

QUESTAR MARKET RESOURCES INC  
Form 10-Q  
November 02, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

☒ [X]

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarter ended September 30, 2007**

☐ [ ]

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_ to \_\_\_\_**

**Commission File Number 0-30321**

**QUESTAR MARKET RESOURCES, INC.**

(Exact name of registrant as specified in charter)

**STATE OF UTAH**

**87-0287750**

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

**180 East 100 South Street, P.O. Box 45601 Salt Lake City, Utah 84145-0601**

(Address of principal executive offices)

Registrant's telephone number, including area code **(801) 324-2600**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

On October 31, 2007, 4,309,427 shares of the registrant's common stock, \$1.00 par value, were outstanding (all shares are owned by Questar Corporation).

Registrant meets the conditions set forth in General Instruction H (1) (a) and (b) of Form 10-Q and is filing this Form 10-Q with the reduced disclosure format.

**Questar Market Resources, Inc.**

**Form 10-Q for the Quarter Ended September 30, 2007**

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**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS.**

## QUESTAR MARKET RESOURCES, INC.

## CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

	3 Months Ended Sept. 30,		9 Months Ended Sept. 30,	
	2007	2006	2007	2006
	(in millions)			
REVENUES				
From unaffiliated customers	\$372.8	\$427.9	\$1,191.3	\$1,227.1
From affiliated companies	39.0	40.0	129.8	132.6
Total Revenues	411.8	467.9	1,321.1	1,359.7
OPERATING EXPENSES				
Cost of natural gas and other products sold	83.3	170.0	310.8	473.4
Operating and maintenance	44.7	44.4	139.0	132.0
General and administrative	23.4	18.2	67.3	50.3
Production and other taxes	15.9	22.0	61.2	70.2
Depreciation, depletion and amortization	71.3	61.8	218.7	169.4
Exploration	1.6	16.8	6.7	30.2
Abandonment and impairment	2.3	2.0	6.4	5.5
Wexpro Agreement-oil income sharing	1.3	1.7	4.4	4.5
Total Operating Expenses	243.8	336.9	814.5	935.5
Net gain (loss) on asset sales	(0.3)	25.2	(0.3)	25.6
OPERATING INCOME	167.7	156.2	506.3	449.8
Interest and other income	2.9	1.0	6.2	4.3
Income from unconsolidated affiliates	2.4	1.8	6.8	5.3
Net mark-to-market gain (loss) on basis-only swaps	9.0	(5.2)	14.2	(10.8)
Loss on early extinguishment of debt				(1.7)
Interest expense	(8.9)	(7.9)	(25.9)	(25.4)
INCOME BEFORE INCOME TAXES	173.1	145.9	507.6	421.5

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Income taxes	<b>64.4</b>	53.9	<b>187.3</b>	155.5
NET INCOME	<b>\$108.7</b>	\$ 92.0	<b>\$ 320.3</b>	\$ 266.0

See notes accompanying the condensed consolidated financial statements

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## QUESTAR MARKET RESOURCES, INC.

## CONSOLIDATED BALANCE SHEETS

	Sept. 30, 2007	Dec. 31, 2006
	(Unaudited)	
	(in millions)	
ASSETS		
Current Assets		
Cash and cash equivalents		\$ 18.2
Notes receivable from Questar	\$ 79.9	69.8
Accounts receivable, net	186.1	237.3
Accounts receivable from affiliates	15.6	21.8
Fair value of derivative contracts	133.4	155.5
Gas and oil storage	17.8	27.7
Materials and supplies	26.4	28.7
Prepaid expenses and other	19.2	22.5
Total Current Assets	478.4	581.5
Property, Plant and Equipment	4,437.4	3,808.5
Accumulated depreciation, depletion and amortization	(1,494.4)	(1,309.7)
Net Property, Plant and Equipment	2,943.0	2,498.8
Investment in unconsolidated affiliates	45.9	37.5
Goodwill	60.9	60.9
Fair value of derivative contracts	41.4	49.0
Other noncurrent assets	17.1	21.9
Total Assets	\$3,586.7	\$3,249.6
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current Liabilities		
Checks outstanding in excess of cash	\$ 19.2	
Notes payable to Questar	125.4	\$ 142.6
Accounts payable and accrued expenses	281.8	357.5
Accounts payable to affiliates	14.8	17.3
Fair value of derivative contracts	0.8	0.6
Deferred income taxes - current	31.7	41.7
Total Current Liabilities	473.7	559.7
Long-term debt	399.3	399.2
Deferred income taxes	702.8	579.0



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Asset retirement obligations	<b>140.2</b>	128.3
Fair value of derivative contracts	<b>1.1</b>	0.2
Other long-term liabilities	<b>39.5</b>	38.4

COMMON SHAREHOLDER'S EQUITY

Common stock	<b>4.3</b>	4.3
Additional paid-in capital	<b>128.5</b>	122.0
Retained earnings	<b>1,597.7</b>	1,290.4
Accumulated other comprehensive income	<b>99.6</b>	128.1
Total Common Shareholder's Equity	<b>1,830.1</b>	1,544.8
Total Liabilities and Common Shareholder's Equity	<b>\$3,586.7</b>	\$3,249.6

See notes accompanying the condensed consolidated financial statements

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## QUESTAR MARKET RESOURCES, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	9 Months Ended Sept. 30,	
	2007	2006
	(in millions)	
OPERATING ACTIVITIES		
Net income	\$320.3	\$266.0
Adjustments to reconcile net income to net cash provided from operating activities:		
Depreciation, depletion and amortization	219.4	171.0
Deferred income taxes	130.8	75.7
Share-based compensation	6.5	4.1
Abandonment and impairment	6.4	5.5
Dry exploratory-well expenses	(0.2)	24.0
Net (gain) loss from asset sales	0.3	(25.6)
Income from unconsolidated affiliates	(6.8)	(5.3)
Distributions from unconsolidated affiliates	7.3	4.9
Net mark-to-market (gain) loss on basis-only swaps	(14.2)	10.8
Loss on early extinguishment of debt		1.7
Changes in operating assets and liabilities	(16.7)	(11.0)
NET CASH PROVIDED FROM OPERATING ACTIVITIES	653.1	521.8
INVESTING ACTIVITIES		
Capital expenditures		
Property, plant and equipment	(645.5)	(521.3)
Other investments	(8.9)	(6.3)
Total capital expenditures	(654.4)	(527.6)
Proceeds from disposition of assets	4.2	30.9
NET CASH USED IN INVESTING ACTIVITIES	(650.2)	(496.7)
FINANCING ACTIVITIES		
Change in notes receivable from Questar	(10.1)	11.3
Change in notes payable to Questar	(17.2)	(87.3)
Long-term debt issued, net of issue costs		247.0
Long term debt repaid		(200.0)
Early extinguishment of debt costs		(1.7)

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Checks outstanding in excess of cash	<b>19.2</b>	14.2
Dividends paid	<b>(13.0)</b>	(13.0)
NET CASH USED IN FINANCING ACTIVITIES	<b>(21.1)</b>	(29.5)
Change in cash and cash equivalents	<b>(18.2)</b>	(4.4)
Beginning cash and cash equivalents	<b>18.2</b>	4.4
Ending cash and cash equivalents	<b>\$ -</b>	\$ -

See notes accompanying the condensed consolidated financial statements

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QUESTAR MARKET RESOURCES, INC.

