
BUCKHEAD COMMUNITY BANCORP, INC.

**CODE OF BUSINESS CONDUCT AND ETHICS
FOR
SENIOR FINANCIAL OFFICERS**

TABLE OF CONTENTS

I. INTRODUCTION	1
<i>PURPOSE</i>	1
<i>IMPORTANT INFORMATION</i>	1
<i>SCOPE</i>	2
IX. FINANCIAL REPORTING	2
X. IMPLEMENTATION OF THE CODE	3
<i>COMPLIANCE WITH THE CODE</i>	3
<i>WARNING SIGNS TO LOOK FOR</i>	3
<i>ACKNOWLEDGMENT OF THE CODE</i>	3
<i>REPORTING VIOLATIONS</i>	4
<i>WAIVERS</i>	4
<i>INVESTIGATIONS OF VIOLATIONS</i>	4
<i>AVAILABILITY OF THE CODE</i>	4
<i>QUESTIONS REGARDING THE CODE</i>	5
ACKNOWLEDGMENT	6

BUCKHEAD COMMUNITY BANCORP, INC. CODE OF BUSINESS CONDUCT AND ETHICS

I. INTRODUCTION.

This Code of Business Conduct and Ethics (the “Code”) applies to the Chief Executive Officer, Chief Financial Officer and Controller (“Senior Financial Officers”) of Buckhead Community Bancorp, Inc. and its subsidiaries (collectively, the “Company”). With this Code, we, as employees and officers, share in the responsibility of developing and maintaining the honesty and integrity of our Company.

This Code is meant to supplement and augment, not to supplant, other codes of conduct applicable to senior financial officers, such as the Employee Code of Ethics of The Buckhead Community Bank (the “Bank”), which remains applicable to all employees of the Bank.

Purpose.

The purpose of this Code is to confirm the Company’s commitment to conduct its affairs in accordance with the highest standards of integrity and in compliance with all applicable laws, rules and regulations. The Company greatly depends upon its Senior Financial Officers for their adherence to sound business principles, their compliance with applicable laws, rules and regulations, and their dedication to high ethical business standards.

Important Information.

You are encouraged to read this Code carefully. This Code is a general statement of the Company's rules for business conduct and ethical policies as it applies to Senior Financial Officers, and should be read in conjunction with all other applicable codes of conduct. As a Senior Financial Officer of the Company, it is your responsibility to be familiar with these codes and policies. Any failure to follow the guidelines outlined in this Code could lead to your being disciplined or discharged by the Company and/or possible exposure to civil and criminal penalties under federal and state laws. In addition, as a result of improper conduct, the Company may be subjected to prosecution and significant penalties.

This Code is not a contract of employment and does not create any contractual rights of any kind between the Company and its Senior Financial Officers. The Code and its contents may be modified and changed, without notice, at any time by the Company.

WHO TO CONTACT

If you have any questions about this Code or any concerns as to whether certain conduct may be wrong, illegal or unethical, or if a situation is difficult or confusing to you, you are encouraged to discontinue any action and immediately request assistance by contacting your supervisor, manager or one of the persons named below:

Compliance Officer	Chuck Shaw 415 East Paces Ferry Road Atlanta, GA 30305	Phone: (404) 504-2542
Bank's Attorney	Beth Lanier Powell Goldstein LLP 1201 West Peachtree Street, Suite 1400 Atlanta, GA 30309	Phone: (404) 572-4571
Audit Committee Chair	Tommy Towles 3400 Paces Forest Road NW Atlanta, GA 30327	Phone: (770) 952-2045

See “Reporting Violations” in Part III of this Code for your obligations to report violations of this Code.

Scope.

The policies encompassed by this Code apply everywhere in the world that the Company conducts business. Certain federal and state laws and regulations, and the rules governing transactions with federal, state and municipal agencies, may apply to particular aspects of the Company's business. Some of these laws are straightforward, but others may be relatively complex.

