

**HOME Banc CORP.
AUDIT COMMITTEE CHARTER**

I. Purposes

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of HomeBanc Corp. and its subsidiaries (the “Company”) to assist the Board in overseeing the Company’s financial reporting processes. The Committee’s primary duties and responsibilities are to:

- Assist the Board’s oversight of, and monitor, the Company’s accounting and financial reporting process and the integrity of the Company’s financial statements;
- Monitor the Company’s systems of internal controls regarding finance and accounting;
- Assist the Board’s oversight of, and monitor, the Company’s compliance with legal and regulatory requirements;
- Assist the Board’s oversight of, and monitor, the independence, qualifications and performance of any public accounting firm(s) engaged to issue an audit report or perform other audit, review or attest services (such firm(s) are referred to herein as the Company’s “independent auditors”);
- Assist the Board’s oversight of, and monitor the performance of the Company’s internal auditors;
- Facilitate communication among the Company’s independent auditors, the Company’s management, the Company’s internal auditors and the Board;
- Assist the Board's oversight of, and monitor compliance with, the Company’s policies and practices governing the risks associated with the management of the Company’s assets and liabilities, including risk assessment and risk management; and
- Oversee the actions of the Company’s management in implementing the Company’s risk management policies.

The Committee shall also be responsible for preparing a report for inclusion in the Company’s annual proxy statement, as required under the rules of the Securities and Exchange Commission (the “SEC”). The Committee shall annually evaluate the Committee's performance.

II. Composition

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the applicable independence, experience and financial literacy requirements of the New York Stock Exchange (the “NYSE”) (including NYSE Rule 303A.07), Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules and regulations of the SEC. At least one member of the Committee shall have accounting or related financial management expertise, and the Committee shall endeavor to have at least one member who satisfies the definition of “audit committee financial expert” as defined by SEC Regulation S-K, Item 401(h)(2). Committee members shall not simultaneously serve on

the audit committees of more than two other public companies, unless the Board determines that a member's simultaneous service does not impair the member's ability to effectively serve on the Company's Audit Committee. After the initial appointment of the Committee's Chairman and members, the members of the Committee shall be appointed annually by the Board upon the recommendation of the Nominating and Governance Committee at the Board meeting immediately following the annual meeting of Company shareholders. The Board, in selecting the members of the Committee, shall make an affirmative determination that each member satisfies applicable independence criteria, is financially literate, has no impermissible material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a material relationship with the Company), and otherwise meets the requirements of the NYSE, the Exchange Act and the rules and regulations of the SEC. The Board shall also make an affirmative determination, not less than annually, as to whether or not any or all members of the Committee satisfies the definition of "audit committee financial expert" as defined by SEC Regulation S-K, Item 401(h)(2).

The Chairman of the Committee shall be appointed by the Board. The Chairman shall be responsible for the leadership of the Committee, including calling meetings of the Committee, preparing the agenda for each Committee meeting, presiding over Committee meetings, and reporting to the Board. Any Committee member may be removed by the Board at any time, with or without cause. Each member of the Committee shall serve until a successor has been duly elected and qualified, or until such member's earlier death, resignation or removal.

III. Committee Meetings and Reports to the Board of Directors

The Committee shall meet at least quarterly, or more frequently as it deems necessary or appropriate to carry out its responsibilities. A majority of the Committee shall constitute a quorum for the transaction of business at any Committee meeting. The Committee shall meet periodically with management, the internal auditors and the independent auditors in separate executive sessions. The Committee may request any officer or employee of the Company, or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of or consultants to the Committee.

The Committee shall maintain, as part of the Company's permanent records, written minutes of the proceedings and actions of the Committee and shall submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.

The Committee shall report to the Board as requested, periodically and as required by the nature of its duties or activities and shall make recommendations to the Board as the Committee reasonably determines are necessary or appropriate.

