

CODE of CONDUCT and ETHICS

for

**ASSOCIATES, OFFICERS
AND DIRECTORS**

of

HOMEBANC CORP.

adopted

September 22, 2004

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PURPOSE

HomeBanc Corp.'s and its subsidiaries' (collectively, "HomeBanc") reputation for integrity, honesty and impartiality is its most valuable asset and is directly affected by the conduct of the officers, directors, associates and other employees of HomeBanc (each, an "Associate"). For this reason, HomeBanc encourages you to conduct yourself every day in a manner that promotes and maintains our outstanding reputation in our communities.

Integrity and a high standard of ethics are fundamental to our beliefs. HomeBanc is committed to doing what is right and deterring wrongdoing, and we expect you to uphold these beliefs as well. If you have questions concerning the proper course of action, please consult your immediate supervisor, the Chief People Officer in the Office of People and Culture or other appropriate managers or personnel for direction, including HomeBanc's Legal Department, Chief Accounting Officer or the Audit Committee.

This Code of Conduct and Ethics (this "Code") is intended to deter wrongdoing by HomeBanc Associates and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in all public communications, including reports and documents that HomeBanc files with the Securities and Exchange Commission;
- compliance with all applicable laws, rules and regulations, including the rules and regulations of any national securities exchange or automated quotation system on which HomeBanc's securities are then listed or traded ("Laws");
- the prompt internal reporting of violations of the Code, and the protection of persons who report violations of the Code, violations of any Laws, or any questionable accounting practice; and
- accountability on the part of all Associates for strict adherence to the Code.

This Code outlines the standards of ethical behavior expected of all HomeBanc Associates, but is by no means a complete list of your responsibilities. You should keep in mind these important considerations when reading this Code:

- You should follow this Code in letter and in spirit.

- You should follow this Code along with any applicable Laws and HomeBanc’s policies and procedures. If you believe any Law conflicts with a policy in this Code, you should comply with the Law and notify HomeBanc’s Legal Department.
- This Code does not include all of the policies, procedures and ethical standards applicable to HomeBanc Associates. You are also responsible for knowing and following the policies and procedures set forth in HomeBanc’s other published policies.
- The Code applies to all of our Associates regardless of location or position.
- You must report any known or suspected violation of this Code. You should report suspected violations to your supervisor, the Chief People Officer in the Office of People and Culture, the HomeBanc Legal Department, or other appropriate managers and personnel. See “Reporting Violations” below.
- If you do not comply with the provisions of this Code and other HomeBanc policies and procedures, you may be subject to disciplinary action, including termination of employment. You could also face criminal penalties and civil liabilities for violating the standards outlined in this Code.
- This Code and any future amendments or revisions will be posted on HomeBanc’s website.

Individual Responsibility

HomeBanc expects all Associates to abide by this Code and to comply with HomeBanc policies. Differences of opinion as to appropriate conduct in a given situation are unavoidable; however, they do not excuse you from observing the stated HomeBanc policies. You may voice your concerns or request an exception for special circumstances through the same persons to whom you report violations.

You represent HomeBanc at all times. Therefore, you have a responsibility to act with honesty, integrity and within the parameters of HomeBanc’s policies. As an Associate of HomeBanc, you also have a responsibility to voice concerns if you know or suspect fellow Associates are acting contrary to existing policies, including this Code. Please see the section entitled “Reporting Violations” for additional procedures that you may use to report possible violations.

Amendments and Waivers

Only HomeBanc’s Board of Directors or the Audit Committee may amend this Code or waive any portion hereof for any executive officer or director. HomeBanc will promptly disclose publicly all material amendments and any waivers granted to executive officers or directors to the extent required by Law.

FAIR AND HONEST DEALING

You must deal fairly and honestly with HomeBanc's other Associates, and HomeBanc's shareholders, customers, suppliers and competitors. You must behave in an ethical manner and not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.

You must respect the integrity of the persons and firms with whom HomeBanc deals, including competitors. We seek to outperform our competitors fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing any past or present employee of a competitor, is prohibited.

Business gifts and entertainment should serve the purpose of creating goodwill and developing business relationships, not of gaining an unfair advantage. No gift or entertainment should ever be offered, given, provided or accepted by any Associate, any Associate's family member, or any HomeBanc Associate or agent unless it is (1) a non-cash gift that is in good taste, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe, kickback or payoff and (5) does not violate any applicable Laws. You should discuss with your supervisor any gifts or proposed gifts that you believe may be inappropriate or that may be perceived by others as inappropriate.

