

Exhibit D

Governance Committee Charter

PRIMARY ENERGY RECYCLING CORPORATION
CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE

Effective December 31, 2005

I. PURPOSE

The Corporate Governance and Compensation Committee (the "Committee") of the Board of Directors of Primary Energy Recycling Corporation (the "Company") is responsible for reviewing and monitoring corporate governance practices observed by the Company and its subsidiaries and making recommendations with respect to such matters to the Board and the Board of Managers of Primary Energy Holdings LLC (the "PERH Board").

For purposes of this Charter, "Boards" refers to both the Company Board and the PERH Board.

II. COMPOSITION

The Committee shall be comprised of no fewer than three directors, each of whom the Board has determined to be unrelated or independent in respect of the Company, Primary Energy Holdings LLC ("PERH") and Primary Energy Ventures LLC (the "Manager") as contemplated by the laws, regulations and listing requirements to which the Company is subject.

Members, including the Committee Chair, shall be appointed by the Board and shall serve for such term as the Board may determine.

The General Counsel or Associate General Counsel of Primary Energy Ventures (the "Manager") shall act as secretary to the Committee, attend meetings of the Committee and prepare and maintain minutes of the proceedings of the Committee.

Any member of the Committee may be replaced or removed at any time by the Board. The Board shall fill vacancies on the Committee as it deems appropriate.

III. MEETINGS

The Chair of the Board or the Committee Chair may call meetings of the Committee anytime. Any director may ask the Committee Chair to call a Committee meeting. The Committee shall meet as required.

A quorum at any meeting of the Committee shall be a majority of the members.

Notice of the time and place of each meeting of the Committee and any relevant materials shall be provided to each member of the Committee, not less than 48 hours before the time fixed for such meeting. A member may waive notice of a meeting.

The Committee Chair shall develop the agenda for Committee meetings.

If the Chair of the Committee is not present at any meeting of the Committee, one of the members who is present shall be chosen by the Committee to preside at the meeting.

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The Committee will meet in camera, as necessary.

At the invitation of the Committee Chair, other Board members, members of the PERH Board, officer or employees of the Manager, or special advisors may attend any meeting of the Committee.

IV. RESPONSIBILITIES

The following are the duties and responsibilities of the Committee:

- a. monitor on a continuous basis, corporate governance developments and best practices and the effectiveness of the Company's and PERH's corporate governance processes, guidelines and disclosure;
- b. make recommendations to the Boards, on an ongoing basis, concerning corporate governance in general;
- c. periodically review and assess the optimum board size, composition, and membership and make recommendations to the Boards;
- d. develop and recommend to the Boards the process and tools for assessing the performance and effectiveness of the Boards, their committees, the Chair of the Board and the contribution of individual directors;
- e. conduct and review with the Boards an annual performance evaluation of the Committee and its members, such evaluation to be conducted in a manner the Committee deems appropriate;
- f. assess the Boards' relationship with the officers of the Manager;
- g. report its activities to the Boards on a regular basis and make such recommendations to the Boards as the Committee deems necessary or appropriate;
- h. recommend to the Boards corporate policies, including those addressing ethics, compliance, communication and disclosure and annually review such policies;
- i. periodically review and recommend any changes to the compensation of the directors of PERH;
- j. review the Boards' and their Committees' charters annually and recommend any changes;
- k. satisfy itself that there is a satisfactory orientation program for new directors with respect to the business of the Company and PERH and the Boards' responsibilities;
- l. approve expenses relating to continuing education for directors;
- m. carry out other duties delegated to the Committee by the Board.

V. RESOURCES AND AUTHORITY

In fulfilling its role, the Committee shall have the support it needs from the Manager's employees.

The Committee has the authority to retain, at the expense of the Company, counsel or other experts, as it deems appropriate, without seeking approval of the Board.