II. FINANCIAL REPORTING

In drafting periodic reports that are to be filed with the Securities and Exchange Commission, the Senior Financial Officers should take all steps necessary to ensure full, fair, accurate, timely and complete disclosure.

Go Beyond the Minimum Disclosure Required by Law. Senior Financial Officers should go beyond the minimum requirements to convey the full financial picture of the Company to the public. Areas of special attention include: off-balance sheet structures, insider and affiliated party transactions, board relationships, accounting policies, and auditor relationships.

Make Sure All Relationships that Could Give Rise to Any Perceived Conflicts are Fully Disclosed. It is important to ensure that any transaction that threatens to create the appearance of a conflict of interest is fully disclosed in the Company's periodic reports.

Use the MD&A Section to Paint a Complete Picture of the Company's Financial Condition. A well-written MD&A analysis should be used in order to explain fully all of the key factors, risks and assumptions that support the Company's business model. While the analysis is far from being an exact science, the MD&A analysis should be used to appraise fully and accurately the investors of the Company's financial condition.

Use Plain English. The basic requirements of the "plain English" rule, such as the use of active voice and avoidance of unnecessarily legalistic language, should be utilized in discussions of the Company's financial condition. Over the years, accounting rules have grown increasingly complex, and simple economic facts are often obscured with the use of complicated legal or technical terminology. Senior Financial Officers should strive to present their analysis of the Company's financial condition in such a way that average investors could reasonably be expected to understand the importance of the information contained in the periodic reports.

Seek Guidance from the Audit Committee. With an increased emphasis on better conformity with accounting standards, Senior Financial Officers should maintain a constant working relationship with the Audit Committee to ensure that accounting standards are being applied uniformly and that the Company's disclosure is supported by sound judgment and analysis.

Provide Management with Ample Time to Review and Comment on Disclosure Documents.

In an effort to meet periodic reporting deadlines, the Company's management and auditors are often not provided with an adequate opportunity to review each disclosure document and to assess its completeness and accuracy. Senior Financial Officers should focus on completing the financial disclosure in periodic reports well ahead of the timing deadlines to allow more time for review by management and auditors.

III. IMPLEMENTATION OF THE CODE

Compliance with the Code.

In the event you believe that you have observed or have participated in any conduct or practices that you believe are unethical, inappropriate or improper, we urge you to immediately report the matter to a supervisor or to the Compliance Officer. The Compliance Officer has ultimate responsibility for overseeing compliance with all applicable laws, governmental regulations and policies, the Code and all other related Company policies and procedures. If you believe that any person to whom you have so reported a violation has not taken appropriate action, you must contact the Compliance Officer directly.

It is the responsibility of all Senior Financial Officers to comply with all applicable laws, regulations, governmental policies, the Code and the Company's related policies and procedures. It is the responsibility of all Company supervisory personnel to monitor compliance with this Code. As part of its regular rotational audits of the Company, the Company's internal auditor and the Compliance Officer will periodically review for compliance with the Company's policies and procedures.

Warning Signs to Look For.

The following are examples of warning signs of unethical behavior that you should be aware of . . .

- "Well, maybe just this once."
- "No one will ever know."
- "It doesn't matter how it gets done as long as it gets done."
- "It sounds too good to be true."
- "Everyone does it."
- "Shred that document."
- "We can hide it."
- "No one will get hurt."
- "What is in it for me?"
- "That would destroy the competition."
- "We didn't have this conversation."

Acknowledgment of the Code.

As a condition of officership of the Company, all Senior Financial Officers are asked to sign two copies of the attached Acknowledgment, which states:

"I have received and read the Buckhead Community Bancorp, Inc. Code of Business Conduct and Ethics for Senior Financial Officers. I understand that the Code represents the policies of Buckhead Community Bancorp, Inc. and its subsidiaries."

One copy of the Acknowledgment is to be retained by you for your own files, and the second copy will be placed in your permanent personnel file with the Company.