IV. Responsibilities and Authority

The Committee shall have the sole authority to appoint, retain, compensate, oversee, evaluate and terminate the Company's independent auditors (subject, if applicable, to shareholder ratification), who shall report directly to the Committee. The Committee shall be directly responsible for the appointment, compensation, evaluation and oversight of the work of

the independent auditors (including resolution of disagreements between the Company's management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee shall pre-approve, to the extent required by applicable law, all audit and non-audit services performed for the Company by the independent auditors and the related fees and terms.

The Committee is authorized to conduct any investigation appropriate to fulfilling its responsibilities and has direct and full access to all books, records, facilities and personnel of the Company. The Committee has the authority, to the extent it deems necessary or appropriate in the performance of its duties, to retain and compensate special legal, accounting, or other consultants or experts.

The Company shall provide appropriate funding, as reasonably determined by the Committee, for payment of compensation to the independent auditors for the audit report and to any legal, accounting or other consultants or experts employed by the Committee, and for payment of the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In carrying out its purposes, the Committee shall have and may exercise all the powers and authority of the Board to the extent permitted under Section 14-2-825 of the Georgia Business Corporation Code. The Committee shall have the authority to delegate its authority to an individual member, or a sub-committee of members when appropriate, including the authority to grant pre-approvals of audit and non-audit services. Any decisions of any such individual member or sub-committee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

In addition to the indemnification, exculpation, and similar provisions contained in the Company's Articles of Incorporation and Bylaws or in statutory and common law, and in addition to applicable insurance, each member of the Committee shall, in the performance of such member's duties, be fully protected in relying on information, opinions, reports or statements prepared or presented by any of the Company's officers or employees, or committees of the Board or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence, all to the extent permitted by Section 14-2-830 of the Georgia Business Corporation Code.

In addition to the above, the Committee, to the extent it deems necessary or appropriate, or to the extent required by applicable law or regulation, shall:

Oversight of Financial Statements and Financial Reporting

1. Review and discuss with management and the independent auditors the Company's annual audited financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to distribution or filing of the Company's Form 10-K. Recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.

2. Review and discuss with management and the independent auditors the Company's quarterly financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the release of earnings or filing of the Company's Form 10-Q.
3. Consider and discuss with management and the independent auditors (i) the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting, including critical accounting policies, practices and judgments, (ii) alternative treatment under generally accepted accounting principles ("GAAP") for material items, and (iii) any significant issues as to the adequacy of the Company's internal controls and methods to remedy internal control deficiencies.
4. Review and discuss quarterly reports from the independent auditors pertaining to (i) all critical accounting policies and practices used by the Company; (ii) all alternative accounting treatments of financial information within GAAP related to material items that have been discussed with management, and the ramifications of using such alternative treatments and disclosures, and the treatment preferred by the independent auditors; and (iii) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
5. In consultation with management, the independent auditors and the internal auditors, consider the integrity of the Company's financial reporting processes and controls, and discuss significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures.
6. Discuss with management and the independent auditors the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the Company's financial statements.
7. Discuss with the independent auditors any significant changes to the Company's accounting principles and any items required to be communicated by the independent auditors in accordance with Statement on Auditing Standards No. 61, *Communication with Audit Committees* ("SAS 61") relating to the conduct of the audit, including (i) the adoption of or changes to the Company's significant accounting principles and practices as suggested by the independent auditors, the internal auditors or management; (ii) any difficulties encountered in the course of the audit, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management; (iii) management or internal control letters provided by the independent auditors and the Company's response to that letter, and (iv) the responsibilities, staffing and budget of the internal audit function.

8. Review and discuss with management the type and presentation of information to be included in the Company's earnings releases, including the use of "pro forma" or "adjusted" and non-GAAP information, as well as financial information and earnings guidance to be provided to analysts and rating agencies. The Committee need not discuss in advance each earnings release or instance in which information and guidance is to be provided to analysts or rating agencies.

