

Exhibit D – Corporate Governance & Nominating Committee Charter

**KFx Inc.
Corporate Governance & Nominating Committee Charter**

Purpose

The purpose of the corporate governance and nominating committee (the “committee”) of the board of directors (the “board”) of KFx Inc. (the “Company”) is to identify, evaluate and recommend to the board individuals qualified to be directors of the Company, and to develop and recommend to the board corporate governance guidelines for the Company.

Committee Membership

The committee shall be comprised of three or more directors each of whom (i) meets the independence requirements of the American Stock Exchange and (ii) qualifies as “independent” under the Securities and Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”). Determinations as to whether a particular director satisfies the requirements for membership on the committee shall be made by the board.

The members of the committee shall be appointed by the board on the recommendation of the committee and shall serve such terms as the board may determine, or until their earlier resignation, death or removal by the board.

Meetings

The committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than three times a year. The board shall designate one member of the committee to serve as its chairman. The committee will meet at such times as determined by its chairman or as requested by any two of its members. Notice of all meetings shall be given. The chairman will preside, when present, at all meetings of the committee. The committee may meet by telephone or videoconference and may take action by unanimous written consent.

Each member of the committee shall have one vote. One-third of the members, but not less than two, shall constitute a quorum. The committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the committee members.

The committee shall maintain copies of minutes of each meeting of the committee, and each unanimous written consent to action taken without a meeting, reflecting the actions so authorized or taken by the committee.

Resources and Authority of the Committee

Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the committee shall have sole responsibility and authority for selecting the persons to be recommended to the board to be nominated to stand for election as directors at the annual meeting of stockholders, and the sole responsibility for recommending the persons to be nominated by the Board to fill any vacancies on the board that the board has authority to fill.

KFx Corporate Policies & Procedures

The committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to retain, terminate and approve the fees and other retention terms of any search firm used to identify and evaluate director candidates. The committee shall also have authority to obtain advice and assistance from any officer or employee of the Company, as well as the right to engage and determine funding for independent counsel and other advisors at the expense of the Company.

Duties and Responsibilities

The following are the duties and responsibilities of the committee:

1. Make recommendations to the board regarding the size and composition of the board or any committee thereof. The committee shall also monitor and make recommendations regarding the functions of the various board committees.
2. Identify individuals that the committee believes are qualified to become board members in accordance with the nominating criteria set forth below, and recommend that the board select such nominee or nominees to stand for election at the next meeting of stockholders of the Company in which directors will be elected.
3. In the event there is a vacancy on the board, identify individuals that the committee believes are qualified to become board members in accordance with the nominating criteria set forth below, and recommend that the board select such person or persons for appointment to the board for the remaining unexpired term of the vacancy being filled.
4. Identify board members qualified to fill a vacancy on a committee of the board in accordance with the nominating criteria set forth below, and recommend such nominee or nominees to the board for appointment to such committee.
5. Review and evaluate all stockholder nominees for director in accordance with the nominating criteria set forth below.
6. Develop and recommend to the board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for the purposes of determining director independence.
7. Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the board.
8. Develop and recommend to the board a set of corporate governance guidelines applicable to the Company, taking into account provisions of the Exchange Act, the listing standards of the American Stock Exchange, and any other source the committee deems appropriate.
9. Initiate and oversee annually an evaluation of (i) the quality, sufficiency and currency of information furnished by management to the directors in connection with board and committee meetings and other activities of the directors, (ii) the board's effectiveness, (iii) the composition, organization (including its committee structure, membership and leadership) and practices of the board, (iv) tenure and other policies related to the directors' service on the board, and (v) corporate governance matters generally, including

KFx Corporate Policies & Procedures

the corporate governance guidelines; and recommend action to the board where appropriate.

10. Review the level and form of director compensation and recommend changes to the board for consideration and approval.
11. Monitor the orientation and education needs of directors and recommend action to the board, individual directors, and management where appropriate.
12. Review at least annually the charitable contributions policies and programs of the Company, and periodically review donees for potential conflicts of interest, or the appearance thereof, with directors of the Company.
13. Review and approve, prior to acceptance, the chief executive officer's service on any other public company board.
14. Review periodically the Company's legislative affairs and political action committees activities.
15. Develop and recommend to the board stock ownership guidelines for directors and monitor compliance therewith.
16. Conduct an annual performance evaluation to, at a minimum, (i) compare the performance of the committee to the requirements of this charter and any other duties or responsibilities delegated to the committee by the board and (ii) recommend to the board any improvements to this charter that the committee deems to be necessary or appropriate, and report to the board the results of the evaluation, which may take the form of an oral presentation by a member of the committee to the board.
17. Perform such other duties or responsibilities consistent with this charter expressly delegated to the committee by the board.
18. Report regularly to the board on the activities of the committee.
19. The committee shall conduct background checks on all director nominees and shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The committee is empowered, without further action by the board, to cause the Company to pay the compensation of any search firm engaged by the committee.
20. The committee shall establish and oversee a policy for considering stockholder nominees for directors, and shall develop the procedures that must be followed by stockholders in submitting recommendations.
21. The committee shall establish and oversee a procedure for stockholders to communicate with the board.
22. The committee shall consider questions of conflict of interest of board members and senior management, and, to the extent a conflict constitutes a related party transaction (as

KFx Corporate Policies & Procedures

that term is defined in SEC Regulation S-K, Item 404), refer the approval of such matter to the Audit Committee of the board of directors.

Nominating Criteria

In evaluating candidates for nomination to the board, the committee shall take into account the applicable requirements for directors under the Exchange Act and the listing standards of the American Stock Exchange. The committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including his or her knowledge, expertise, skills, integrity, diversity, judgment, business or other experience, and reputation in the business community. The committee may (but is not required to) consider candidates suggested by management or other members of the board.

In evaluating candidates for nomination to committees of the board, the committee shall take into account the applicable requirements for members of committees of boards of directors under the Exchange Act and the listing standards of the American Stock Exchange. The committee also shall take into consideration the factors and requirements set forth in the charter of such committee, if any. The committee may take into consideration such other factors or criteria that the committee deems appropriate in evaluating a candidate, including his or her knowledge, expertise, skills and business or other experience relevant to the duties and responsibilities of the committee.