Reporting Violations.

If you believe that any Senior Financial Officer has or may have violated this Code or may be about to violate this Code, or if you are involved in a violation, you must report it immediately. You must provide the report to your manager, supervisor, the Compliance Officer, Chuck Shaw at 404-504-2542 or the Chair of the Audit Committee, Tommy Towles at 770-952-2045

The Company will not allow retaliation for any reports made to the Company in good faith.

If you were involved in the violation, the fact that you reported the violation, together with the degree of cooperation displayed by you and whether the violation was willful or unintentional, will be given consideration by the Company in any resulting disciplinary action.

Reports may be made orally, but it is preferred that they are made in writing and delivered by hand or by mail. A sufficiently detailed description of the factual basis for the report should be given in order to allow an appropriate investigation. Reports may be mailed to the Compliance Officer at: 415 East Paces Ferry Road, Atlanta, GA 30305; may be made by facsimile to the facsimile number established for this purpose: 404-781-0777 or by telephone at: 404-504-2542

Waivers.

Only a majority of the independent directors of the Company's Board of Directors, acting as a group, may waive any provision of this Code. Any waiver of the Code for directors or executive officers, as well as the reason for such waiver, must be promptly and accurately disclosed to the shareholders of the Company.

Investigations of Violations.

All investigations will be coordinated by the Compliance Officer, and, as necessary, with the Company's audit committee or legal counsel. Senior Financial Officers are expected to fully cooperate in the investigation of any alleged violation of the Code or related Company policies or procedures. If the result of an investigation indicates that corrective action is required, the Company will decide what steps it should take to rectify the problem and avoid its recurrence. It is imperative that reporting Senior Financial Officers do not conduct their own preliminary investigations. Investigations of an alleged violation may involve complex legal issues. Acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

No person reporting a violation or suspected violation will be made to suffer public embarrassment or be subject to retaliation because of any good faith reporting. Any employee, officer or director of the Company who attempts or is responsible for reprisals against individuals, who in good faith report known or suspected violations, will be subject to disciplinary action. However, the submission of reports which are known to be false constitutes a violation of the Code and will result in stern disciplinary action.

Availability of the Code.

All Senior Financial Officers of the Company will receive a personal copy of this Code. If at any time you need an additional copy of the Code, please contact your supervisor or the Compliance Officer, and that person will promptly provide you with another copy. In addition, a copy of the Code is publicly available on the Company's website, located at www.buckheadcommunitybank.com.

Questions Regarding the Code.

The Company is committed to providing timely and specific guidance to you with respect to the Code and its various policies and procedures. **If you have a question concerning the Code or the Company's related policies and procedures, if you feel the need to seek guidance with respect to a legal or ethical question, or if you wish to report a violation of the law or this Code, we strongly encourage you to consult either your manager; supervisor; the Company's Attorney, Beth Lanier, at (404)572-4571; the Compliance Officer, Chuck Shaw at 404-504-2542 or the Chair of the Company's Audit Committee, Tommy Towles at 770-952-2045**

ACKNOWLEDGMENT

I have received and read the Buckhead Community Bancorp, Inc. Code of Business Conduct and Ethics for Senior Financial Officers. I understand that the Code represents the policies of Buckhead Community Bancorp, Inc. and its subsidiaries.

Date: _____

Signature: _____

Printed Name: _____

Position/Title: _____

THIS COPY TO BE RETAINED BY THE EMPLOYEE, OFFICER OR DIRECTOR.

ACKNOWLEDGMENT

I have received and read Buckhead Community Bancorp, Inc. Code of Business Conduct and Ethics for Senior Financial Officers. I understand that the Code represents the policies of Buckhead Community Bancorp, Inc. and its subsidiaries.

Date: _____

Signature: _____

Printed Name: _____

Position/Title: _____

THIS COPY TO BE RETAINED BY THE COMPANY.