NOTES ACCOMPANYING THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

**Note 1 Nature of Business**

Questar Market Resources, Inc. (Market Resources or the Company) is a natural gas-focused energy company, a wholly owned subsidiary of Questar Corporation (Questar) and Questar's primary growth driver. Market Resources is a subholding company with four principal subsidiaries:

- 

Questar Exploration and Production Company (Questar E&P) acquires, explores for, develops and produces natural gas, oil, and NGL;

- 

Wexpro Company (Wexpro) manages, develops and produces cost-of-service reserves for gas utility affiliate, Questar Gas;

- 

Questar Gas Management Company (Gas Management) provides midstream field services including natural gas-gathering and processing services for affiliates and third parties; and

- 

Questar Energy Trading Company (Energy Trading) markets equity and third-party gas and oil, provides risk-management services, and owns and operates an underground gas-storage reservoir.

**Note 2 – Basis of Presentation of Interim Consolidated Financial Statements**

The interim condensed consolidated financial statements contain the accounts of Market Resources and its majority-owned or controlled subsidiaries. The condensed consolidated financial statements were prepared in accordance with U.S. generally accepted accounting principles (GAAP) and with the instructions for quarter reports on Form 10-Q and Regulations S-X and S-K. All significant intercompany accounts and transactions have been eliminated in consolidation.

The condensed consolidated financial statements reflect all normal, recurring adjustments and accruals that are, in the opinion of management, necessary for a fair presentation of financial position and results of operations for the interim

periods presented. Interim condensed consolidated financial statements do not include all of the information and notes required by GAAP for audited annual consolidated financial statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2006. Certain reclassifications were made to prior-period financial statements to conform with the current presentation.

The preparation of the condensed consolidated financial statements and notes in conformity with GAAP requires that management make estimates and assumptions that affect the amounts of revenues, expenses assets and liabilities, and disclosure of contingent assets and liabilities. Actual results could differ from estimates. The results of operations for the nine months ended September 30, 2007, are not necessarily indicative of the results that may be expected for the year ending December 31, 2007.

All dollar amounts in the quarterly report on Form 10-Q are in millions, except where noted otherwise.

### Note 3 Share-Based Compensation

Questar issues stock options and restricted shares to certain officers, employees and non-employee directors under its Long-term Stock Incentive Plan (LTSIP) and accounts for the transactions according to Statement of Financial Accounting Standards (SFAS) 123R Share-Based Payment. Questar has granted and continues to grant share-based compensation to certain Market Resources employees. Share-based compensation expense for the first nine months amounted to \$6.5 million in 2007 compared with \$4.1 million in 2006. Unvested stock options held by employees of Market Resources increased by 60,000 shares in the first nine months of 2007. Stock-option transactions under the terms of the LTSIP are summarized below:

	Options	Weighted-average		
	Outstanding	Price Range		Price
Balance at January 1, 2007	1,438,142	\$7.50	\$38.57	\$15.97
Granted	60,000		41.08	41.08
Exercised	(155,214)	8.50	17.55	12.70
Employee transferred	(16,064)		10.69	10.69
<b>Balance at September 30, 2007</b>	<b>1,326,864</b>	<b>\$7.50</b>	<b>\$41.08</b>	<b>\$17.56</b>

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		Options Outstanding		Options Exercisable		Unvested Options	
		Weighted-average remaining term in years	Weighted-average exercise price	Number exercisable at Sept. 30, 2007	Weighted-average exercise price	Number unvested at Sept. 30, 2007	Weighted-average exercise price
Range of exercise prices	Number outstanding at Sept. 30, 2007						
\$7.50 - \$8.50	137,628	2.0	\$ 7.95	137,628	\$ 7.95		
9.56 - 11.98	390,742	4.3	11.67	390,742	11.67		
13.56 - 14.86	517,418	4.8	13.70	517,418	13.70		
17.55 - 24.33	21,076	6.5	17.55	21,076	17.55		
\$38.57 - \$41.08	260,000	5.6	39.15			260,000	\$39.15
	<b>1,326,864</b>	<b>4.5</b>	<b>\$17.56</b>	<b>1,066,864</b>	<b>\$12.29</b>	<b>260,000</b>	<b>\$39.15</b>

Restricted share grants vest in equal installments over a three to five year period from the grant date. Several grants vest in a single installment after a specified period. The weighted-average vesting period of unvested restricted shares at September 30, 2007, was 18 months. Transactions involving restricted shares in the LTSIP are summarized below:

	Restricted Shares	Price Range		Weighted-average Price
Balance at January 1, 2007	459,746	\$14.36	\$44.77	\$29.54
Granted	269,740	38.96	55.42	45.30
Distributed	(140,754)	14.36	44.77	23.57
Forfeited	(15,670)	18.45	45.65	36.32
<b>Balance at September 30, 2007</b>	<b>573,062</b>	<b>\$14.36</b>	<b>\$55.42</b>	<b>\$38.23</b>

#### Note 4 Operations by Line of Business

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Market Resources has four primary reportable segments: Questar E&P, Wexpro, Gas Management and Energy Trading. Line of business information is presented according to management's basis for evaluating performance including differences in the nature of products and services. Certain intersegment sales include intercompany profits. Following is a summary of operations by line of business:

	3 Months Ended Sept. 30,		9 Months Ended Sept. 30,	
	2007	2006	2007	2006
	(in millions)			
<b>Revenues from Unaffiliated Customers</b>				
Questar E&P	<b>\$233.2</b>	\$206.0	<b>\$ 702.0</b>	\$ 615.2
Wexpro	<b>6.0</b>	6.1	<b>17.4</b>	16.1
Gas Management	<b>44.4</b>	41.5	<b>137.8</b>	123.2
Energy Trading and other	<b>89.2</b>	174.3	<b>334.1</b>	472.6
	<b>\$372.8</b>	\$427.9	<b>\$1,191.3</b>	\$1,227.1
<b>Revenues from Affiliated Companies</b>				
Wexpro	<b>\$35.6</b>	\$ 36.4	<b>\$118.4</b>	\$ 111.6
Gas Management	<b>3.3</b>	3.5	<b>11.2</b>	10.5
Energy Trading and other	<b>0.1</b>	0.1	<b>0.2</b>	10.5
	<b>\$39.0</b>	\$ 40.0	<b>\$129.8</b>	\$ 132.6

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**Operating Income**

Questar E&P	<b>\$120.0</b>	\$117.1	<b>\$357.0</b>	\$340.1
Wexpro	<b>22.4</b>	18.7	<b>66.3</b>	55.2
Gas Management	<b>20.2</b>	16.7	<b>61.8</b>	46.7
Energy Trading and other	<b>5.1</b>	3.7	<b>21.2</b>	7.8
	<b>\$167.7</b>	\$156.2	<b>\$506.3</b>	\$449.8