Oversight of Relationship with Independent Auditors

9. Have the sole authority to appoint or replace the independent auditors, and be responsible for the compensation and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
10. Be responsible for oversight of the independent auditors, which shall report directly to the Audit Committee.
11. Review the qualifications, independence and performance of the independent auditors, including an evaluation of the adequacy of the independent auditors' quality controls and whether the provision of permitted non-audit services is compatible with maintaining the auditors' independence.
12. On an annual basis, obtain and review a report by the independent auditors describing: (i) the independent auditors' internal quality-control procedures; (ii) any material issues raised by the most recent quality-control review, or peer review (if applicable), of the independent auditors, 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 auditors; (iii) any steps taken to deal with any such issues; (iv) all relationships between the independent auditors and the Company, in order to assess the independent auditors' independence, and (v) all SEC, Public Company Accounting Oversight Board ("PCAOB") and AICPA inspections, compliance or enforcement actions with respect to the independent auditors.
13. Review and evaluate the lead audit partner having primary responsibility for the audit and establish a policy providing for the rotation of the audit partner in compliance with applicable law and NYSE requirements.
14. Recommend to the Board policies with respect to the employment by the Company of current and former employees of the independent auditors who have participated in the audit of the Company.
15. Prior to the audit, review the independent auditors' audit plan and discuss the planned scope, staffing, locations, reliance upon management, and internal audit and general audit approach.

Oversight of the Company's Internal Audit Function

16. Review the budget, plan, changes in plan, activities, organizational structure, and qualifications of the internal audit department and discuss with the Company's independent auditors and management, as needed.
17. Review the appointment, performance, and replacement of the Company's internal auditing executives.
18. Review significant reports prepared by the internal audit department, together with management's responses and follow-up to these reports.

Compliance Oversight

19. Periodically review the requirements the Company must meet in order to be taxed as a real estate investment trust ("REIT"), and any policies and procedures implemented by the internal auditors or the independent auditors to monitor the Company's compliance with such requirements.
20. Periodically review the tax effects of certain transactions on the Company and its REIT qualification.
21. Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of concerns regarding accounting or auditing matters.
22. Review and discuss with management and the independent auditors any correspondence with the Company's regulators and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
23. Review all related party transactions for potential conflicts of interests and approve those not already approved by the Board.
24. Obtain assurance from the independent auditors that Section 10A(b) of the Exchange Act relating to the discovery by the independent auditors of possible illegal acts has not been implicated.
25. Review periodically the Company's compliance with legal and regulatory requirements and compliance with the Company's Code of Conduct and Ethics and Code of Ethics for Senior Financial Officers.

Oversight of Risk Management

26. Review and discuss Company policies, guidelines and processes with respect to risk assessment and risk management and make recommendations to management with respect to risk tolerances and limits, including the allowances for loan losses and contingency losses, as well as hedges and the use of interest and currency protection instruments, forwards, futures and hedging arrangements. Review the activities and reports of the Company's Risk Management Committee, and discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
27. Review risk management performance and disclosures on a Company-wide basis at least quarterly, and report the results of this review to the Board.
28. Review and report to the Board on any significant actions by management that are exceptions to Company risk management policies.

In addition, the Committee shall have such authority and responsibility, and shall perform such other activities, as are consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

V. Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, in its oversight capacity, it is not the duty of the Committee to plan or conduct audits or to determine or guarantee that the Company's accounting practices and financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations. This is the responsibility of Company management and the independent auditors. The Committee shall review compliance with Laws and the Company's Code of Conduct and Ethics and the Code of Ethics for Senior Financial Officers, shall make appropriate recommendations and shall take action within the scope of its authority, but the Committee is not responsible for violations of Law or the Company's Code of Conduct and Ethics or Code of Ethics for Senior Financial Officers. The Committee further understands that management is responsible for the operational management of the Company's interest rate risk, valuation risk and cash flow or liquidity risk policies. The Committee may rely upon the reports of legal counsel, accountants and other experts, as well as members of the Company's management.

VI. Annual Review and Assessment

On an annual basis, the Committee shall (i) perform an evaluation and assessment of the Committee and its performance in connection with its duties and responsibilities and (ii) review and assess the adequacy of and re-approve this Charter. The Committee shall report the results of such evaluation to the Board and recommend any proposed changes to the Board for approval. The Committee may propose and make changes to this Charter with the approval of a majority of the Committee's members and upon Board ratification.