

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-Q**

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

**For the quarter ended March 31, 2006**

**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 0-14147**

**QUESTAR PIPELINE COMPANY**

(Exact name of registrant as specified in charter)

STATE OF UTAH

(State of other jurisdiction of  
incorporation or organization)

87-0307414

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

**180 East 100 South Street, P.O. Box 45360 Salt Lake City, Utah 84145-0360**

(Address of principal executive offices)

Registrant's telephone number, including area code **(801) 324-2400**

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 April 30, 2006, 6,550,843 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 Pipeline Company**  
**Form 10-Q for the Quarter Ended March 31, 2006**

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## **Nature of Business**

Questar Pipeline Company (Questar Pipeline or the Company) is an interstate pipeline company that provides natural gas-transportation and underground storage services in Utah, Wyoming and Colorado. As a “natural gas company” under the Natural Gas Act of 1938, Questar Pipeline and certain subsidiary pipeline companies are regulated by the Federal Energy Regulatory Commission (FERC). The Company also provides non-jurisdictional gas processing and gathering. Questar Pipeline is a wholly-owned subsidiary of Questar Corporation (Questar) headquartered in Salt Lake City, Utah.

## **Where You Can Find More Information**

Both Questar and Questar Pipeline file annual, quarterly, and current reports with the Securities and Exchange Commission (SEC). The public may read and copy these reports and other materials filed with the SEC at its Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549-0213. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. The SEC also maintains a website that contains information filed electronically that can be accessed over the Internet at [www.sec.gov](http://www.sec.gov).

Interested parties can also access financial and other information via Questar’s website at [www.questar.com](http://www.questar.com). Questar and Questar Pipeline make available, free of charge, through the website copies of Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and any amendments to such reports. Access to these reports is provided as soon as reasonably practical after such reports are electronically filed with the SEC. Questar’s website also contains Statements of Responsibility for Board Committees, Corporate Governance Guidelines and its Business Ethics and Compliance Policy.

Finally, you may request a copy of filings, other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing, at no cost by writing or calling Questar Pipeline, 180 East 100 South Street, P.O. Box 45360, Salt Lake City, Utah 84145-0360 (telephone number (801) 324-2400).

## **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 and terms of 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 for the year ended December 31, 2005;
- 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 our control.

Questar Pipeline undertakes no obligation to publicly correct or update the forward-looking statements in this Quarterly Report, in other documents, or on the website to reflect future events or circumstances. All such statements are expressly qualified by this cautionary statement.

### **Glossary of Commonly Used Terms**

#### **Btu**

One British thermal unit – a measure of the amount of energy required to raise the temperature of a one-pound mass of water one degree Fahrenheit at sea level.

#### **cf**

Cubic foot is a common unit of gas measurement. One standard cubic foot equals the volume of gas in one cubic foot measured at standard conditions – a temperature of 60 degrees Fahrenheit and a pressure of 30 inches of mercury (approximately 14.7 pounds per square inch).

#### **dewpoint**

A specific temperature and pressure at which hydrocarbons condense to form a liquid.

#### **dth**

Decatherms or ten therms. One dth equals one million Btu or approximately one Mcf.

#### **gas**

All references to “gas” in this report refer to natural gas.

#### **M**

Thousand.

#### **MM**

Million.

## PART I. FINANCIAL INFORMATION

### Item 1. Financial Statements

QUESTAR PIPELINE COMPANY  
CONSOLIDATED STATEMENTS OF INCOME  
(Unaudited)

	3 Months Ended March 31,	
	2006	2005
	<u>(in thousands)</u>	
REVENUES		
From unaffiliated customers	\$25,442	\$17,912
From affiliated companies	20,566	22,425
TOTAL REVENUES	<u>46,008</u>	<u>40,337</u>
OPERATING EXPENSES		
Operating and maintenance	7,550	7,072
General and administrative	4,927	6,062
Other taxes	1,689	1,592
Depreciation and amortization	7,912	7,254
TOTAL OPERATING EXPENSES	<u>22,078</u>	<u>21,980</u>
OPERATING INCOME	23,930	18,357
Interest and other income	265	364
Interest expense	(6,004)	(5,543)
INCOME BEFORE INCOME TAXES	18,191	13,178
Income taxes	6,752	4,839
NET INCOME	<u>\$ 11,439</u>	<u>\$ 8,339</u>