**Net Income**

Questar E&P	<b>\$ 76.4</b>	\$66.0	<b>\$220.3</b>	\$192.6
Wexpro	<b>14.8</b>	12.1	<b>43.4</b>	36.1
Gas Management	<b>13.3</b>	11.0	<b>40.6</b>	30.9
Energy Trading and other	<b>4.2</b>	2.9	<b>16.0</b>	6.4
	<b>\$108.7</b>	\$92.0	<b>\$320.3</b>	\$266.0

**Note 5 Asset Retirement Obligations (ARO)**

Market Resources recognizes ARO in accordance with SFAS 143 Accounting for Asset Retirement Obligations. SFAS 143 addresses the financial accounting and reporting of the fair value of legal obligations associated with the retirement of tangible long-lived assets. The Company's ARO applies primarily to abandonment costs associated with gas and oil wells and certain other properties. The fair value of abandonment costs are estimated and depreciated over the life of the related assets. The ARO liability is adjusted to present value each period through an accretion calculation using a credit-adjusted risk-free interest rate. Changes in ARO were as follows:

	<b>2007</b>	2006
	(in millions)	
ARO liability at January 1,	<b>\$128.3</b>	\$ 74.3
Accretion	<b>6.0</b>	4.5
Liabilities incurred	<b>6.1</b>	7.0
Revisions	<b>1.4</b>	22.3
Liabilities settled	<b>(1.6)</b>	(1.9)
ARO liability at September 30,	<b>\$140.2</b>	\$106.2

**Note 6 - Accounting for Uncertainty in Income Taxes**

In July 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation 48, Accounting for

Uncertainty in Income Taxes (FIN 48). The interpretation applies to all tax positions related to income taxes subject to FASB Statement 109 Accounting for Income Taxes. FIN 48 provides guidance for the accounting for uncertainty in income taxes by prescribing a minimum recognition threshold for a tax position to be reflected in the financial statements. If recognized, the tax benefit is measured as the largest amount of tax benefit that is more-likely-than-not to be realized upon ultimate settlement. Market Resources adopted the provisions of FIN 48 January 1, 2007. Management has considered the amounts and the probabilities of the outcomes that could be realized upon ultimate settlement and believes that it is more-likely-than-not that the Company's recorded income tax benefits will be fully realized. There were no unrecognized tax benefits at the beginning or at the end of the nine-month period ended September 30, 2007. Tax years 2004 and after are open.

The Company records interest earned on income-tax refunds in interest and other income and penalties and interest charged on tax deficiencies in interest expense. As of the date of adoption, there were no amounts accrued for penalties or interest related to unrecognized tax benefits.

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**Note 7 Comprehensive Income**

Comprehensive income is the sum of net income as reported in the Consolidated Statements of Income and other comprehensive income (loss). Other comprehensive income (loss) includes changes in the market value of gas and oil-price derivatives. Changes in the market value of derivatives during the period result from contracts realized or otherwise settled, changes in energy prices and new derivative contracts. Comprehensive income is shown below:

	3 Months Ended Sept. 30,		9 Months Ended Sept. 30,		
	2007	2006	2007	2006	
	(in millions)				
Net income	\$108.7		\$ 92.0	\$320.3	\$ 266.0
Other comprehensive income (loss)					
Net unrealized gain (loss) on derivatives	69.9		196.6	(45.6)	479.9
Income taxes	(26.5)		(74.4)	17.1	(181.7)
Net other comprehensive income (loss)	43.4		122.2	(28.5)	298.2
Total comprehensive income	\$152.1		\$214.2	\$291.8	\$564.2

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

The following discussion updates information as to Market Resources financial condition provided in its 2006 Form 10-K filing, and analyzes the changes in the results of operations between the three- and nine-month periods ended September 30, 2007 and 2006. For definitions of commonly used gas and oil terms found in this report on Form 10-Q, please refer to the Glossary of Commonly Used Terms provided in the Company's 2006 Form 10-K.

**RESULTS OF OPERATIONS**

Following are comparisons of net income by line of business:

	3 Months Ended Sept. 30,			9 Months Ended Sept. 30,		
	<b>2007</b>	2006	Change	<b>2007</b>	2006	Change
	(in millions)					
Market Resources						
Questar E&P	<b>\$ 76.4</b>	\$66.0	\$ 10.4	<b>\$220.3</b>	\$192.6	\$ 27.7
Wexpro	<b>14.8</b>	12.1	2.7	<b>43.4</b>	36.1	7.3

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Gas Management	<b>13.3</b>	11.0	2.3	<b>40.6</b>	30.9	9.7
Energy Trading and other	<b>4.2</b>	2.9	1.3	<b>16.0</b>	6.4	9.6
Net income	<b>\$108.7</b>	\$92.0	\$ 16.7	<b>\$320.3</b>	\$266.0	\$ 54.3

Market Resources reported net income of \$108.7 million in the third quarter of 2007 compared with \$92.0 million in the third quarter of 2006, an 18% increase, and \$320.3 million net income in the first nine months of 2007 compared with \$266.0 million in the 2006 period. Operating income increased \$11.5 million or 7% in the 2007 third quarter and increased \$56.5 million or 13% in the 2007 first nine months compared to the 2006 periods due primarily to higher realized natural gas, crude oil and NGL prices, increased gas-gathering volumes driven by an increase in third-party volumes at Gas Management and an increased investment base at Wexpro. Net mark-to-market gains (losses) on natural gas basis-only swaps increased net income by \$8.9 million in the first nine months of 2007 and decreased net income by \$6.7 million in the first nine months of 2006. Following is a summary of Market Resources financial and operating results:

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3 Months Ended Sept. 30,		9 Months Ended Sept. 30,	
2007	2006	2007	2006
(in millions)			

**OPERATING INCOME**

## Revenues

Natural gas sales	<b>\$188.2</b>	\$168.7	<b>\$584.3</b>	\$512.8
Oil and NGL sales	<b>48.9</b>	42.0	<b>131.6</b>	115.0
Cost-of-service gas operations	<b>35.6</b>	36.5	<b>117.9</b>	111.0
Energy marketing	<b>89.8</b>	174.9	<b>335.5</b>	484.2
Gathering	<b>26.4</b>	22.1	<b>82.3</b>	63.0
Processing	<b>21.3</b>	23.0	<b>66.6</b>	70.7
Other	<b>1.6</b>	0.7	<b>2.9</b>	3.0
Total revenues	<b>411.8</b>	467.9	<b>1,321.1</b>	1,359.7

## Operating expenses

Energy purchases	<b>83.3</b>	170.0	<b>310.8</b>	473.4
Operating and maintenance	<b>44.7</b>	44.4	<b>139.0</b>	132.0
General and administrative	<b>23.4</b>	18.2	<b>67.3</b>	50.3
Production and other taxes	<b>15.9</b>	22.0	<b>61.2</b>	70.2
Depreciation, depletion and amortization	<b>71.3</b>	61.8	<b>218.7</b>	169.4
Exploration	<b>1.6</b>	16.8	<b>6.7</b>	30.2
Abandonment and impairment	<b>2.3</b>	2.0	<b>6.4</b>	5.5
Wexpro Agreement oil-income sharing	<b>1.3</b>	1.7	<b>4.4</b>	4.5
Total operating expenses	<b>243.8</b>	336.9	<b>814.5</b>	935.5