We have earned our high reputation by providing excellent customer service through knowledgeable and caring Associates and quality products and service. You and your fellow Associates must be aware that every action and interaction you undertake affects that reputation. Our goal is, and should always be, to provide excellent customer service and quality products.

COMPLIANCE WITH LAWS

Our goal is for all of our activities and all actions of our Associates to comply with applicable Laws. You must comply with all applicable Laws whether or not specifically addressed in this Code. Additional HomeBanc policies and rules still apply and other HomeBanc policies and rules may be published from time to time. Please contact your supervisor for additional guidance or if you have questions.

While not all-inclusive, the following will serve as a guide to the types of Laws that you should consider:

Financial Services and Securities Laws

As a public financial services company, HomeBanc operates in a highly regulated business environment. Accordingly, you must comply with applicable federal and state Laws that govern the lending and other activities of mortgage companies whose securities are publicly traded. It is important that we maintain our status as a “real estate investment trust” or “REIT” for federal income tax purposes and that our activities are consistent with the Laws applicable to REITs. You should familiarize yourself with the applicable Laws relevant to your position and duties at HomeBanc, and you should talk to your supervisor or HomeBanc senior management before taking any action on behalf of HomeBanc if you have any concern that the action may not comply with applicable Laws or HomeBanc’s policies and procedures. As an Associate, you must not engage in certain activities, and should immediately inform a member of HomeBanc management if you become concerned or aware that any action taken or being considered by you or any other Associate may not fully comply with applicable Laws or HomeBanc’s policies and procedures. The HomeBanc Legal Department will help you understand the relevant Laws, policies and procedures and will help you determine if the action proposed or already taken is permissible.

Antitrust Laws and Fair Competition

You must comply with applicable antitrust and similar laws that regulate competition. As an Associate, you must not engage in the following activities, and should immediately inform your supervisor, the HomeBanc Legal Department, or the Audit Committee if you become aware of any other Associate engaging in any of the following activities:

- Discussing prices, pricing strategies, product, production levels or marketing plans or terms of sale with competitors or anyone outside HomeBanc, other than incident to the conduct HomeBanc’s proper business. Should a prohibited subject arise during any meeting, you should immediately leave the meeting and inform HomeBanc’s Legal Department or the Audit Committee.
- Entering into agreements or arrangements with our competitors concerning prices, bids, dealers, customers or sales territories or markets.
- Tying the purchase of one product to another or compelling suppliers to buy from us to retain our business.
- Using information obtained illegally or improperly, including through misrepresentation, invasion of property or privacy, or coercion.
- Entering into price discrimination agreements.
- Otherwise using unfair trade practices, including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices.

Discrimination and Harassment Laws; Fair Treatment and Respect

HomeBanc's policy is to provide equal opportunity to all qualified persons without regard to race, color, religion, gender, ethnic origin, age, disability or any other classification prohibited by law. This policy relates to all phases of employment, including recruitment, placement, retention, promotion, wages, benefits and all other privileges, terms and conditions of employment. HomeBanc's policy is to recruit, hire, train, promote, assign, transfer and terminate Associates based on their own ability, achievement, experience and conduct and other legitimate business reasons.

The policy of providing equal employment opportunity also includes freedom of all Associates from harassment. Harassment of all types is counter-productive and does not belong in the workplace. HomeBanc strictly prohibits verbal or physical conduct by any Associate that harasses, disrupts or interferes with another Associate's work performance or creates an offensive or hostile environment for any fellow Associate, applicant, customer, or business partner of HomeBanc in any form. HomeBanc will investigate allegations of harassment or discrimination in accordance with applicable Laws and HomeBanc's policies.

Insider Trading

All HomeBanc Associates should pay particular attention to avoid potential violations of insider trading Laws. All Associates are forbidden from trading, either personally or on behalf of others, on material nonpublic information. Associates also shall not communicate material nonpublic information to others in violation of Law. The use of confidential or material nonpublic information for personal financial benefit or to tip others who might make investment decisions on the basis of the information is unethical and illegal.

