

QUESTAR CORP  
Form DEF 14A  
March 29, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934**

Filed by the registrant  x

Filed by a party other than the registrant  ..

Check the appropriate box:

.. Preliminary proxy statement

x Definitive proxy statement

.. Definitive additional materials

.. Soliciting material under Rule 14a-12

.. **Confidential, For Use of the Commission Only (as permitted by  
Rule 14a-6(e)(2))**

**QUESTAR CORPORATION**

(Name of Registrant as Specified In Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount previously paid:

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**QUESTAR CORPORATION**

180 East 100 South

Salt Lake City, Utah 84111

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**on May 10, 2011**

The Annual Meeting of Shareholders of Questar Corporation, a Utah corporation (Questar or the Company), will be held at 8 a.m. local time on Tuesday May 10, 2011, at 1140 West 200 South, Salt Lake City, Utah. The meeting's purpose is to:

1. Elect six directors to serve one-year terms;
2. Ratify the selection of Ernst & Young LLP as the Company's independent auditor;
3. Hold a non-binding advisory vote on executive compensation;
4. Hold a non-binding advisory vote on the frequency of the vote on executive compensation; and
5. Act on any other matters that may properly come before the meeting.

Only holders of common stock at business close on March 2, 2011, the record date, may vote at the Annual Meeting or any adjournment or postponement. You may revoke your proxy at any time before it is voted. If you have shares registered in the name of a brokerage firm or trustee and plan to attend the meeting, please obtain a letter, account statement, or other evidence of your beneficial ownership of shares to facilitate your admittance to the meeting. This proxy statement is being provided to shareholders on or about March 29, 2011.

**YOUR VOTE IS IMPORTANT**

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Whether or not you plan to attend the Annual Meeting, please vote as soon as possible. You may vote over the Internet, as well as by telephone or by mailing a proxy card. Voting via the Internet, by phone or by written proxy ensures your representation at the Annual Meeting if you do not attend in person. Please review the instructions you received regarding each of these voting options. Voting over the Internet or by telephone is fast and convenient, and your vote is immediately tabulated. You help reduce postage and proxy tabulations costs by using the Internet or telephone.

By Order of the Board of Directors

Thomas C. Jepperson

*Executive Vice President,*

*General Counsel and Corporate Secretary*

March 29, 2011

Salt Lake City, Utah

### **Important Notice Regarding the Availability of Proxy Materials**

**for the Shareholder Meeting on May 10, 2011.**

**The Company's Proxy Statement and Annual Report to Shareholders**

**are available at <http://investor.shareholder.com/questarcorp/financials.cfm>.**

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**QUESTAR CORPORATION PROXY STATEMENT**

The Board of Directors (or the Board) of Questar Corporation (Questar or the Company) is soliciting proxies from shareholders for the Annual Meeting on Tuesday, May 10, 2011, or any postponement or adjournment of that meeting. This proxy statement contains information related to the Annual Meeting. At the Annual Meeting, common shareholders will elect six Company directors for one-year terms that expire in 2012 and vote on whether to ratify Ernst & Young LLP as the Company's independent auditor. Shareholders will also vote on an advisory basis whether to approve executive compensation and whether to hold such an advisory vote on executive compensation every one, two or three years. Information concerning the Annual Meeting, and solicitation of proxies for it, is presented in a question-and-answer format.

**Q: What is the Notice of Internet Availability of Proxy Materials that I received instead of complete proxy materials?**

A: The Securities and Exchange Commission (SEC) rules allow companies to furnish proxy materials, including this proxy statement and our Annual Report to Shareholders, by providing access to these documents on the Internet instead of mailing printed copies of our proxy materials to shareholders. Most shareholders have received a Notice of Internet Availability of Proxy Materials (the Notice), which provides instructions for accessing proxy materials on a website or for requesting electronic or printed copies of the proxy materials.

If you want a paper copy of the proxy materials for the Annual Meeting and for all future meetings, please follow the Notice instructions for requesting such materials. The chosen electronic delivery option lowers costs and reduces environmental impacts of printing and distributing the materials.

**Q: What am I voting on?**

A: In accordance with the Company's Bylaws, the Board has determined there will be not more than eight (8) directors. In 2009, shareholders voted to declassify the Board on a rolling basis. This year, you are asked to elect six directors for one-year terms that expire in 2012. The nominees are Teresa Beck, R. D. Cash, Laurence M. Downes, Ronald W. Jibson, Gary G. Michael and Bruce A. Williamson. You are also asked to ratify Ernst & Young LLP as the Company's independent auditor. Additionally, you will vote on an advisory basis on the Company's compensation of its executive officers and whether future advisory compensation votes should occur every one, two or three years.