## Net gain (loss) from asset sales

	<b>(0.3)</b>	25.2	<b>(0.3)</b>	25.6
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## Operating income

	<b>\$167.7</b>	\$156.2	<b>\$506.3</b>	\$449.8
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**OPERATING STATISTICS**

## Questar E&amp;P production volumes

Natural gas (Bcf)	<b>29.2</b>	29.4	<b>91.0</b>	85.5
Oil and NGL (MMbbl)	<b>0.8</b>	0.8	<b>2.2</b>	2.0
Total production (Bcfe)	<b>33.9</b>	33.8	<b>104.3</b>	97.4
Average daily production (MMcfe)	<b>368.6</b>	367.4	<b>382.2</b>	356.7

## Questar E&amp;P average realized price, net to the well (including hedges)

Natural gas (per Mcf)	<b>\$6.44</b>	\$5.73	<b>\$6.42</b>	\$5.99
Oil and NGL (per bbl)	<b>\$54.95</b>	\$49.81	<b>\$51.51</b>	\$50.10

## Wexpro investment base at September 30, net

of depreciation and deferred income taxes (millions)	<b>\$284.6</b>	\$224.8		
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## Natural gas processing volumes

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NGL sales (MMgal)	<b>16.5</b>	20.8	<b>54.5</b>	65.3
NGL sales price (per gal)	<b>\$1.00</b>	\$0.89	<b>\$0.94</b>	\$0.89
Fee-based processing volumes (millions of MMBtu)				
For unaffiliated customers	<b>14.2</b>	10.2	<b>34.9</b>	27.3
For affiliated customers	<b>19.5</b>	20.3	<b>62.8</b>	59.8
Total fee-based processing volumes	<b>33.7</b>	30.5	<b>97.7</b>	87.1
Fee-based processing (per MMBtu)	<b>\$0.14</b>	\$0.14	<b>\$0.15</b>	\$0.14
Natural gas gathering volumes (millions of MMBtu)				
For unaffiliated customers	<b>43.1</b>	34.3	<b>127.0</b>	88.0

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For affiliated customers	<b>28.3</b>	37.8	<b>97.2</b>	107.8
Total gas gathering volumes	<b>71.4</b>	72.1	<b>224.2</b>	195.8
Gas gathering revenue (per MMBtu)	<b>\$0.32</b>	\$0.28	<b>\$0.31</b>	\$0.29
Natural gas and oil marketing volumes (MMdthe)				
For unaffiliated customers	<b>24.6</b>	29.3	<b>74.6</b>	84.6
For affiliated customers	<b>24.7</b>	24.9	<b>75.6</b>	74.8
Total marketing volumes	<b>49.3</b>	54.2	<b>150.2</b>	159.4

### Questar E&P

Questar E&P reported net income of \$76.4 million in the third quarter of 2007, up 16% from \$66.0 million in the 2006 quarter. Net income for the first nine months of 2007 rose 14% to \$220.3 million compared to \$192.6 million a year earlier. The impact of increased realized prices for natural gas, crude oil, and NGL was partially offset by a higher average production cost structure.

Questar E&P production volumes were 33.9 Bcfe in the third quarter of 2007, compared to 33.8 Bcfe in the year-earlier period. Questar E&P shut in approximately 4.4 Bcfe (net) of unhedged third quarter 2007 natural gas and associated liquid hydrocarbon production in response to low regional-market prices for natural gas. For the first nine months of 2007 production volumes increased 7% to 104.3 Bcfe, compared to the year-earlier period despite approximately 5.4 Bcfe of net production shut in. On an energy-equivalent basis, natural gas comprised approximately 86% of Questar E&P third quarter 2007 production. A comparison of natural gas-equivalent production by major operating area is shown in the following table:

	3 Months Ended Sept. 30,			9 Months Ended Sept. 30,		
	<b>2007</b>	2006	Change	<b>2007</b>	2006	Change
	(in Bcfe)					
Pinedale Anticline	<b>11.4</b>	10.9	0.5	<b>35.0</b>	28.8	6.2
Uinta Basin	<b>6.1</b>	6.5	(0.4)	<b>18.7</b>	18.9	(0.2)
Rockies Legacy	<b>3.8</b>	4.5	(0.7)	<b>13.2</b>	*14.5	(1.3)
Rocky Mountain total	<b>21.3</b>	21.9	(0.6)	<b>66.9</b>	62.2	4.7
Midcontinent	<b>12.6</b>	11.9	0.7	<b>37.4</b>	35.2	2.2
Total Questar E&P	<b>33.9</b>	33.8	0.1	<b>104.3</b>	97.4	6.9

\*Includes an increase of 0.7 Bcfe related to a gas-imbalance settlement.

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Questar E&P production from the Pinedale Anticline in western Wyoming grew 22% to 35.0 Bcfe in the first nine months of 2007 as a result of ongoing development drilling. Pinedale production growth is influenced by seasonal access restrictions imposed by the Bureau of Land Management that limit the Company's ability to drill and complete wells during the mid-November to early-May period.

Questar E&P Rockies Legacy properties include all of the Company's Rocky Mountain region properties except the Pinedale Anticline and the Uinta Basin. Rockies Legacy year-to-date 2007 production of 13.2 Bcfe was 1.3 Bcfe lower than a year ago. The 2006 production included a gas-imbalance settlement of 0.7 Bcfe.

In the Midcontinent, year-to-date production grew 6% to 37.4 Bcfe in 2007, driven by ongoing infill-development drilling in Elm Grove field in northwestern Louisiana. Net production from Elm Grove field increased to 12.0 Bcfe in the first nine months of 2007, compared to 10.4 Bcfe in the year-earlier period.

For the first nine months of 2007, the weighted-average realized natural gas price for Questar E&P (including the impact of hedging) was \$6.42 per Mcf compared to \$5.99 per Mcf for the same period in 2006, a 7% increase. Realized oil and NGL prices in the first nine months of 2007 averaged \$51.51 per bbl, compared with \$50.10 per bbl during the prior-year period, a 3% increase. A regional comparison of average realized prices, including hedges, are shown in the following table:

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	3 Months Ended Sept. 30,			9 Months Ended Sept. 30,		
	2007	2006	Change	2007	2006	Change
Natural gas (per Mcf)						
Rocky Mountains	\$ 5.82	\$ 5.38	\$0.44	\$ 5.86	\$ 5.68	\$ 0.18
Midcontinent	7.48	6.36	1.12	7.41	6.54	0.87
Volume-weighted average	6.44	5.73	0.71	6.42	5.99	0.43
Oil and NGL (per bbl)						
Rocky Mountains	\$54.89	\$46.59	\$ 8.30	51.72	\$47.88	\$3.84
Midcontinent	55.06	57.68	(2.62)	51.09	55.28	(4.19)
Volume-weighted average	54.95	49.81	5.14	51.51	50.10	1.41

Questar E&P hedged or pre-sold approximately 73% of gas production in the first nine months of 2007, and hedged or pre-sold 68% of gas production in the comparable 2006 period. Hedging increased Questar E&P gas revenues by \$174.1 million in 2007 and \$21.0 million in 2006. The Company hedged or pre-sold approximately 62% of its oil production in the first nine months of 2007, and hedged or pre-sold 78% of its oil production in the same 2006 period. Oil hedges reduced revenues \$6.2 million in 2007 and \$17.1 million in 2006.

