

HomeBanc Corp.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Purposes

The primary purpose of the Nominating and Governance Committee (the "Committee") is to advise the Board of Directors (the "Board") of HomeBanc Corp. (the "Company") on issues related to the composition, structure and performance of the Board, selection of directors and Board committees, and the internal governance of the Company. Under a delegation of authority from the Board, the Committee shall be responsible for the following:

A. Identifying and evaluating potential nominees for election to the Board, consistent with criteria approved by the Board, and recommending candidates for consideration by the Board or the shareholders of the Company in accordance with the Company's Articles of Incorporation and Bylaws, Securities and Exchange Commission ("SEC") rules and Georgia Law, and recommending Board members to serve on various Board committees.

B. Developing and recommending to the Board a set of corporate governance principles applicable to the Company as may be required or appropriate for effective governance of the Company and reviewing annually the Company's formal, written guidelines for corporate governance applicable to the Company (the "Corporate Governance Guidelines") and Board committee charters, and recommending any changes to the Board and the Board's committees.

C. Overseeing the annual evaluation of management, the Board and the committees of the Board, including the Committee, and reporting the results of this evaluation to the Board, the committees and management, along with any recommendations for improvements.

II. Composition

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the applicable independence requirements of the New York Stock Exchange (the "NYSE") and the rules and regulations of the SEC (collectively, "Regulatory Authorities"). After the initial appointment of members, the Chairman and the members of the Committee shall be appointed annually by the Board at the meeting of the Board 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 as established by any Regulatory Authority or applicable Law and 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 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 Committee meetings, 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 Committee member 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 as often as it deems necessary or appropriate to carry out its responsibilities, but in no event shall the Committee meet less than twice each year. A majority of the Committee shall constitute a quorum for the transaction of business. At least one meeting shall be held at a time when the Committee can evaluate and recommend candidates for nomination to the Board at the annual meeting of Company's shareholders. Other meetings may be held at the discretion of the Chairman of the Committee, or as directed by the Board.

All non-management directors who are not members of the Committee may attend meetings of the Committee, but may not vote. Additionally, the Committee may invite to its meetings any officer or director of the Company, or any other person the Committee deems appropriate, in order to carry out its responsibilities. Minutes shall be kept of each meeting of the Committee.

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

IV. Authority and Responsibilities Related to the Nominating Function

The Committee, to the extent it deems necessary or appropriate, or to the extent required by applicable law, rule or regulation ("Law") or any Regulatory Authority, shall:

1. Evaluate the current composition and organization of the Board and its committees in light of requirements established by any Regulatory Authority, any Law or any corporate governance best practices that the Committee deems relevant, and make recommendations to the Board regarding the foregoing for approval.
2. Review the composition and size of the Board, and make recommendations to the Board regarding such composition and size, so that the Board consists

of members with the proper expertise, skills, attributes and personal and professional backgrounds needed by the Company, and so to meet the requirements of applicable Regulatory Authorities, as determined appropriate by the Committee.

3. Establish and periodically review minimum qualification and selection criteria to be used by the Committee for screening nominee candidates and selecting nominees for Board membership, including candidates proposed by shareholders (the “Screening and Selection Criteria”), and include the Screening and Selection Criteria in the Company’s Corporate Governance Guidelines.
4. Have sole authority to retain, if necessary, a search firm used to identify director candidates, and approve the search firm’s fees and other retention terms.
5. Evaluate the performance of the current Board members proposed for reelection, and make recommendations to the Board regarding the appropriateness of members of the Board standing for reelection. This evaluation shall be part of the Board’s annual evaluation policy.
6. Evaluate and approve, or recommend to the Board for approval, qualified candidates for all vacancies on the Board to be filled by the shareholders or the Board.
7. Evaluate and, if necessary, recommend the termination of Board membership of any director in accordance with the Company’s Code of Conduct or any Corporate Governance Guidelines adopted by the Board, for cause or for other appropriate reason.
8. Review and recommend to the Board an appropriate course of action upon the resignation of current Board members or any planned expansion of the Board, and review the qualifications, experience and fitness for service on the Board of any potential new Board members.
9. Evaluate and recommend to the Board the appointment or election of Board members to committees of the Board.
10. Review all candidates for nomination submitted to the Company by qualifying shareholders and the timeliness of the submission thereof, and recommend to the Board appropriate action with respect to each such

candidate based on the Committee's review under the Screening and Selection Criteria, consistent with Law and the needs of the Board.

V. Authority and Responsibilities Related to the Corporate Governance Function

The Committee, to the extent it deems necessary or appropriate, or to the extent required by applicable Law, any Regulatory Authority or any corporate governance best practices that the Committee deems relevant, shall:

1. Develop and propose for adoption by the Board, Corporate Governance Guidelines.
2. Periodically, but at least annually, review and assess the adequacy of the Corporate Governance Guidelines approved by the Board and, when necessary or appropriate, recommend modifications to the Board for approval.
3. Periodically, but at least annually, review and assess the adequacy of the Company's Articles of Incorporation, Bylaws and the charters of any committee of the Board (the "Governance Documents") in order to ensure compliance with the Company's Corporate Governance Guidelines and recommend to the Board any necessary modifications to the Governing Documents.
4. Plan and oversee the annual evaluation by the Board of itself and its committees.
5. Periodically, but at least annually, also evaluate the performance of the Chairman of the Board.
6. Periodically, but at least annually, receive and review a report from the Chief Executive Officer regarding succession for the Chief Executive Officer.

VI. Additional Authority and Responsibilities

In addition to the authority and responsibilities of the Committee enumerated in the Charter, the Committee shall take such other actions within the general scope of its

responsibilities hereunder, or as directed by the Board, as the Committee shall deem appropriate.

The Committee shall have sole authority to engage, obtain advice and assistance from, and terminate, independent or outside legal counsel and other advisors, including search firms used to identify director candidates, as the Committee determines is necessary or appropriate to carry out its duties. The terms and conditions, including fees and expenses, of any such engagement shall be in the Committee's sole discretion, and the Company shall provide appropriate funding, as reasonably determined by the Committee, to pay for such advisors.

In carrying out its purposes and in exercising its authority and responsibilities as provided in this Charter, 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 duties and responsibilities to subcommittees as it deems necessary or advisable.

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, 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.

VII. 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 upon the approval of a majority of the Committee's members and upon Board ratification.