"Trading" includes purchasing, selling, hedging, pledging or otherwise acquiring or disposing of, directly or indirectly, any interest in HomeBanc's securities, including options and other derivative securities.

"Material information" generally is defined as information with respect to which there is a substantial likelihood that a reasonable investor would consider it important in making his or her investment decisions, or information that is reasonably certain to have a substantial effect on the price of a company's securities. Information that a reasonable investor generally would consider material includes, but is not limited to, dividend changes, earnings estimates, changes in previously released earnings estimates, merger or acquisition proposals or agreements, litigation outside the ordinary course, liquidation problems, material changes in trends, current or forecasted production levels (or changes thereto), and extraordinary management developments. Material information can be positive or negative information.

"Nonpublic" or inside information is information that has not been effectively communicated to the public. Information is generally considered to be "nonpublic" until (a) it has been released and reported in the media or included in publicly available documents filed with the SEC and (b) investors have had sufficient time to absorb and

react to the information. Information is generally considered to be nonpublic until the expiration of a period of one to three business days after the information has been released to the general public. This period varies depending on the type of information released and the market's expectations relating to the subject matter of the release.

Civil and criminal penalties for trading on or communicating material nonpublic information are severe, both for individuals involved in such unlawful conduct and for their employers. A person can be subject to some or all of the penalties listed below even if he or she does not personally benefit from the violation. The damages, fines and penalties for which an employee may be liable are much greater than any profit that may be realizable on the purchase or sale of securities. Penalties include:

- termination of employment,
- civil injunctions and private actions for damages,
- disgorgement of profits,
- jail sentences of up to 10 years, and other criminal penalties,
- fines for the person who committed the violation of up to three times the profit gained or loss avoided or \$1,000,000, whether or not the person actually benefited, and
- fines for the employer or other controlling person of up to the greater of \$1,000,000 or three times the amount of the profit gained or loss avoided.

HomeBanc has adopted an Insider Trading Policy which has been delivered to all Associates, and which is available on HomeNet (<http://homenet>) or upon request to the HomeBanc Legal Department. If you have any questions about insider trading or HomeBanc's policies governing trading in HomeBanc securities, you should consult with the HomeBanc Legal Department before engaging in ANY transaction involving HomeBanc securities.

Political and Civic Activities and Contributions

HomeBanc encourages all Associates to exercise their responsibility and privilege to vote and to take an active interest and involvement in community activities. You should remember, however, that your own civic and political activities and contributions represent your own views, not necessarily those of HomeBanc or other HomeBanc Associates.

You must comply with all Laws governing campaign finance and lobbying activities. You cannot use HomeBanc's funds and assets for political campaign purposes of any kind. You may participate in the political process by means of personal campaign contributions, expenditures or other activities, but may not do so as representatives of HomeBanc, and may not use HomeBanc's name or address in connection with any such activities. Your conduct must not create the appearance that you are representing HomeBanc or that HomeBanc seeks or desires any benefit from your political activities.

Relations with Government Officials

You may not make any payments to or for the benefit of any government official or employee in order to secure business or to obtain special concessions. Relations with government representatives, even where personal friendships may be involved, must be professional and in good taste and such that full public disclosure would in no way violate applicable Law or damage HomeBanc's reputation.

Integrity of Records and Compliance with Accounting Principles

HomeBanc and various Laws require the preparation and maintenance of accurate and reliable business records. You must prepare all HomeBanc reports, books and records with care and honesty. False or misleading entries in any such records are unlawful and are not permitted. HomeBanc maintains a system of internal controls designed to promote the execution of transactions in accordance with management's authorization and the proper recording of such transactions. This system includes various policies and procedures and periodic examination by our internal auditors, independent outside auditors, and the Audit Committee. HomeBanc expects you to adhere to these policies and procedures and to cooperate fully in any examination.

HomeBanc's corporate records are important assets. HomeBanc is required by law to maintain certain types of corporate records, usually for a specified period of time. Failure to retain such documents for such minimum periods could subject HomeBanc to penalties and fines, cause the loss of rights, obstruct justice, place HomeBanc in contempt of court, or place HomeBanc at a serious disadvantage in litigation. However, storage of voluminous records over time is costly. Therefore, HomeBanc has established controls to assure retention for required periods and timely destruction of retrievable records, such as paper copies and records on computers, electronic systems, microfiche and microfilm.

