

FREIGHTCAR AMERICA, INC.

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

Effective December 2, 2010

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of FreightCar America, Inc. (the “Company”) is to (a) identify individuals qualified to become Board members, consistent with criteria approved by the Board; (b) recommend to the Board nominees for the Board; (c) recommend to the Board nominees for each committee of the Board; (d) recommend to the Board and review annually the Company’s Corporate Governance Guidelines, Code of Business Conduct and Ethics and Insider Trading Policy; (e) review annually the independence qualifications of the Board members and nominees; (f) oversee the Company’s directors and officers liability insurance program, including selection, scope and administration; and (g) review potential conflicts of interest and violations of the Code of Business Conduct and Ethics.

II. Composition of the Committee

The Committee shall be comprised of at least three directors, each of whom shall be determined by the Board to meet the independence requirements of the Securities and Exchange Commission (the “SEC”), The Nasdaq Stock Market, Inc. (“Nasdaq”) and any other applicable governmental or regulatory authorities, each as in effect from time to time.

If a Committee chairperson is not designated by the Board, members of the Committee will designate a chairperson by majority vote.

III. Committee Meetings

The Committee shall meet annually or more frequently as circumstances require. A majority of the members of the Committee shall constitute a quorum.

The Committee chairperson shall determine the agenda for each meeting. Materials related to agenda items shall be provided to the Committee members sufficiently in advance of the meeting where necessary to allow the members to prepare for discussion of the items at the meeting. The Committee shall maintain written minutes of its meetings, which shall be maintained with the books and records of the Company. The Committee shall report its activities regularly and directly to the Board and shall make recommendations that the Committee deems advisable.

The Committee may request that any director, officer or employee of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee reasonably requests.

IV. Authority and Responsibilities

A. General

1. The Committee shall have the authority to conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities.

2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms, the fees of which shall be borne by the Company. The Committee shall also have authority to obtain advice and assistance from legal counsel, accounting or other advisors as it deems necessary, such fees to be borne by the Company.

3. The Committee shall review and assess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also annually review its own performance.

B. Assessment of Board and Nomination of Directors

1. Subject to approval by the Board, the Committee shall establish and periodically review the criteria for Board membership and selection of new directors. The criteria shall include the portfolio of skills, experience, perspective and background required for the effective functioning of the Board considering the Company's industry, strategy and markets.

2. The Committee shall review annually the leadership structure of the Board, including whether separation of the positions of Chairman of the Board and Chief Executive Officer is appropriate given the specific characteristics or circumstances of the Company.

3. The Committee shall identify, recruit, screen, interview and recommend to the Board director candidates for election or re-election at each annual meeting of stockholders and, in the event of a vacancy on or increase in the size of the Board, recommend to the Board a director nominee to fill such vacancy or newly established Board seat. The Committee shall evaluate the specific experience, qualifications, attributes or skills of all candidates in light of the Company's business and structure.

4. The Committee shall recommend to the Board candidates for membership on the various committees of the Board.

5. The Committee shall at least annually review the current size of the Board and make any recommendations regarding the appropriate size of the Board.

6. The Committee shall oversee and prepare the evaluation method and criteria for the Board's annual evaluation of the composition, competence and performance of the Board and its committees. The Committee may retain consultants or advisors to assess the performance and effectiveness of the Board as a whole, its

committees and individual directors. The Committee shall collect and submit to the full Board the results of any self-evaluations, peer evaluations and evaluations by any consultant or advisor of the Board, its committees and/or individual directors. The evaluations shall focus on contributions by the Board and individual directors to the Company. The assessment shall also include director succession planning, in light of the expected future needs of the Board and the Company, so as to ensure that Board effectiveness is not diminished during periods of transition.

7. The Committee shall consider the nomination by any stockholder of a candidate for election as a director of the Company, provided that such stockholder nomination is made in accordance with the Company's by-laws. The Committee will also consider recommendations by stockholders for directors to be nominated, provided that any such recommending stockholders have complied with the procedures for recommending Board nominees set forth in the Company's Corporate Governance Guidelines.

8. The Committee is responsible for reviewing with the Board annually the appropriate criteria and standards for determining director independence consistent with requirements of the SEC, Nasdaq and any other applicable governmental or regulatory authorities, each as in effect from time to time.

9. The Committee shall monitor the orientation and training needs of directors and recommend any actions to the Board concerning such orientation and training needs where appropriate.

C. Corporate Governance Guidelines, Code of Business Conduct and Ethics and

The Committee shall review not less than annually the Company's Corporate Governance Guidelines, Code of Business Conduct and Ethics and Insider Trading Policy and recommend any proposed changes to the Board for approval.

The Committee shall review, in accordance with the Company's Code of Business Conduct and Ethics, potential conflicts of interest and violations of the Code of Business Conduct and Ethics. Potential conflicts of interest involving the Chief Executive Officer, or any other executive officer or director of the Company, shall be submitted to the Board for review and resolution.

The Committee shall also undertake such additional activities within the scope of its primary function as the Board or the Committee may from time to time determine or as may otherwise be required by law, the Board or the Company's by-laws or charter.