Questar may hedge up to 100% of forecasted production from proved reserves to lock in acceptable returns on invested capital and to protect returns, cash flow and net income from a decline in commodity prices. During the third quarter of 2007, Questar E&P hedged additional production through 2010. In the second quarter of 2006, the Company began using basis-only swaps to protect cash flows and net income from widening natural gas-price basis differentials that may result from capacity constraints on regional gas pipelines. Net mark-to-market changes in natural gas basis-only swaps increased third quarter 2007 net income by \$5.6 million compared to a \$3.2 million reduction in the prior-year period. Derivative positions as of September 30, 2007, are summarized in Item 3 of Part I in this quarterly report.

Questar E&P production costs (the sum of depreciation, depletion and amortization expense, lease operating expense, general and administrative expense, allocated-interest expense and production taxes) per Mcfe of production increased 14% to \$3.38 per Mcfe in the third quarter of 2007 compared to \$2.97 per Mcfe in the 2006 period. Questar E&P production costs are summarized in the following table:

	3 Months Ended Sept. 30,			9 Months Ended Sept. 30,		
	2007	2006	Change	2007	2006	Change
			(per Mcfe)			
Depreciation, depletion and amortization	\$1.75	\$1.43	\$0.32	\$1.72	\$1.37	\$0.35
Lease operating expense	0.66	0.56	0.10	0.62	0.55	0.07
General and administrative expense	0.44	0.34	0.10	0.41	0.32	0.09

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Allocated interest expense	<b>0.18</b>	0.19	(0.01)	<b>0.18</b>	0.21	(0.03)
Production taxes	<b>0.35</b>	0.45	(0.10)	<b>0.41</b>	0.45	(0.04)
Total production costs	<b>\$3.38</b>	\$2.97	\$0.41	<b>\$3.34</b>	\$2.90	\$0.44

Production volume-weighted average depreciation, depletion and amortization rate increased in 2007 due to higher costs for drilling, completion and related services, higher cost of steel casing, other tubulars and wellhead equipment, the ongoing depletion of older, lower-cost reserves and the increasing component of Questar E&P production derived from higher-cost fields such as Elm Grove in the Midcontinent and Vermillion Basin in the Rockies. Lease operating expense per Mcfe higher due to increased costs of materials and consumables, increased produced-water disposal costs and higher well-workover activity. General and administrative expense per Mcfe grew due to increased labor and legal expenses in 2007, including expenses related to a legal settlement. Allocated interest expense per unit of production decreased in 2007 due to reduced debt expense in both periods and increased current-year production for the nine-month period. Production taxes were lower in 2007 due to lower market prices for natural gas in the Rockies region. The Company pays production taxes based on sales prices before the impact of hedges.

Questar E&P exploration expense decreased \$15.2 million or 90% in the third quarter of 2007 and \$23.5 million or 78% in the first nine months compared to the 2006 periods as a result of dry-hole costs incurred in 2006.

Abandonment and impairment expense increased \$0.3 million for the third quarter of 2007 and \$0.9 million for the first nine months of 2007.

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## Major Operating Areas

### *Pinedale Anticline*

As of September 30, 2007, Market Resources (including both Questar E&P and Wexpro) operated and had working interests in 237 producing wells on the Pinedale Anticline compared to 178 a year earlier. Of the 237 producing wells, Questar E&P has working interests in 215 wells, overriding royalty interests in an additional 21 Wexpro-operated wells, and no interest in one well operated by Wexpro. Wexpro has working interests in 71 of the 237 producing wells.

In 2005, the Wyoming Oil and Gas Conservation Commission approved 10-acre-density drilling for Lance Pool wells on about 12,700 acres of Market Resources 18,208 acre (gross) Pinedale leasehold. The area approved for increased density corresponds to the currently estimated productive limits of Market Resources core acreage in the field. At December 31, 2006, Questar E&P had booked 316 proved undeveloped locations on a combination of 10- and 20-acre density and reported estimated net proved reserves at Pinedale of 931.9 Bcfe, or 57% of Questar E&P's total proved reserves. With 10-acre-density drilling, the Company currently estimates up to 932 wells will be required to fully develop the Lance Pool on its acreage. The Company is evaluating the economic potential of development on five-acre density at Pinedale.

### *Uinta Basin*

As of September 30, 2007, Questar E&P had a working interest in 846 producing wells in the Uinta Basin of eastern Utah, compared to 794 at September 30, 2006. At December 31, 2006, Questar E&P had booked 109 proved-undeveloped locations and reported estimated net proved reserves in the Uinta Basin of 248.3 Bcfe or 15% of Questar E&P's total proved reserves. Uinta Basin proved reserves are found in a series of vertically stacked, laterally discontinuous reservoirs at depths of 5,000 feet to deeper than 16,000 feet. Questar E&P owns interests in over 242,000 gross leasehold acres in the Uinta Basin.

### *Rockies Legacy*

The remainder of Questar E&P Rocky Mountain region leasehold interests, productive wells and proved reserves are distributed over a number of fields and properties managed as the Company's Rockies Legacy division. Most of the properties are located in the Greater Green River Basin of western Wyoming. In aggregate, Rockies Legacy properties comprised 142.3 Bcfe or 9% of Questar E&P total proved reserves at December 31, 2006. In the Vermillion Basin on the southwestern Wyoming-northwestern Colorado state line, Market Resources companies continue to evaluate the potential of several formations under 146,000 net leasehold acres. As of September 30, 2007, Market Resources had recompleted two older wells and drilled and completed 20 new wells. The targets are the Baxter Shale, a thick, overpressured shale found at depths of about 9,500 to about 13,000 feet and deeper Frontier and Dakota tight-sand formations at depths to about 14,000 feet.

### ***Midcontinent***

Questar E&P Midcontinent properties are distributed over a large area, including the Anadarko basin of Oklahoma and the Texas Panhandle, the Arkoma basin of Oklahoma and western Arkansas, and the Ark-La-Tex region of Louisiana, Texas and Arkansas. With the exception of the Elm Grove field in northwest Louisiana and the Granite Wash play in the Texas Panhandle, Questar E&P Midcontinent leasehold interests are highly fragmented, with no significant concentration of property interests. In aggregate, Midcontinent properties comprised 308.9 Bcfe or 19% of Questar E&P total proved reserves at December 31, 2006.

Questar E&P continues a two-rig infill-development project on its largest single Midcontinent asset, the Elm Grove field in northwest Louisiana. As of September 30, 2007, Questar E&P operated or had working interests in 278 producing wells in the Elm Grove field compared to 218 at September 30, 2006. At December 31, 2006, Questar E&P had 30 proved-undeveloped locations and reported estimated net proved reserves at Elm Grove of 80 Bcfe, or 5% of the Company's total proved reserves.