HomeBanc expects all Associates to become familiar with and fully comply with the records retention/destruction schedule for the departments in which they work. If you believe documents should be retained beyond the applicable retention period, consult your supervisor or the HomeBanc Legal Department.

In addition, if you have any complaints or suspect a violation regarding accounting, internal accounting controls, auditing or financial reporting matters you should report such matters to your supervisor or pursuant to the procedures described below under "Reporting Violations."

Confidentiality of Employee Records

To the extent appropriate, HomeBanc will maintain the confidentiality of personnel records. Only those HomeBanc Associates with a legitimate need will have access to an Associate's personnel file or medical files maintained by HomeBanc. All Associates given access to such information will be responsible for safeguarding the information and protecting the confidentiality of the information acquired. Information

contained within Associates' personnel files will be utilized only for legitimate business purposes and in accordance with HomeBanc policies and applicable Law.

CONFLICTS OF INTEREST

HomeBanc requires you to avoid any relationship, activity, or ownership that might create a conflict between your personal interests and HomeBanc's interests. A "conflict of interest" occurs when your private interest interferes in any way, or even appears to interfere, with the interests of HomeBanc. A conflict of interest can arise when you take actions or have interests that may interfere with your ability to perform your job objectively and effectively. Conflicts of interest also arise when you, or a member of your family, receive improper personal benefits as a result of your position with HomeBanc.

You owe a duty of loyalty to HomeBanc. You may not use your position or any information gained as a result of your position improperly to profit personally or to assist others in profiting at HomeBanc's expense. HomeBanc expects you to avoid situations that might influence your actions or prejudice your judgment in handling HomeBanc business. You must not become obligated in any way to representatives of customers, suppliers or competitors with which you deal and must not show any preference to third parties based on personal or family interests. In addition, you must communicate to your supervisor any material transaction or relationship that could create a conflict of interest.

While not all inclusive, the following will serve as a guide to the types of activities that might cause conflicts of interest:

Outside Financial Interests

- Owning a substantial financial interest in any company that is a supplier, customer or competitor of HomeBanc or which does or seeks to do business with HomeBanc. Generally, passively owning less than 1% of the securities of a publicly owned corporation regularly traded on a national securities exchange or automated quotation system would not create a conflict of interest. You should report any other interest in a supplier, customer or competitor to the HomeBanc Legal Department for prior review and consent by the HomeBanc Legal Department before acquiring or changing any such interest.
- Participating in mortgage lending or brokerage activities other than in your capacity as a HomeBanc Associate.
- Representing HomeBanc in any transaction in which you or a family member have a substantial personal interest.

- Disclosing or using confidential, special or inside information of or about HomeBanc for your, a family member's or other person's profit or advantage.
- Competing with HomeBanc in the purchase, sale or ownership of property or services or business investment opportunities.
- Engaging in outside business activities or employment incompatible with HomeBanc's right to your full time employment and efficient service.

Because it is impossible to describe every possible outside financial interest or relationship that could result in a conflict of interest, the above list is not exhaustive. Therefore, in your personal and business affairs, you should exercise sound judgment and common sense, and seek appropriate advice from the HomeBanc Legal Department when necessary. We expect all Associates to maintain the confidentiality of HomeBanc's Confidential Information as described below under "Confidential and Proprietary Information/Communications with the Public." If you believe that any potential financial interest or relationship would cause a conflict of interest or will result in the disclosure of Confidential Information, do not take part in that opportunity. Even if you are confident that your business or personal relationship or interest does not present a conflict of interest or will not require or result in the disclosure of Confidential Information, disclose the relationship to the HomeBanc Legal Department in advance. The Home Banc Legal Department's prior written consent is required for your participation in such activities.

Outside Employment

HomeBanc generally discourages its Associates from holding a second job, but outside employment may be allowed in some cases. However, you may not engage in outside employment or other activities that are incompatible with the full and proper performance of your duties and responsibilities to HomeBanc or with HomeBanc's right to your full time employment and efficient service. Incompatible activities include, but are not limited to:

- acceptance of a fee, salary or other compensation that may result in or create the appearance of a conflict of interest or the use of non-public information gained through employment with HomeBanc;
- outside employment that tends to impair your mental or physical capacity to perform your duties and responsibilities in an acceptable manner; and
- the receipt of any fee, salary or other compensation from a private source as compensation for your services to HomeBanc.