See notes accompanying the consolidated financial statements

QUESTAR PIPELINE COMPANY  
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2006 (Unaudited)	December 31, 2005
	(in thousands)	
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 2,530	\$ 3,938
Notes receivable from Questar	10,600	9,200
Accounts receivable	9,064	9,344
Accounts receivable from affiliated companies	906	92
Materials and supplies, at lower of average cost or market	4,089	3,229
Prepaid expenses and other	2,519	3,532
Total current assets	<u>29,708</u>	<u>29,335</u>
Property, plant and equipment	1,101,768	1,101,512
Less accumulated depreciation and amortization	389,121	381,387
Net property, plant and equipment	<u>712,647</u>	<u>720,125</u>
Goodwill	4,185	4,185
Regulatory assets	10,312	10,715
Other noncurrent assets	<u>10,637</u>	<u>10,019</u>
	<u>\$ 767,489</u>	<u>\$ 774,379</u>
<b>LIABILITIES AND SHAREHOLDER'S EQUITY</b>		
Current liabilities		
Notes payable to Questar	\$ 34,200	\$ 58,400
Accounts and other payables	23,459	14,457
Accounts payable to affiliated companies	3,446	2,677
Deferred income taxes – current	290	290
Total current liabilities	<u>61,395</u>	<u>75,824</u>
Long-term debt	310,120	310,115
Deferred income taxes	112,986	112,206
Other long-term liabilities	17,250	15,578
Common shareholder's equity		
Common stock	6,551	6,551
Additional paid-in capital	142,177	142,034
Retained earnings	117,010	112,071
Total common shareholder's equity	<u>265,738</u>	<u>260,656</u>
	<u>\$ 767,489</u>	<u>\$ 774,379</u>

See notes accompanying the consolidated financial statements

QUESTAR PIPELINE COMPANY  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	3 Months Ended March 31,	
	2006	2005
	(in thousands)	
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 11,439	\$ 8,339
Adjustments to reconcile net income to net cash provided from operating activities:		
Depreciation and amortization	8,186	7,470
Deferred income taxes	780	857
Share-based compensation	143	
Net gain from asset sales		(25)
	<u>20,548</u>	<u>16,641</u>
Changes in operating assets and liabilities	11,266	9,749
<b>NET CASH PROVIDED FROM OPERATING ACTIVITIES</b>	<b>31,814</b>	<b>26,390</b>
<b>INVESTING ACTIVITIES</b>		
Capital expenditures	(1,463)	(8,274)
Proceeds from disposition of assets	341	139
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(1,122)</b>	<b>(8,135)</b>
<b>FINANCING ACTIVITIES</b>		
Checks in excess of cash balances		13
Change in notes receivable from Questar	(1,400)	(1,800)
Change in notes payable to Questar	(24,200)	(13,100)
Dividends paid	(6,500)	(6,375)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(32,100)</b>	<b>(21,262)</b>
Change in cash and cash equivalents	(1,408)	(3,007)
Beginning cash and cash equivalents	3,938	3,007
Ending cash and cash equivalents	<u>\$ 2,530</u>	<u>\$ -</u>

See notes accompanying the consolidated financial statements

QUESTAR PIPELINE COMPANY  
NOTES ACCOMPANYING THE CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

**Note 1 – Basis of Presentation of Interim Consolidated Financial Statements**

The accompanying interim consolidated financial statements of Questar Pipeline have not been audited by an independent registered public accounting firm with the exception of the condensed consolidated balance sheet at December 31, 2005, which was derived from the audited consolidated financial statements at that date. The unaudited consolidated financial statements were prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the SEC's instructions for Form 10-Q. The interim consolidated financial statements reflect all normal, recurring adjustments and accruals that are, in the opinion of management, necessary for a fair presentation of the financial position and results of operations for the interim periods presented. The preparation of consolidated financial statements and notes in conformity with GAAP requires that management make estimates and assumptions that affect the amounts of assets and liabilities and disclosure of contingent assets and liabilities. Actual results could differ from estimates. All significant intercompany accounts and transactions were eliminated in consolidation. Certain reclassifications were made to the 2005 financial statements to conform with the 2006 presentation.

The results of operations for the three months ended March 31, 2006, are not necessarily indicative of the results that may be expected for the year ending December 31, 2006, due to the factors listed in the Forward-Looking Statements section of this report. Interim consolidated financial statements do not include all of the information and notes required by GAAP for audited annual consolidated financial statements. For further information please refer to the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

**Note 2 – 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). Questar has granted and continues to grant share-based compensation to certain Questar Pipeline employees. Prior to January 1, 2006, Questar and the Company accounted for share-based compensation using the intrinsic value method prescribed by Accounting Principles Board Opinion (APBO) 25 "Accounting for Stock Issued to Employees" and related interpretations. No compensation cost was recorded for stock options because the exercise price equaled the market price on the date of grant. The granting of restricted shares results in recognition of compensation cost. Restricted shares are valued at the grant-date market price and amortized to expense over the vesting period.