**Q: Who can vote?**

A: Shareholders who owned shares as of the close of business on March 2, 2011 may vote at the Annual Meeting. Each holder is entitled to one vote for each share owned on that date.

**Q: How do I vote if I am a shareholder of record?**

A. *You may vote via the Internet.* You may vote by proxy over the Internet by following the instructions provided in the Notice or proxy card.

*You may vote by telephone.* You may submit your vote by proxy over the telephone by following the instructions provided in the Notice or proxy card.

*You may vote by mail.* If you received a printed set of the proxy materials, you may submit your vote by completing and returning the separate proxy card in the prepaid and addressed envelope.

*You may vote in person at the meeting.* All shareholders of record may vote in person by ballot at the Annual Meeting. Written ballots will be passed out to anyone who wants to vote at the meeting.

**Q: How do I vote if my shares are held by a broker, bank or other nominee?**

A: If your shares are held in street name by a broker, bank or other nominee, please refer to the instructions provided by that broker, bank or nominee regarding how to vote or how to revoke your voting instructions.

**Q: How will my shares held in street name be voted if I do not provide voting instructions?**

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A: New York Stock Exchange (NYSE) rules determine whether proposals presented at shareholder meetings are routine or not. If a proposal is routine, a broker or other entity holding shares for an owner in street name may vote on the proposal without receiving voting instructions from the owner. If a proposal is not routine, the broker or other entity may vote on the proposal only if

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the owner provides voting instructions. A broker non-vote occurs when the broker or other entity is unable to vote because the proposal is not routine and the owner does not provide instructions.

According to NYSE rules, if you are the street-name holder and you do not provide instructions to your broker on Item No. 2, below, your broker can vote your shares at its discretion on this matter. If you are a street-name holder and do not provide instructions to your broker on Items No. 1, 3 and 4, your broker may not vote your shares on these matters.

### **Q: Who is soliciting my proxy?**

A: Questar's Board of Directors is soliciting your proxy.

### **Q: Who pays for the solicitation?**

A: The Company pays for solicitation of proxies and reimburses banks, brokers, and other custodians for reasonable charges to forward materials to beneficial holders. The Company hired Georgeson Inc. (Georgeson) as a proxy solicitor to assist with proxy material distribution and the solicitation of votes as requested. The Company will pay Georgeson an \$8,500 fee plus customary costs and expenses for these services, and it has agreed to indemnify Georgeson against certain liabilities specific to this engagement.

### **Q: What constitutes a quorum?**

A: On the March 2, 2011 record date, the Company had 177,184,120 shares of common stock issued and outstanding. A majority of the shares, or 88,592,061 shares, constitutes a quorum. Abstentions, withheld votes and broker non-votes are counted for determining if a quorum is present.

### **Q: What vote count is required to approve each proposal?**

A: *Election of Directors:* Election of the director nominees named in Item No. 1 requires that more shares are voted for a nominee than against the nominee unless there are more nominees for director than available positions, in which case the candidates receiving the highest number of affirmative votes of the shares entitled to be voted are elected as directors. At this time, the Company does not anticipate that there will be more nominees for director than available positions. Shares represented by executed proxies are voted, if authority to do so is not withheld, for the election of the nominees named in Item No. 1. Votes may be cast in favor of or withheld with respect to all of the director nominees, or any of them. Abstentions and broker non-votes, if any, are not counted as having been voted and have no effect on the outcome of the election of directors. Shareholders may not cumulate votes in the election of directors.

A: *Ratification of the Company's Independent Auditor:* Ratification of the selection of Ernst & Young LLP as the Company's independent auditor for fiscal year 2011, as specified in Item No. 2, requires that more shares are voted in favor of the proposal than against the proposal. If this selection is not ratified by our shareholders, the Finance and Audit Committee may reconsider its decision. Abstentions, if any, are not considered votes cast and will have no effect on the proposal's outcome.

