

METALICO, INC.
NOMINATING COMMITTEE CHARTER

The purpose of the Nominating Committee (the "Committee") is identify and recommend for nomination individuals qualified to be members of the Board of Directors (the "Board") of Metalico, Inc. (the "Corporation") consistent with criteria approved by the Board.

The Committee will be appointed by the Board and will be comprised of three or more directors (as determined from time to time by the Board), each of whom will meet the independence requirements of the American Stock Exchange and all other applicable law and regulation as in effect from time to time.

In furtherance of its purpose, the Committee will have the following authority and responsibilities:

1. In obtaining the names of possible new nominees, the Committee may make its own inquiries and will consider suggestions from individual Directors, stockholders and other sources, including independent search or other consultants retained by the Committee.
2. The Committee will in each case evaluate the suitability of potential nominees for membership on the Board, taking into consideration the Board's current composition, including expertise, diversity, and balance of inside, outside and independent directors, and considering the general qualifications of the potential nominees, such as:
 - (a) Unquestionable integrity and honesty,
 - (b) The ability to exercise sound, mature and independent business judgment in the best interests of the stockholders as a whole,
 - (c) Recognized leadership in business or professional activity,
 - (d) A background and experience which will complement the talents of the other Board members,
 - (e) Willingness and capability to take the time to actively participate in Board and committee meetings and related activities,
 - (f) Ability to work professionally and effectively with other Board members and the Corporation's management,
 - (g) An age to enable the Director to remain on the Board long enough to make an effective contribution, and

- (h) Lack of realistic possibilities of conflict of interest or legal prohibition;

and ensure that all necessary and appropriate inquiries are made into the backgrounds of such candidates.

3. The Committee will recommend to the Board for approval the number and names of proposed nominees for election as Director at the annual meeting of the Corporation's shareholders.
4. In the case of a vacancy on the Board, the Committee will recommend to the Board for approval an appropriate nominee to fill such vacancy in accordance with this Charter and as provided in the Corporation's Bylaws as in effect from time to time.
5. The Committee will periodically review the size, composition and organization of the Board and its committees and recommend policies, changes or other action it deems necessary or appropriate.
6. The Committee will acknowledge and observe any requirements or limitations imposed on the composition of the Board and on its nominating procedures by contract, applicable exchange requirements, or applicable law.

The Committee will have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. The Committee will have authority to consult such outside legal and other advisors as the Committee may deem appropriate in its sole discretion, subject to the authority of the Board to approve related fees.

The Committee will meet at such intervals as it may determine. A majority of the members of the entire Committee will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee will maintain minutes or other records of its meetings.

The Committee will report its activities and any recommendations to the Board after each Committee meeting and will conduct and present to the Board an annual performance evaluation of the Committee. The Committee will review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.