Questar and the Company implemented SFAS 123R "Share-Based Payment," effective January 1, 2006 and chose the modified prospective phase-in method of accounting by SFAS 123R. The modified prospective phase-in method requires recognition of compensation costs for all share-based payments granted, modified or settled after January 1, 2006, as well as for any awards that were granted prior to the implementation date for which the required service has not yet been performed. As a result of adopting SFAS 123R, the Company's income before income taxes for the three months ended March 31, 2006, was approximately \$0.1 million lower than if the Company had continued to account for share-based compensation under APBO 25. The pro forma share-based compensation expense impact for the first quarter of 2005 was approximately \$0.1 million lower.

Transactions involving stock options granted to employees of Questar Pipeline under the LTSIP are summarized below:

<u>Outstanding</u>	<u>Weighted- Average</u>
--------------------	------------------------------

	Options	Price Range	Price
Balance at January 1, 2006	97,835	\$21.38 – \$48.66	\$36.75
Balance at March 31, 2006	<u>97,835</u>	\$21.38 – \$48.66	\$36.75

There were no changes in the number of unvested stock options held by employees of Questar Pipeline in the first quarter of 2006.

Range of exercise prices	Options Outstanding			Options Exercisable		Unvested Options	
	Number outstanding at March 31, 2006	Weighted-average remaining term in years	Weighted-average exercise price	Number exercisable at March 31, 2006	Weighted-average exercise price	Number unvested at March 31, 2006	Weighted average exercise price
\$21.38 – \$22.95	28,335	3.4	\$21.95	28,335	\$21.95		
27.11 – 48.66	69,500	7.9	42.78	29,000	36.80	40,500	\$47.06
	<u>97,835</u>	6.6	\$36.75	<u>57,335</u>	\$29.46	<u>40,500</u>	\$47.06

Restricted shares generally vest in three to five years. The weighted average remaining vesting term of unvested restricted shares at March 31, 2006 was three years. Transactions involving restricted shares held by employees of Questar Pipeline are summarized below:

	Shares	Price Range	Weighted Average Price
Balance at January 1, 2006	14,000	\$34.90 – \$51.00	\$47.49
Granted	5,125	73.50	73.50
Distributed	(534)	34.90	34.90
Balance at March 31, 2006	<u>18,591</u>	\$34.90 – \$73.50	\$55.02

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Summary

Questar Pipeline net income increased 37% in the first quarter of 2006 compared to the 2005 period as a result of an expanded number of firm-transportation contracts and higher liquids revenues.

### Results of Operations

Following is a summary of Questar Pipeline's financial and operating results for the first quarter of 2006 compared with the first quarter of 2005:

	3 Months Ended March 31,	
	2006	2005
	<u>(in thousands)</u>	
<b>OPERATING INCOME</b>		
Revenues		
Transportation	\$ 30,071	\$ 26,586
Storage	9,557	9,576

Gas processing	1,432	1,782
Liquid revenues and other	4,948	2,393
Total revenues	46,008	40,337
Operating expenses		
Operating and maintenance	7,550	7,072
General and administrative	4,927	6,062
Depreciation and amortization	7,912	7,254
Other taxes	1,689	1,592
Total operating expenses	22,078	21,980
Operating income	\$ 23,930	\$ 18,357

#### OPERATING STATISTICS

Natural gas transportation volumes (Mdt)		
For unaffiliated customers	62,717	55,602
For Questar Gas	40,857	43,739
For other affiliated customers	3,746	1,976
Total transportation	107,320	101,317
Transportation revenue (per dth)	\$0.28	\$0.26
Firm-daily transportation demand at March 31 (Mdt)	2,155	1,625

Questar Pipeline net income was \$11.4 million in the first quarter of 2006 compared with \$8.3 million in the first quarter of 2005. Revenues increased in the 2006 quarter due to new transportation contracts and higher liquid revenues.