A: *Advisory Vote Approving Executive Compensation and Vote on Frequency of Advisory Vote:* The non-binding advisory vote approving executive compensation, Item No. 3, contemplates that more shares are voted in favor of the proposal than against the proposal. The non-binding advisory vote on the frequency (every one, two or three years) of the non-binding advisory vote approving executive compensation, Item No. 4, requires you to choose between a frequency of every one, two or three years or abstain from voting. The choice of frequency that receives the greatest number of votes will be considered the shareholders' choice. Broker non-votes, if any, are not considered votes cast on these two proposals. While these are non-binding, advisory votes, our Management Performance Committee and Board will consider the voting results.

### **Q: Who may attend the Annual Meeting?**

A: Any shareholder of record as of March 2, 2011 may attend. If you own shares through a nominee or trustee, please obtain a letter, account statement, or other evidence of your ownership as of that date. Directions to the Annual Meeting from the Salt Lake City International Airport are as follows: Merge onto I-80 Eastbound. Exit at UT-68/Redwood Road and turn right onto Redwood Road. Turn left onto 400 South. Turn left onto Navajo Street. Turn right onto 200 South and follow to 1140 West 200 South.

### **Q: How will my vote be handled on other matters?**

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A: The Company's Bylaws limit the matters presented at the Annual Meeting to those in the Notice of Annual Meeting of Shareholders, those properly presented by the Board of Directors, and those presented by shareholders if written notice of the

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matter is given to the corporate secretary at least 90 days but not more than 120 days prior to the anniversary date of the prior year Annual Meeting. (See "Other Matters" below for details of the Company's Bylaw requirements.) No other matter is expected to come before the Annual Meeting. If another matter is presented at the Annual Meeting, your signed proxy gives the named proxies authority to vote your shares at their discretion.

**Q: How do I revoke a proxy?**

A: You may revoke your proxy by submitting a new proxy with a later date, including a proxy given by Internet or telephone. You also may notify the corporate secretary before the meeting by mail at the address shown on the Notice of Annual Meeting of Shareholders. If you attend the Annual Meeting and vote by ballot, any proxy previously submitted will be revoked.

**Q: When are shareholder proposals due for the next Annual Meeting?**

A: A shareholder proposal must be received at the Company's office by November 30, 2011 to be considered for presentation at the Company's 2012 Annual Meeting and included in the proxy statement according to Rule 14a-8 (17 CFR 240.14a-8).

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**ITEM NO. 1 ELECTION OF DIRECTORS**

The Company's Board of Directors oversee a Rockies-based integrated natural gas holding company with three complementary and wholly owned lines of business:

Wexpro develops and produces natural gas on behalf of Questar Gas.

Questar Pipeline operates interstate natural gas pipelines and storage facilities in the western U. S. and provides other energy services.

Questar Gas provides retail natural gas distribution in Utah, Wyoming and Idaho.

The Company benefits from directors with knowledge and expertise in the financial, operational and engineering aspects of natural gas development, transmission and local distribution. The Company also benefits from a diverse slate of directors with broad backgrounds in energy, banking, manufacturing, consumer retail, insurance as well as political, educational, social and environmental concerns. Our directors are expected to have experience as a public company senior officer or director; leadership skills to serve as a committee chair and provide guidance on corporate governance and compensation practices; independent judgment and mature analysis; and a reputation for integrity. As discussed in greater detail below, the Governance/Nominating Committee reviews the qualifications and abilities of each director to serve on the Board of Directors.

The Company's Bylaws provide for a Board of 6 to 11 directors, with the exact number set by the Board. The Board has determined there will be eight directors. The terms for the following six directors expire at this Annual Meeting: Teresa Beck, R. D. Cash, Laurence M. Downes, Ronald W. Jibson, Gary G. Michael, and Bruce A. Williamson. In 2009, the Company's shareholders approved a proposal to declassify the Board and accordingly, the six directors whose terms expire at the Annual Meeting are standing for election for a one-year term. These individuals have consented to being named in this proxy statement and to serve as directors, if elected.

Biographical information appears below for the nominees, and current Company directors whose terms will continue after the Annual Meeting. The nominees have engaged in the same principal occupation for the past five years unless otherwise indicated. Ages are correct as of the proxy date.