Subject to the foregoing, HomeBanc encourages participation in the affairs of, and acceptance of an award for a meritorious public contribution or achievement given by, a charitable, religious, professional, social, fraternal, non-profit, educational, recreational, public service or civic organization. Before you accept outside employment, you should discuss the concerns listed above with your supervisor.

Outside Directorships

Serving on the board of directors of another entity can create a conflict of interest with your duties to HomeBanc, particularly if the other entity has or desires to have a business relationship with HomeBanc or is engaged in the financial services industry. You may not serve as a director of a public or private business without prior written approval of the Home Banc Legal Department. You also need prior written approval from the HomeBanc Legal Department to serve as a paid director or officer for a not-for-profit organization. However, you do not need permission to serve as an unpaid director or officer of a not-for-profit organization.

Associate Loans

Loans to, or guarantees of obligations of, Associates and their family members who are directors or officers may create conflicts of interest and violate applicable Laws. HomeBanc has an Associate residential mortgage loan program pursuant to which Associates may obtain residential mortgage loans from HomeBanc as part of HomeBanc's ordinary course of business as a residential mortgage lender. In general, any such loans to HomeBanc directors and officers are required to be on the same terms as the loans that HomeBanc offers to unaffiliated third parties and are limited to first or second loans on the principal dwellings of such persons.

HomeBanc will not make any new loans to, or guarantee the obligations of, any of its directors or executive officers other than loans (x) made in the ordinary course of HomeBanc's residential mortgage lending business, (y) extended on non-preferential, market terms (including fees and charges) offered by HomeBanc to its customers generally and (z) limited to first or second mortgage loans on the principal dwellings or owner-occupied second homes of such persons or on duplexes that are occupied at least in part by the owner such that the Federal Reserve deems these "owner-occupied" dwellings.

Suppliers and Fair Treatment

Our suppliers are selected based on various criteria, including quality, service, technology and price. If you are responsible for making decisions regarding the purchase of products or services, your decision should not be based on gratuities, gifts or entertainment. If you are directly responsible for making these decisions and are offered a gift by a supplier, you should politely decline. This prohibition includes suppliers and bidders and prohibits our giving gifts to secure more business. Exceptions may be made in situations such as holidays and other commonly recognized social events (e.g. weddings, graduations and birthdays) when gifts of nominal value may be exchanged as expressions of friendship or when the circumstances make it clear that those family or personal relationships or occurrences are the motivation for the gifts. Reasonable, modest forms of entertainment offered by both suppliers and non-suppliers may be accepted by you, and may be provided by you, so long as the entertainment is in good

taste, not lavish, infrequent, likely to be reciprocated so as not to create a sense of obligation to the host, and is properly chargeable as a business expense.

Referrals and Advice

If you are approached by a customer or a member of the general public to provide a referral for any product or service, you should exercise caution and you should only make positive recommendations where these can be made truthfully and these statements should be limited to your personal knowledge and experience. You must avoid making specific recommendations or endorsing any particular product or service on behalf of HomeBanc without HomeBanc's prior consent, and any endorsement or referral not so approved must explicitly state that it is your personal view and not an endorsement or referral by or on behalf of HomeBanc.

If a customer or a member of the general public requests your opinion as to the advisability of a course of action, you are not authorized to give legal, tax or investment advice.

Appearance of Conflict

Please remember that the appearance of a conflict of interest is sometimes as damaging to you and to HomeBanc as an actual conflict. Therefore, as a HomeBanc Associate, it is important that you disclose all potential personal or business conflicts of interest to the HomeBanc Legal Department, including those cases in which you are placed in a conflict of interest inadvertently.

CORPORATE OPPORTUNITIES

You owe a duty to HomeBanc to advance its legitimate interests when a business opportunity arises. Therefore, you may not acquire or derive personal gain or profit from any business opportunity or investment you learn of as a result of your employment with HomeBanc without the prior consent of the HomeBanc Legal Department. You are also prohibited from using any HomeBanc property for your personal benefit or for the benefit of a family member or business associate or taking any action that might create the appearance of such a benefit. If you learn of a business opportunity that is within HomeBanc's existing or proposed lines of business, you should inform your immediate supervisor. You may not personally pursue that business opportunity unless and until you have received the prior written consent of the HomeBanc Legal Department.