#### Revenues

Gas transportation volumes increased in the first quarter of 2006 over the prior year quarter due to new transportation contracts. Following is a summary of major changes in Questar Pipeline's revenues for the three months ended March 31, 2006, compared with the same period of 2005:

	3 Months Ended March 31, 2006 Compared with 2005 <u>(in thousands)</u>
Transportation	
New transportation contracts	\$4,450
Expiration of transportation contracts	(564)
Other transportation	(401)
Storage	(19)
Gas processing	(350)
Liquid revenues and other	
Change in liquid revenues	1,480
Change in gathering revenue	165
Park and loan revenue	984
Other	(74)
Increase	<u>\$5,671</u>

As of March 31, 2006, Questar Pipeline had firm-transportation contracts of 2,155 Mdt per day compared with 1,625 Mdt per day as of March 31, 2005. Questar Pipeline has expanded its transportation system in response to growing regional natural gas production and transportation demand. In the second quarter of 2005, Questar Pipeline began operating a lateral to an electric generation power plant with a

capacity of 190 Mdth per day. In the fourth quarter of 2005, Questar Pipeline completed an expansion of its southern system, which added capacity of 102 Mdth per day. On January 1, 2006, Questar Pipeline subsidiary, Questar Overthrust Pipeline, placed an interconnection with Kern River Pipeline in service, which added capacity of 220 Mdth per day. Each of these expansion projects was fully subscribed with long-term contracts.

Questar Gas, an affiliated company, is Questar Pipeline's largest transportation customer with contracts for 951 Mdth per day, including 50 Mdth per day for winter-peaking service. The majority of Questar Gas's transportation contract demand extends through mid 2017.

Questar Pipeline's primary storage facility is Clay Basin in eastern Utah. This facility is 100% subscribed under long-term contracts. In addition to Clay Basin, Questar Pipeline also owns and operates three smaller aquifer gas storage facilities. Questar Gas has contracted for 26% of firm-storage capacity at Clay Basin for terms extending from three to 14 years and 100% of the firm-storage capacity at the aquifer facilities for terms extending for 13 years.

Questar Pipeline charges FERC-approved transportation and storage rates that are based on straight-fixed-variable rate design. Under this rate design all fixed costs of providing service including depreciation and return on investment are recovered through the demand charge. About 95% of Questar Pipeline costs are fixed and recovered through these demand charges. Questar Pipeline's earnings are driven primarily by demand revenues from firm shippers. Operating costs that vary based on throughput are recovered through volumetric charges. Since demand charges are based on contract levels and volumetric charges are about 5%, period-to-period changes in firm-transportation volumes do not have a significant impact on earnings.

Liquid revenues increased in the first quarter of 2006 over the first quarter of 2005 due to a 63% increase in volumes of liquids sold and a 43% increase in sales price. Liquid revenues were also impacted by the fuel-gas reimbursement percentage proceedings as discussed below.

Revenues from park and loan services increased in the first quarter of 2006 over the first quarter of 2005 due to increased demand. Questar Pipeline shares 75% of its park and loan revenues with customers once it has received revenues equal to the cost of service. Any additional revenues received in 2006 will be shared with customers.

#### Fuel-Gas Reimbursement Percentage (FGRP)

During the fourth quarter of 2004, the FERC issued an order to Questar Pipeline in a case involving the annual FGRP. The FERC previously granted Questar Pipeline's request to increase the FGRP effective January 1, 2004. In its order the FERC approved the FGRP but also ruled that Questar Pipeline was required to credit to transportation customers proceeds from the sale of natural gas liquids recovered from its hydrocarbon dewpoint facilities at the Kastler plant in northeastern Utah. Questar Pipeline accrued a potential liability equal to any liquid revenues from the dewpoint plant. Through June 30, 2005, Questar Pipeline had reduced revenues by \$5.4 million as a credit to customers, including \$0.5 million recorded in the first quarter of 2005.

Questar Pipeline made an annual FGRP filing with the FERC on November 30, 2004, requesting an increase in the FGRP to 2.6%. On December 30, 2004, the FERC approved the request on an interim basis subject to refund and final resolution of the 2004 FGRP proceeding. Several shippers filed comments with the FERC protesting the FGRP level.

On June 17, 2005, Questar Pipeline filed an uncontested offer of settlement with the FERC to resolve the outstanding issues in the 2004 and 2005 FGRP filings. This settlement with customers was approved July 26, 2005, and contains the following terms: (a) the settlement will cover the period from June 1, 2005 through December 31, 2007; (b) no adjustments will be made to FGRP amounts collected by Questar Pipeline prior to June 2005; (c) one-half of the Kastler plant liquid revenues from August 2001 through December 2007 will be refunded to customers and the remaining revenues will be retained by

Questar Pipeline; and (d) Questar Pipeline will reduce the FGRP amount collected from customers from 2.6% to 2.1% effective June 1, 2005. This percentage consists of 1.95% of ongoing FGRP related volumes and 0.15% of prior period amortization of volumes. If actual ongoing volumes are less than the 1.95%, the difference will be shared equally with customers beginning January 2006. The FGRP rate for 2006 is 1.84% plus the 0.15% amortization of prior volumes.