**Nominees (Terms Expiring in 2011)**

Ms. Teresa Beck, age 56, has served as a Company director since 1999. Ms. Beck, who is retired, brings extensive financial, executive and board experience to Questar. Prior to her retirement, she was President of American Stores, a NYSE-traded company, from 1998 to 1999, and was

American Stores' Chief Financial Officer from 1993 to 1998. She is currently a director of Lexmark International, Inc. and Amylin Pharmaceuticals, Inc. and a Intermountain Healthcare trustee. She serves as a director of the Nature Conservancy and the Nature Conservancy of Utah. She is also on the University of Utah National Advisory Council. Previously, Ms. Beck was a director of Albertson's Inc. (from 1999 to 2006) and ICOS Corporation (from 2004 to 2007), and a trustee of the David Eccles School of Business at the University of Utah. She has chaired the audit committees for two public companies and chaired the nominations committee for another public company. Ms. Beck has a broad background in environmental, health and educational areas.

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Mr. R. D. Cash, age 68, is currently retired. Prior to his retirement, he served as the Company's Chief Executive Officer from May 1984 to May 2002 and as the Company's Chairman of the Board from May 1985 to May 2003. Mr. Cash has been a Company director since 1977 and also serves as a director of Zions Bancorporation, National Fuel Gas Company, Associated Electric and Gas Insurance Services Limited, and Texas Tech Foundation, Inc. Previously, Mr. Cash served as a director of TODCO (from May 2004 to July 2007). Mr. Cash's executive experience as well as his knowledge of the Company's history and operations is invaluable during Board discussions. Mr. Cash also has a broad background in oil and gas exploration and production, banking, energy underwriting and risk management.

Mr. Laurence M. Downes, age 53, the newest Company director, joined Questar's Board December 1, 2010. Mr. Downes brings extensive financial expertise to the Company's Board. He has been with New Jersey Resources, a retail and wholesale energy services company, since 1985, and has served as its Chairman of the Board since 1996 and Chief Executive Officer since 1995. Mr. Downes is a member of the Board of the New Jersey Economic Development Authority and a director and past Chairman of the American Gas Association and the Natural Gas Council, as well as a trustee of the American Gas Foundation and Choose New Jersey. Mr. Downes has a wealth of experience in the natural gas utility business.

Mr. Ronald W. Jibson, age 57, serves as the Company's President and Chief Executive Officer and a director since June 2010. In addition to his current assignment, Mr. Jibson continues to serve as President of Questar Gas Company and is responsible for distribution of natural gas services to more than 900,000 customers in Utah, southern Idaho and

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southwestern Wyoming. Mr. Jibson has held the positions of Executive Vice President, Vice President of Operations, General Manager of Operations, Operations Manager and Director of Engineering. He has been with Questar Corporation for the past 30 years and has extensive experience in managing the Company's utility operations and regulatory proceedings.

Mr. Gary G. Michael, age 70, has been a Company director since 1994. Mr. Michael brings extensive executive, financial and board experience to Questar. Prior to his retirement, he served as Chairman and Chief Executive Officer of Albertsons, Inc. from February 1991 to April 2001. He served as interim President of the University of Idaho from June 2003 until August 2004. He is a director of Idacorp Inc., the Clorox Company and Graham Packaging Company. Previously, Mr. Michael served as a director of Office Max, Inc. (from 1997 to 2008) and Harrah's Entertainment Inc. (from 2001 to 2008). He has served on the audit committees of Questar, Harrah's Entertainment, Idacorp and the Clorox Company. Mr. Michael has broad experience in corporate governance, retail consumer businesses and education.

Mr. Bruce A. Williamson, age 51, is the former Chairman, Chief Executive Officer and President of Dynegy Inc. Mr. Williamson served as Dynegy's Chief Executive Officer, President and a director from October 2002 to March 2011 and as Chairman of the Board of Directors from May 2004 to February 2011. He joined Questar's Board in 2006. He brings 29 years of executive management and operational experience from Shell Oil Company, PanEnergy Corporation and Duke Energy Corporation which span virtually all facets of the energy industry, including 14 years with exploration and production, 10 years with natural gas pipelines and processing, and 11 years with both natural gas and electric utility and power generation. In addition, Mr. Williamson has extensive experience in finance and restructuring transactions.

## **Continuing Directors (Terms Expiring in 2012)**

Mr. Keith O. Rattie, age 57, retired as President and Chief Executive Officer of the Company on June 30, 2010 in connection with the Company's spinoff of QEP Resources, Inc. Mr. Rattie continues to serve as the Company's Chairman of the Board. He also serves as a director and Chairman of the Board of QEP Resources. He was named Questar's President effective February 1, 2001, Chief Executive Officer May 1, 2002, and Chairman May 20, 2003. Mr. Rattie brings 34 years of experience in the natural gas and oil industry. Prior to

joining the Company, Mr. Rattie served as Vice President and Senior Vice President of The Coastal Corporation from 1996-2001. He also serves as a director of ENSCO International, an offshore drilling contractor, and as a director of Zions First National Bank. He is the past Chairman of the Board of the Interstate Natural Gas Association of America. He has served as a Company director since 2001. Mr. Rattie has broad experience and expertise in all aspects of the domestic and international oil and gas business, including exploration and production, gas gathering and processing, gas transmission and local gas distribution.