### **Wexpro**

Wexpro reported net income of \$14.8 million, in the third quarter of 2007 compared to \$12.1 in the 2006 quarter, a 22% increase. For the first nine months of 2007, Wexpro net income was \$43.4 million compared to \$36.1 million in the prior year period, a 20% increase. Pursuant to the Wexpro Agreement, Wexpro recovers its costs and receives an unlevered after-tax return of approximately 19% to 20% on its investment in commercial wells and related facilities adjusted for working capital and reduced for deferred income taxes and depreciation (investment base). Wexpro investment base at September 30, 2007, was \$284.6 million, an increase of \$59.8 million or 27% since September 30, 2006. Wexpro produced 6.6 Bcf of cost-of-service gas for delivery to affiliate Questar Gas in the third quarter of 2007.

### **Gas Management**

Gas Management grew net income to \$13.3 million in the third quarter of 2007 compared to \$11.0 million in the 2006 period, a 21% increase. Net income for the first nine months of 2007 increased 31% to \$40.6 million compared to \$30.9 million in the 2006 period, driven by higher gathering and processing volumes.

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Gathering volumes increased 28.4 million MMBtu, or 15% to 224.2 million MMBtu in the first nine months of 2007. New projects serving third parties in the Uinta Basin and expanded Pinedale production contributed to a 44% increase in third-party volumes during the first nine months. Total gathering margins (revenues minus direct expenses) during the first nine months of 2007 increased 42% to \$50.2 million compared to \$35.3 million in 2006. Gas Management gas-gathering volumes and revenue are summarized in the following table:

	3 Months Ended Sept. 30,			9 Months Ended Sept. 30,		
	2007	2006	Change	2007	2006	Change
Gas gathering volumes (millions of MMBtu)						
For unaffiliated customers	<b>43.1</b>	34.3	8.8	<b>127.0</b>	88.0	39.0
For affiliated customers	<b>28.3</b>	37.8	(9.5)	<b>97.2</b>	107.8	(10.6)
Total gas gathering volumes	<b>71.4</b>	72.1	(0.7)	<b>224.2</b>	195.8	28.4
Gas gathering revenue (per MMBtu)	<b>\$0.32</b>	\$ 0.28	\$0.04	<b>\$0.31</b>	\$ 0.29	\$0.02

Fee-based gas-processing volumes were 33.7 million MMBtu in the third quarter of 2007, a 10% increase compared to the 2006 period. Fee-based gas-processing revenues increased 13% or \$0.5 million, while gross margin from keep-whole processing increased 44% or \$3.4 million in the 2007 quarter. Approximately 74% of Gas Management net operating revenue (total revenue less processing plant-shrink) is derived from fee-based contracts, compared to 78% in the 2006 period. For the first nine months of 2007, fee based gas-processing volumes were 97.7 million MMBtu compared to 87.1 million MMBtu in the 2006 period, a 12% increase. Gas Management uses forward sales contracts to reduce margin volatility associated with keep-whole contracts. Forward sales contracts reduced NGL revenues by \$1.5 million in the third quarter of 2007 and \$1.6 million for the first nine months of 2007 compared to reductions of \$2.2 million in the 2006 quarter and \$0.8 million for the first nine months of 2006. Gas Management gas-processing volumes and revenues are summarized in the following table:

	3 Months Ended Sept. 30,			9 Months Ended Sept. 30,		
	2007	2006	Change	2007	2006	Change
Natural gas processing volumes						
NGL sales (MMgal)	<b>16.5</b>	20.8	(4.3)	<b>54.5</b>	65.3	(10.8)
NGL sales price (per gal)	<b>\$1.00</b>	\$0.89	\$0.11	<b>\$0.94</b>	\$0.89	\$0.05
Fee-based processing volumes (millions of MMBtu)						
For unaffiliated customers	<b>14.2</b>	10.2	4.0	<b>34.9</b>	27.3	7.6
For affiliated customers	<b>19.5</b>	20.3	(0.8)	<b>62.8</b>	59.8	3.0
Total fee-based processing volumes	<b>33.7</b>	30.5	3.2	<b>97.7</b>	87.1	10.6
Fee-based processing revenue (per MMBtu)	<b>\$0.14</b>	\$0.14		<b>\$0.15</b>	\$0.14	\$0.01

During the first quarter of 2007, Gas Management placed a 20.8-mile 20-inch-diameter pipeline between Gas Management's Blacks Fork gas-processing plant and Kern River Gas Transmission Co.'s Muddy Creek compressor station into service. The FERC-regulated Rendezvous Pipeline Co., LLC, a wholly owned subsidiary of Gas Management, can deliver up to 300 MMcf of natural gas per day to markets in California and Nevada served by the Kern River pipeline.

### **Energy Trading and Other**

Energy Trading grew net income 45% to \$4.2 million in the third quarter of 2007, driven primarily by increased trading margins. For the first nine months of 2007, net income was \$16.0 million compared to \$6.4 million for the same period of 2007, a 150% increase. Gross marketing margin (gross revenues less costs for gas and oil purchases, transportation and gas storage) totaled \$24.7 million for the first nine months of 2007 compared to \$10.8 million a year ago.

### **Consolidated Results after Operating Income**

#### ***Income from unconsolidated affiliates***

Income from unconsolidated affiliates, primarily Rendezvous Gas Services, was \$6.8 million for the first nine months of 2007 compared to \$5.3 million in 2006. Rendezvous Gas Services provides gas-gathering services for the Pinedale and Jonah producing areas.

***Interest expense***

Interest expense rose 13% in the third quarter of 2007 compared with the 2006 quarter due to increased borrowings. Interest expense was 2% lower in the first nine months of 2007 compared to the 2006 period. Second quarter 2006 interest expense included charges associated with Market Resources refinancing activities.

***Net mark-to-market gain (loss) on basis-only swaps***

The Company uses basis-only swaps to protect cash flows and net income from widening natural gas-price basis differentials that may result from capacity constraints on regional gas pipelines. The Company recognized a net mark-to-market gain of \$14.2 million on the natural gas basis-only swaps in the first nine months of 2007 compared with a net mark-to-market loss of \$10.8 million in the first nine months of 2006.

***Income taxes***

The effective combined federal and state income tax rate was 36.9% in the first nine months of 2007 and 2006.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Market Resources primary market-risk exposures arise from changes in the market price for natural gas, oil and NGL, and volatility in interest rates. Energy Trading has long-term contracts for pipeline capacity and is obligated to pay for transportation services with no guarantee that it will be able to recover the full cost of these transportation commitments.

**Commodity-Price Risk Management**

Market Resources uses gas and oil-price-derivatives in the normal course of business to reduce, or hedge, the risk of adverse commodity-price movements. However these same arrangements typically limit future gains from favorable price movements. Derivative contracts are currently in place for a significant share of Questar E&P-owned gas and oil production, a portion of Energy Trading gas and oil-marketing transactions and some of Gas Management's NGL sales.