PROTECTION AND PROPER USE OF COMPANY ASSETS

You should endeavor to protect HomeBanc's assets and to ensure their proper and efficient use.

Personal Use of Corporate Assets

You should use HomeBanc's property only for legitimate business purposes and should conduct HomeBanc's business in a way that furthers HomeBanc's interests rather than your personal interest. You may not use or take HomeBanc's equipment, supplies, materials or services, except in the normal course of your employment, without the prior approval of your supervisor.

Use of Company Computers, Software and Email

HomeBanc's computer resources, which include the e-mail system, certain software developed internally by employees of HomeBanc or by independent contractors, and software as to which HomeBanc has purchased certain rights, belong to HomeBanc and not to you. As a general rule, e-mail, software and the Internet should be used only in situations related to your work assignments. You should not use these resources for amusement, solicitation, or other non-business purposes.

While HomeBanc recognizes that you will occasionally use the computer system for personal communications, it is expected that such uses will be kept to a minimum and that you will be responsible and professional in your use of e-mail. E-mail messages should be treated as any other written business communication. You should be aware that others could access email messages and that email messages may be requested and used in litigation. Because e-mail is an insecure means of communication, you should be careful when transmitting or distributing any private, confidential, competitive or trade secret information by e-mail.

All materials, messages or work product created by Associates through the Internet and/or e-mail are considered to be the property of HomeBanc. Such messages and/or work product are subject to review by HomeBanc. Employees are not entitled to any right of privacy in these materials. You must not use HomeBanc equipment to access or create material that is illegal or otherwise inappropriate in the workplace. If you are uncertain if the use of HomeBanc computer systems or equipment is appropriate, you should consult your supervisor.

Protecting Corporate Assets

You have an obligation to safeguard the assets of HomeBanc, including Confidential Information, by making certain that assets and information are used to further our business interests. When you use a corporate asset, you must consider

whether that use is in the best business interest of HomeBanc. This includes the personal use of HomeBanc vehicles, equipment, computers, computer programs and information.

CONFIDENTIAL AND PROPRIETARY INFORMATION / COMMUNICATIONS WITH THE PUBLIC

HomeBanc considers it very important to protect the private, personal and proprietary information of HomeBanc and its customers, vendors and Associates. You have access to and are entrusted with such private, personal and proprietary information related to HomeBanc's business and its customers, and you are expected to treat these valuable assets in accordance with the following guidelines.

Confidentiality

"Confidential Information" includes all information about HomeBanc, its business or its customers that is not generally known to the public or to its competitors. HomeBanc owns all confidential information, in any form (including electronic information), that is created or used in its business activities. This information is proprietary to HomeBanc, and a valuable asset belonging to HomeBanc, and which HomeBanc expects you to protect it from unauthorized disclosure. Confidential information includes HomeBanc account-holder, customer, supplier, business partner and employee data. Federal and state Law may restrict the use or dissemination of this information and may penalize you if you use or disclose it. You should protect all information pertaining to HomeBanc's competitive position, business strategies and information relating to negotiations with Associates or third parties and share it only with Associates who need to know it in order to perform their jobs. Financial information regarding HomeBanc is not to be released to any person unless it has been published in reports to shareholders or otherwise made public by filings in compliance with disclosure regulations.

You must maintain the confidentiality of information entrusted to you by HomeBanc, its customers, employees, vendors and consultants, except when disclosure is authorized or legally required. You must take all reasonable efforts to safeguard confidential information that is in your possession against inadvertent disclosure and must comply with any non-disclosure obligations imposed on HomeBanc. If you believe that any confidential information is legally required to be disclosed, you must consult with the HomeBanc Legal Department prior to disclosing such information.

Intellectual Property and Proprietary Information

You must maintain HomeBanc's intellectual property rights, including HomeBanc's name, logo, trademarks, patents, copyrights, licenses and trade secrets, to preserve and protect their value. You must share with your supervisor any innovations or

inventions you create in connection with your employment with HomeBanc or relating to any of HomeBanc's businesses so that HomeBanc can take steps to protect these valuable assets. Intellectual property that you create during the course of your employment belongs solely to HomeBanc.

In addition, you must respect the intellectual property rights of others. If you violate intellectual property rights of others in connection with your employment with HomeBanc, you and HomeBanc could face substantial liability, including criminal penalties.

