activities to the Board. Management shall be responsible for the preparation, presentation and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements.

Meetings

The Committee shall meet at least once during each fiscal quarter, and as many additional times as the Committee shall deem necessary or appropriate. Each regularly scheduled meeting shall conclude with an executive session of the Committee absent members of management and on such terms and conditions as the Committee may elect. To foster open communication, the Committee shall meet periodically with management, the director of the internal auditing function, if applicable, and the independent auditor in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. The Committee shall also meet quarterly with the independent auditors and management to discuss the annual audited and quarterly financial statements and the Company's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Minutes

The Committee shall designate a secretary, who shall prepare or cause to be prepared the minutes of each meeting and file such minutes with the corporate records of the Company. The secretary shall send, or cause to be sent, copies of such minutes to each of the Members and to each of the members of the Board who are not Members.

Duties

The Board believes that the policies and procedures of the Committee should remain flexible, to best react to changing conditions and circumstances. The Committee shall take appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior. The following duties are set forth as a guide with the understanding that the Committee will supplement them as appropriate in accordance with changing conditions and compliance with applicable laws and regulations.

The Committee shall appoint, retain and terminate the independent auditor, subject to applicable stockholder ratification, and the independent auditor shall report directly to the Committee. The Committee shall directly oversee the work of the independent auditors, including resolution of disagreements between management and the auditor regarding financial reporting. The Committee shall review and evaluate the performance of the lead partner of the

Company's independent auditor team and ensure the rotation of the audit engagement team as set forth in the rules and regulations of the Securities and Exchange Commission. The Committee shall pre-approve all audit and non-audit services provided by the independent auditors and shall not engage the independent auditors to perform any specific non-audit services prohibited by law or regulation to be performed by the independent auditor in such circumstances. The Committee may delegate pre-approval authority to a Member. The decisions of any Member to whom pre-approval authority is delegated shall be presented to the full Committee at its next scheduled meeting.

At least annually, the Committee shall obtain and review a report by the independent auditor describing:

- The independent auditor's internal quality control procedures;
- Any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and
- All relationships between the independent auditor and the Company (to assess the auditor's independence).

The Committee shall set clear hiring policies for employees or former employees of the independent auditor that comply with all Securities and Exchange Commission regulations and stock exchange listing standards.

The Committee shall discuss with the internal auditors, if applicable, and the independent auditor the overall scope and plans for their respective audits, including the adequacy of staffing and compensation. The Committee shall discuss with management, the internal auditors, if applicable, and the independent auditor the responsibilities, budget and staffing of the Company's internal audit function and the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures to assess, monitor and manage business risk, and the Company's legal and ethical compliance programs, and shall make recommendations to management with respect thereto.

The Committee shall periodically meet separately with management, the internal auditors, if applicable, and the independent auditor to discuss issues and concerns warranting the attention of the Committee. The Committee shall provide sufficient opportunity for the internal auditors, if applicable, and the independent auditor to meet privately with the Members of the committee. The Committee shall review with the independent auditor any audit problems or difficulties and management's response.

The Committee shall receive a report from the independent auditor, before the filing of its audit report with the Securities and Exchange Commission, on all critical accounting policies and practices of the Company, all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment

preferred by the independent auditor, and other material written communications between the independent auditor and management.

The Committee shall review management's assertion on its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditor's report on management's assertion.

The Committee shall review and discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

The Committee shall review the interim financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with management and the independent auditor before the filing of the Company's Quarterly Reports on Form 10-Q. Also, the committee shall discuss the results of the quarterly review and any other matters required to be communicated to the committee by the independent auditor under generally accepted auditing standards.

The Committee shall review with management and the independent auditor the financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed before the filing of the Annual Report on Form 10 -K), including their judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements. The Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards.

The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters. The Committee shall review with the Company's counsel legal compliance matters, including corporate securities trading policies and any legal matter that could have a significant impact on the Company's financial statements and shall receive Company legal counsel's reports of evidence of a material violation of securities laws or breaches of fiduciary duty.

The Committee shall prepare the report required by the regulations of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

The Committee shall periodically review with the internal audit director, if applicable, any significant difficulties, disagreements with management or scope restrictions encountered in the course of the internal audit operations and review at least annually the internal audit charter, recommending any necessary changes.

The Committee shall review with the independent auditor, the internal auditing department, if applicable, and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented. The Committee shall perform an evaluation of its performance at least annually to determine whether

it is functioning effectively. In connection with such annual evaluation, the Committee shall review, update and assess the adequacy of this Charter and make recommendations with respect to proposed changes to the Board for its approval.