Market Resources has established policies and procedures for managing commodity-price risks through the use of derivatives. These policies and procedures are reviewed periodically by the Finance and Audit Committee of the Company's Board of Directors. Natural gas and oil-price hedging supports Market Resources rate of return and cash-flow targets and protects earnings from downward movements in commodity prices. The volume of hedged production and the mix of derivative instruments are regularly evaluated and adjusted by management in response to changing market conditions. Market Resources may hedge up to 100% of forecast production from proved reserves

when prices meet earnings and cash-flow objectives. Market Resources does not enter into derivative arrangements for speculative purposes.

Market Resources uses fixed-price swaps to realize a known price for a specific volume of production delivered into a regional sales point. A fixed-price swap is a derivative instrument that exchanges or swaps the floating or daily price of a specified volume of natural gas, oil or NGL, over a specified period, for a fixed price for the specified volume over the same period (typically three months or longer). In the normal course of business, the Company sells its equity natural gas, oil and NGL production to third parties at first-of-the-month or daily floating prices related to indices reported in industry publications. The fixed-price swap price is reduced by gathering costs and adjusted for product quality to determine the net-to-the-well price. Swap agreements do not require the physical transfer of gas between the parties at settlement. Swap transactions are settled in cash with one party paying the other for the net difference in prices, multiplied by the relevant volume, for the settlement period.

Market Resources enters into commodity-price derivative arrangements that do not require collateral deposits. Counterparties include banks and energy-trading firms with investment-grade credit ratings. The amount of credit available may vary depending on the credit ratings assigned to Market Resources debt. In addition to the counterparty arrangements, Market Resources has a \$182.0 million long-term revolving-credit facility with banks with no borrowings outstanding at September 30, 2007.

Generally, derivative instruments are matched to equity gas and oil production, thus qualifying as cash-flow hedges under the accounting provisions of SFAS 133 as amended and interpreted. Changes in the fair value of cash-flow hedges are recorded on the balance sheet and in other comprehensive income (loss) until the underlying gas or oil is produced. Gas hedges are typically structured as fixed-price swaps into regional pipelines, locking in basis and hedge effectiveness. The ineffective portion of cash-flow hedges is immediately recognized in the determination of net income.

Market Resources began using natural gas basis-only swaps in 2006 to manage the risk of a widening of basis differentials in the Rocky Mountains. These contracts are marked-to-market with any change in the valuation recognized in the determination of net income.

A summary of Market Resources derivative positions for equity production as of September 30, 2007, is shown below:





Time Periods	Rocky			Rocky		
	Mountains	Midcontinent	Total	Mountains	Midcontinent	Total
	<b>Gas (Bcf) Fixed-price Swaps</b>			Estimated Average price per Mcf, net to the well		
<b>2007</b>						
Fourth quarter	14.3	8.7	23.0	\$6.72	\$7.76	\$7.12
<b>2008</b>						
First half	28.8	17.3	46.1	\$7.07	\$7.93	\$7.39
Second half	29.9	17.5	47.4	7.05	7.93	7.38
12 months	58.7	34.8	93.5	7.06	7.93	7.38
<b>2009</b>						
First half	20.1	12.0	32.1	\$7.11	\$7.66	\$7.31
Second half	20.5	12.2	32.7	7.11	7.66	7.31
12 months	40.6	24.2	64.8	7.11	7.66	7.31
<b>2010</b>						
First half	3.3	6.9	10.2	\$6.95	\$7.58	\$7.37
Second half	3.4	6.9	10.3	6.95	7.58	7.37
12 months	6.7	13.8	20.5	6.95	7.58	7.37

	<b>Gas (Bcf) Basis-only Swaps</b>			Estimated Average basis per Mcf, net to the well		
<b>2007</b>						
Fourth quarter	2.6		2.6	\$2.40		\$2.40
<b>2008</b>						
First half	8.4		8.4	\$1.60		\$1.60
Second half	8.6		8.6	1.60		1.60
12 months	17.0		17.0	1.60		1.60
<b>2009</b>						
First half	11.8	1.7	13.5	\$1.21	\$1.08	\$1.19
Second half	12.0	1.7	13.7	1.21	1.08	1.19
12 months	23.8	3.4	27.2	1.21	1.08	1.19

**2010**

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First half	1.7	1.7	\$0.94	\$0.94
Second half	1.7	1.7	0.94	0.94
12 months	3.4	3.4	0.94	0.94

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	Oil (Mbbbl) Fixed-price Swaps			Estimated Average price per bbl, net to the well		
<b>2007</b>						
Fourth quarter	267	101	368	\$52.01	\$57.91	\$53.63
<b>2008</b>						
First half	218	146	364	\$60.93	\$66.93	\$63.33
Second half	221	147	368	60.93	66.93	63.33
12 months	439	293	732	60.93	66.93	63.33
<b>2009</b>						
First half	217	145	362	\$60.55	\$66.55	\$62.95
Second half	221	147	368	60.55	66.55	62.65
12 months	438	292	730	60.55	66.55	62.95

As of September 30, 2007, Market Resources held commodity-price hedging contracts covering about 252.5 million MMBtu of natural gas, 1.8 MMbbl of oil and 14.5 million gallons of NGL. A year earlier Market Resources hedging contracts covered 207.0 million MMBtu of natural gas, 2.2 MMbbl of oil and 31.5 million gallons of NGL. Market Resources has also entered into basis-only swaps on an additional 53.9 million MMBtu of natural gas as of September 30, 2007 compared with 50.3 million MMBtu in 2006. Changes in the fair value of derivative contracts from December 31, 2006 to September 30, 2007 are presented below:

	Fixed-price Swaps	Basis-only Swaps (in millions)	Total
Net fair value of gas and oil-derivative contracts outstanding at December 31, 2006	\$205.6	(\$ 1.9)	\$203.7
Contracts realized or otherwise settled	(131.9)	0.8	(131.1)
Change in gas and oil prices on futures markets	52.7	1.1	53.8
Contracts added since December 31, 2006	34.2	11.3	45.5
Contracts re-designated as fixed-price swaps		1.0	1.0
<b>Net fair value of gas and oil-derivative contracts</b>			
<b>outstanding at September 30, 2007</b>	<b>\$160.6</b>	<b>\$12.3</b>	<b>\$172.9</b>

About \$132.6 million of the fair value of all contracts will settle in the next twelve months and the fair value of cash-flow hedges will be reclassified from other comprehensive income. The net fair value of gas and oil-derivative contracts as of September 30, 2007, is shown below:

	Fixed-price Swaps	Basis-only Swaps	Total
	(in millions)		
Contracts maturing by September 30, 2008	\$127.5	\$ 5.1	\$132.6
Contracts maturing between October 1, 2008 and September 30, 2009	25.9	5.4	31.3
Contracts maturing between October 1, 2009 and September 30, 2010	6.3	1.8	8.1
Contracts maturing after September 30, 2010	0.9		0.9
<b>Net fair value of gas and oil-derivative contracts</b>			
<b>    outstanding at September 30, 2007</b>	<b>\$160.6</b>	<b>\$12.3</b>	<b>\$172.9</b>

The following table shows sensitivity of fair value of gas and oil-derivative contracts and basis-only swaps to changes in the market price of gas and oil and basis differentials:

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	Sept. 30,	
	2007	2006
	(in millions)	
Net fair value asset	\$172.9	\$143.3
Value if market prices of gas and oil and basis differentials decline by 10%	326.1	291.3
Value if market prices of gas and oil and basis differentials increase by 10%	\$ 19.0	\$ 9.0

## Interest-Rate Risk Management

As of September 30, 2007, Market Resources had \$399.3 million of fixed-rate long-term debt.