Customer Privacy

Customers are concerned about the way their personal information is handled, particularly in sensitive financial matters. You are prohibited from accessing customer information without proper authorization and a legitimate business need related to your duties as a HomeBanc Associate. You must maintain confidentiality when sharing a customer's personal financial information within HomeBanc or with third party service providers or vendors, except to the extent necessary to perform requested services for the customer or as permitted by HomeBanc's privacy policies.

Communicating with the Media and the Public

The public perception of HomeBanc is an important asset, and is directly affected by communications with the media and the public. In addition, the unauthorized disclosure of internal information could cause confusion and create serious legal and financial problems for HomeBanc. Therefore, it is important that any communications with the media or the general public are clear, accurate and consistent with HomeBanc's philosophy, policies and procedures.

Associates should not discuss internal business matters, confidential or proprietary information or business developments with anyone outside of HomeBanc. If you are contacted by a member of the press or the general public, you should immediately contact your supervisor to make certain that another appropriate HomeBanc official is notified and may respond appropriately.

Communications with the media are handled by specific, authorized persons and no one else is authorized to issue press releases or communicate with the media.

Disclosure or use of Confidential Information or other information about HomeBanc by Associates and others is subject to HomeBanc's Insider Trading Policy. The disclosure or use of such information by you and/or third persons would violate the Insider Trading Policy and applicable securities Laws and must be avoided.

REPORTING VIOLATIONS

You must report any known or suspected violations of this Code, HomeBanc's policies and procedures, or a legal requirement. In reporting suspected violations, we encourage you first to contact your immediate supervisor or other appropriate managers or personnel, including HomeBanc's Chief People Officer in the Office of People and Culture, and the HomeBanc Legal Department, or the Chief Accounting Officer or Audit Committee as specified herein.

If you report a possible violation, regardless of the method that you use to make the report, it is important that you provide as much detail as possible, including names, dates, times, locations and the specific conduct in question. Only with sufficient specific information can HomeBanc adequately investigate the reported action.

Your submission of information will be treated in a confidential manner to the extent reasonably possible and consistent with requirements of applicable Law. Please note, however, that if an investigation by HomeBanc of the activities you have reported takes place, it may be impossible for HomeBanc to maintain the confidentiality of the fact of the report or the information reported.

In addition, all complaints or suspected violations regarding accounting, internal accounting controls, auditing or financial reporting matters will be forwarded to HomeBanc's Chief Accounting Officer. The Chief Accounting Officer will assess each complaint and will report complaints relating to material amounts or matters to the Audit Committee. The Chief Accounting Officer will maintain a log of all complaints relating to accounting requirements, internal accounting controls, or auditing matters. This log shall include a description of the complaint, the findings of the Chief Accounting Officer and the Audit Committee, the resolution of the complaint, and any corrective or disciplinary action taken by HomeBanc. Copies of complaints and related documents will be retained in accordance with HomeBanc's document retention and destruction policy. For additional information and procedures regarding the confidential reporting of complaints and suspected violations regarding accounting, internal accounting controls, auditing or financial reporting matters, refer to HomeBanc's Audit Committee Whistleblower Policy and Procedures, a copy of which is available upon request to the HomeBanc Legal Department.

HomeBanc strives to create an environment where employees feel free to call attention to legal or policy violations. Reported concerns will be investigated impartially. HomeBanc will not permit any retaliation against you for reporting suspected violations in good faith. HomeBanc will also strive to comply with all laws that protect Associates against unlawful discrimination or retaliation by anyone at HomeBanc as a result of Associates' lawful and truthful reporting of information regarding, or their participation in, investigations involving allegations of corporate fraud or other violations by HomeBanc or its agents of federal or state law. In addition, HomeBanc prohibits

retaliation or other types of discrimination against any Associate who refuses to obey a directive that constitutes fraud or any other violation of law, rule, regulation, accounting requirements or other HomeBanc policies.

If you believe that you have been subjected to any action that violates this policy, or if you believe another Associate has been subjected to any action that violates this policy, you may file a complaint with your immediate supervisor or the Chief People Officer in the Office of People and Culture. If it is determined that you experienced any improper employment action in violation of this policy, corrective action will be taken.