Questar Pipeline recorded the impact of the settlement in third quarter 2005 increasing liquid revenues by \$2.7 million and net income by \$1.7 million.

#### Expenses

Operating, maintenance, general and administrative expenses decreased \$0.7 million in the first quarter of 2006 compared with the first quarter of 2005. Most of this decrease is due to a change in fuel gas procedures at the company's Price, Utah processing plant. Beginning in July 2005 customers at the plant began supplying their own fuel gas. Operating, maintenance, general and administrative expenses per decatherm transported declined from \$0.130 in the first quarter of 2005 to \$0.116 in the first quarter of 2006.

Depreciation expense increased 9% in the first quarter of 2006 over the first quarter of 2005 due to investment in pipeline expansions.

#### Clay Basin Storage

Questar Pipeline conducts periodic pressure tests on its Clay Basin storage facility. Beginning with a test in April 2002, the company noted a discrepancy between the book volumes of cushion gas at Clay Basin and the volumes implied by pressure data. Questar Pipeline retained a reservoir consultant to model the reservoir and determine the size and cause of the discrepancy. The company conducted additional pressure tests in April 2004, October 2004, April 2005, October 2005 and April 2006 to validate the model. Test results for the April 2006 test have not yet been evaluated.

The reservoir model indicates from 0 to 3.8 Bcf of gas may be missing from Clay Basin, with the most likely amount of 3.2 Bcf. The gas loss is due to a combination of cumulative imprecision inherent in natural gas measurement devices and reservoir heterogeneity that impacts storage reservoir performance. There is no indication that the reservoir is leaking. The Clay Basin reservoir is functioning as expected to meet customer requirements.

Questar Pipeline has proposed to the FERC that the loss of gas be recorded as a reduction of native gas remaining in the reservoir which would not impact Questar Pipeline net income. Alternatively, if the FERC requires Questar Pipeline to adjust recoverable cushion gas, earnings could be reduced by about \$3 million after taxes.

### **Item 4. 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). 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.

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.**

Environmental Matter. Questar Pipeline received a Notice of Violation from the Colorado Department of Public Health and Environment, Air Pollution Control Division (APCD) dated February 3, 2005, concerning its operation of a tank battery in Rio Blanco County, Colorado. Specifically, the Colorado agency alleged that Questar Pipeline violated applicable environmental regulations by failing to obtain the necessary permits and complying with the best available control technology. Questar Pipeline has reached a settlement with APCD to resolve the Notice of Violation by entering into a Consent Order dated effective April 17, 2006, requiring the payment of \$319,000 and undertaking a supplemental environmental project with an economic value of \$340,000.

**Item 6. Exhibits**

The following exhibits are filed as part of this report:

<u>Exhibit No.</u>	<u>Exhibit</u>
31.1.	Certification signed by R. Allan Bradley, Questar Pipeline Company's President and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2.	Certification signed by S. E. Parks, Questar Pipeline Company's Vice President and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.	Certification signed by R. Allan Bradley and S. E. Parks, Questar Pipeline Company's President and Chief Executive Officer and Vice President and Chief Financial Officer, respectively, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**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 PIPELINE COMPANY  
(Registrant)

May 11, 2006  
Date

/s/R. Allan Bradley  
R. Allan Bradley  
President and Chief Executive Officer

May 11, 2006  
Date

/s/S. E. Parks  
S. E. Parks  
Vice President and Chief Financial Officer

Exhibits List

Exhibit No.

Exhibit

- |       |  |
|-------|--|
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| 32.   | Certification signed by R. Allan Bradley and S. E. Parks, Questar Pipeline Company's President and Chief Executive Officer and Chief Financial Officer, respectively, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

Exhibit 31.1.

## CERTIFICATION

I, R. Allan Bradley, certify that:

1. I have reviewed this quarterly report of Questar Pipeline Company on Form 10-Q for the period ending March 31, 2006;
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)) 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.
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.

May 11, 2006  
Date

/s/R. Allan Bradley  
R. Allan Bradley  
President and Chief Executive Officer

CERTIFICATION

I, S. E. Parks, certify that:

1. I have reviewed this quarterly report of Questar Pipeline Company on Form 10-Q for the period ending March 31, 2006;
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)) 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.
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.

May 11, 2006  
Date

/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 Pipeline Company on Form 10-Q for the period ending March 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the Report), R. Allan Bradley, 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 PIPELINE COMPANY

May 11, 2006  
Date

/s/R. Allan Bradley  
R. Allan Bradley  
President and Chief Executive Officer

May 11, 2006  
Date

/s/S. E. Parks  
S. E. Parks  
Vice President and Chief Financial Officer