## Forward-Looking Statements

This quarterly report may contain or incorporate by reference information that includes or is based upon forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements give expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historical or current facts. They use words such as anticipate, estimate, expect, project, intend, plan, believe, and other words a similar meaning in connection with a discussion of future operating or financial performance. In particular, these include statements relating to future actions, prospective services or products, future performance or results of current and anticipated services or products, exploration efforts, expenses, the outcome of contingencies such as legal proceedings, trends in operations and financial results.

Any or all forward-looking statements may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Many such factors will be important in determining actual future results. These statements are based on current expectations and the current economic environment. They involve a number of risks and uncertainties that are difficult to predict. These statements are not guarantees of future performance. Actual results could differ materially from those expressed or implied in the forward-looking statements. Among factors that could cause actual results to differ materially are:

- 

the risk factors discussed in Part I, Item 1A of the Company's Annual Report on Form 10-K/A for the year ended December 31, 2006;

- 

general economic conditions, including the performance of financial markets and interest rates;

- 
- changes in industry trends;
- 
- changes in laws or regulations; and
- 
- other factors, most of which are beyond control.

Market Resources undertakes no obligation to publicly correct or update the forward-looking statements in this quarterly report, in other documents, or on the Web site to reflect future events or circumstances. All such statements are expressly qualified by this cautionary statement.

#### **ITEM 4T. CONTROLS AND PROCEDURES.**

##### **Evaluation of Disclosure Controls and Procedures.**

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by the report (the Evaluation Date). The effectiveness of the Company's internal control over financial reporting was assessed using criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control – Integrated Framework*. Based on such evaluation, such officers have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures are effective in alerting them on a timely basis to material information relating to the Company, including its consolidated subsidiaries, required to be included in the Company's reports filed or submitted under the Exchange Act. The Company's Chief Executive Officer and Chief Financial Officer also concluded that the controls and procedures were effective in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management including its principal executive and financial officers or persons performing similar functions as appropriate to allow timely decisions regarding required disclosure.

This quarterly report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting.

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### **Changes in Internal Controls.**

Since the Evaluation Date, there have not been any changes in the Company's internal controls or other factors during the most recent fiscal quarter that could materially affect such controls.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

Market Resources is involved in various commercial and regulatory claims and litigation and other legal proceedings that arise in the ordinary course of its business. Management does not believe any of them will have a material adverse effect on Market Resources financial position. An accrual is recorded for a loss contingency when its occurrence is probable and damages can be reasonably estimated based on the anticipated most likely outcome. Some of the claims involve highly complex issues relating to liability, damages and other matters subject to substantial uncertainties and, therefore, the probability of liability or an estimate of loss cannot be reasonably determined.

#### ***Pinedale Unit Net Profits Interest Litigation***

In March 2006, Doyle Hartman and others (collectively the Hartman Group) filed a declaratory judgment action against Questar E&P, Wexpro and other defendants in Sublette County District Court, Wyoming (Case No. 2006-6843) that seeks a declaratory judgment that the Hartman Group owns a 5% net profits interest (NPI) that burdens essentially all of the Pinedale Anticline oil and gas leases. On August 1, 2007, the court granted partial summary judgment in favor of the Hartman Group. Questar E&P and Wexpro have been dismissed with prejudice from the litigation after reaching a settlement to release all claims and end the litigation. The confidentiality settlement with the Hartman Group has the effect of converting the 5% NPI to a specified lower-percentage overriding royalty interest. The settlement, including the effect of the overriding royalty, will not have a material adverse effect on the Company's financial position.

#### ***Grynberg Litigation***

In Grynberg and L & R Exploration Venture v. Questar Pipeline Co., Civil No. 97CV0471 (D. Wyo.), Jack Grynberg brought certain claims against Questar companies related to the purchase of gas produced from wells located in Wyoming. After the federal district court granted Questar's motion for partial summary judgment on the major portion of this case, the parties reached a settlement and the case has been dismissed. The settlement will not have a material adverse effect on the Company's financial position.

### **ITEM 6. EXHIBITS.**

The following exhibits are being filed as part of this report:

Exhibit No.

Exhibits

31.1.

Certification signed by C. B. Stanley, Questar Market Resources, Inc.'s Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2.

Certification signed by S. E. Parks, Questar Market Resources, Inc.'s Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.

Certification signed by C. B. Stanley and S. E. Parks, Questar Market Resources, Inc.'s Chief Executive Officer and Chief Financial Officer, respectively, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\*Exhibits so marked have been filed with the Securities and Exchange Commission as part of the referenced filing and are incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

QUESTAR MARKET RESOURCES, INC.

(Registrant)

November 2, 2007

/s/C. B. Stanley

C. B. Stanley

President and Chief Executive Officer

November 2, 2007

/s/S. E. Parks

S. E. Parks

Vice President and Chief Financial Officer

Exhibits List

Exhibits

31.1.

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\*Exhibits so marked have been filed with the Securities and Exchange Commission as part of the referenced filing and are incorporated herein by reference.

Exhibit 31.1.

CERTIFICATION

I, C. B. Stanley, certify that:

1.

I have reviewed this quarterly report of Questar Market Resources, Inc. on Form 10-Q for the period ending September 30, 2007;

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3.

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.

The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:

a)

designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

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b)

evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c)

disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5.

The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a)

all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b)

any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 2, 2007

/s/C. B. Stanley

C. B. Stanley

President and Chief Executive Officer

Exhibit 31.2.

CERTIFICATION

I, S. E. Parks, certify that:

1.

I have reviewed this quarterly report of Questar Market Resources, Inc. on Form 10-Q for the period ending September 30, 2007;

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3.

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.

The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:

a)

designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b)

evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c)

disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

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5.

The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a)

all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b)

any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 2, 2007

/s/S. E. Parks

S. E. Parks

Vice President and Chief Financial Officer

Exhibit No. 32.

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Questar Market Resources, Inc. (the Company) on Form 10-Q for the period ending September 30, 2007, as filed with the Securities and Exchange Commission on the date hereof (the Report), C. B. Stanley, President and Chief Executive Officer of the Company, and S. E. Parks, Vice President and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

(1)

The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

(2)

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

QUESTAR MARKET RESOURCES, INC.

November 2, 2007

/s/C. B. Stanley

C. B. Stanley

President and Chief Executive Officer

November 2, 2007

/s/S. E. Parks

S. E. Parks

Vice President and Chief Financial Officer

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