INVESTIGATIONS AND ENFORCEMENT

Reports of possible violations of this Code will be investigated by HomeBanc and, if a violation of this Code is substantiated, appropriate disciplinary action will be taken up to and including termination of employment. Any executive officer or director believed to have participated in a possible violation shall not be permitted to participate in any investigation or recommendation for disciplinary action. Violations of this Code that may also constitute illegal conduct, or that otherwise are believed to violate applicable Law, may include making a report to civil or criminal authorities for further action and, in certain circumstances, making public disclosure in filings to the Securities and Exchange Commission or otherwise.

HomeBanc may also from time to time conduct reviews to assess compliance with the Code.

As part of HomeBanc's commitment to conducting its business ethically and investigating possible violations of this Code, HomeBanc's Office of People and Culture, the Chief Accounting Officer and the Legal Department will help administer and implement the Code. HomeBanc's Office of People and Culture and the Legal Department have overall responsibility to:

- receive, collect, review, process, investigate and resolve concerns and reports by employees and others on the matters described in this Code;
- work with legal counsel from time to time to review the Code in connection with current federal, state and local laws and recommend to the Board any updates or improvements to this Code;
- present directly to the Chief Accounting Officer a copy of each report received regarding HomeBanc's accounting, auditing, and internal auditing controls or disclosure practices; and
- as necessary, provide guidance on the meaning and application of this Code.

CONCLUSION

You are responsible for behaving in accordance with this Code and ensuring that your decisions and actions are guided by HomeBanc's core values, principles and policies. If you have any questions about how you should approach any situation, whether addressed by this Code or not, you should consult your immediate supervisor, the Office of People and Culture, the HomeBanc Legal Department or the Chief Accounting Officer immediately.

YOUR PERSONAL COMMITMENT TO THE HOMEBANC CODE OF CONDUCT AND ETHICS

As a Director, Officer, Associate or other employee or affiliate of HomeBanc Corp. and/or its subsidiaries and affiliates, I hereby pledge to adhere to and advocate the following ethical principles and responsibilities to the best of my knowledge and ability:

I will follow closely the mission and vision of HomeBanc, keeping in mind at all times the interests and well being of other Associates, my customers and my community.

I will comply with the HomeBanc Code of Conduct and Ethics, all applicable federal, state and local Laws. I will promptly report any and all violations of the Code of Conduct and Ethics to the appropriate parties.

I will act with honesty and integrity and hold fast to the highest standards of ethical conduct, refraining from actual or apparent conflicts of interest in personal and professional relationships. I will report any material transaction or relationship that could be expected to give rise to such conflict to the appropriate parties.

I will provide Associates, leaders and any and all stakeholders in HomeBanc with information that is accurate, complete, objective, relevant, timely and understandable.

I will act in good faith, carefully and responsibly, in a competent and diligent manner. I will not misrepresent material facts or allow my judgment to be subordinated in any way.

I will respect the confidentiality of information acquired in the course of my work. I will not share confidential information regarding HomeBanc with my friends, family or the employees of other residential lending institutions.

I will share knowledge and maintain skills important and relevant to Associates' needs. I will recognize the contributions and successes of others. I will cooperate with other Associates and support their efforts.

I will proactively promote ethical behavior as a responsible partner among my peers.

I will responsibly use and control all assets entrusted to me. I understand that honesty is a core value at HomeBanc.

I understand that HomeBanc values diversity and that diverse cultures, skills, and experience complement each other and improve our ability to grow and serve our customers.

I have read this Code of Conduct and Ethics and I understand that all Associates are expected to conform to the values stated in this Code of Conduct and Ethics. I understand that certain of the capitalized terms in this Commitment Letter are defined in this Code of Conduct and Ethics. I understand that the breach of any of the provisions of this Code of Conduct and Ethics can be cause for disciplinary measures, including possible termination of my employment or the voiding of any employment contract(s).

I understand that any questions that I have regarding this Code of Conduct and Ethics can be addressed by my immediate supervisor, the Chief People Officer in the Office of People and Culture, the HomeBanc Legal Department or the Chief Accounting Officer.

I understand that my agreement to comply with this Code of Conduct and Ethics does not create any contractual rights of any kind from HomeBanc in favor of me, and that neither this Code of Conduct and Ethics nor my signature below modifies my employment relationship with HomeBanc, whether at will or governed by contract.

Please sign here: _____ Date: _____

Please print your name: _____

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