Mr. Harris H. Simmons, 56, has served as President and Chief Executive Officer of Zions Bancorporation (Zions) since 1990 and as Chairman of Zions' Board since 2002. He has served in a variety of positions at Zions for more than 25 years. Zions is a financial services company that operates approximately 500 full-service banking offices in ten states. Mr. Simmons has served as a Questar director since 1992 and chaired many of its committees and served as the Company's Lead Director. He also serves as a director of O. C. Tanner Company and National Life Holding Company. Mr. Simmons brings extensive financial, executive management and board experience, as well as an intimate knowledge of the communities and political environment in which the Company operates its utility business.

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**CORPORATE ACTIONS AND GOVERNANCE INFORMATION**

**WHAT'S NEW THIS YEAR?**

The Company completed the tax-free spinoff of its subsidiary, QEP Resources, Inc. (QEP Resources or QEP), formerly known as Questar Market Resources, Inc. (the Spinoff), on June 30, 2010. For more information on the Spinoff, visit the Company's website at [http://www.questar.com/qep\\_split.php](http://www.questar.com/qep_split.php). In connection with the Spinoff, the following directors resigned from the Company's Board and became directors of QEP Resources: Phillips S. Baker Jr., L. Richard Flury, James A. Harmon, Robert E. McKee III, M.W. Scoggins and Charles B. Stanley. The Board reconstituted its committees and appointed Mr. Williamson to replace Mr. McKee as chair of the Finance & Audit Committee, Ms. Beck to replace Mr. Flury as chair of the Management Performance Committee and Mr. Michael to replace Mr. Scoggins as chair the Governance/Nominating Committee. Laurence M. Downes was appointed to the Board and the Management Performance Committee effective December 1, 2010.

Also in connection with the Spinoff, Messrs. Richard J. Doleshek and Charles B. Stanley resigned as executive officers of the Company. In addition, Mr. Keith O. Rattie retired as Questar's President and Chief Executive Officer, but continued as a non-executive Chairman of the Company's Board. As named executive officers, the compensation information of these former executives while they served as Company executive officers is included in the Compensation, Discussion and Analysis.

The Company undertook the following corporate actions during the past year:

Amended the Articles of Incorporation to adopt majority voting in uncontested elections of directors;

Separated the roles of the Chairman of the Board and Chief Executive Officer with the non-executive chair assuming the responsibilities of Lead Director;

Passed a resolution to limit the Board to not more than eight directors;

Dissolved the standing Executive Committee and amended the Bylaws and Corporate Governance Guidelines to allow the Executive Committee to serve as a special committee in the Board's discretion;

Eliminated the payment of committee retainers except for committee chairs; and

Modified the Executive Severance Compensation Plan, a double-trigger plan, to eliminate any tax gross up on severance payments made to executives on their qualifying termination following a Company change of control.

The Company implemented declassification of its Board of Directors on a rolling basis in 2009. In 2011, six of eight directors will stand for election to a one-year term. All directors will stand for election to a one-year term in 2012.

**BOARD COMMITTEES**

The Board has standing audit (Finance and Audit), nominating (Governance/Nominating), and compensation (Management Performance) committees. Each committee has a charter called a Statement of Responsibilities. The charters, along with the Company's Business Ethics and Compliance Policy and Corporate Governance Guidelines, are available on the Company's website ([www.questar.com](http://www.questar.com)) and in print without charge upon request. The following section contains information about Board committees.

The table below lists committee members and chairs.

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<b>Name of Director</b>	<b>Finance and Audit</b>	<b>Management Performance</b>	<b>Governance/ Nominating</b>
T. Beck	X	X <sup>1</sup>	X
R. D. Cash			
L. M. Downes		X	
R. W. Jibson			
G. G. Michael		X	X <sup>1</sup>
K. O. Rattie <sup>2</sup>			
H. H. Simmons	X		X
B. A. Williamson	X <sup>1</sup>	X	
Meetings held in 2010	7	7	4

<sup>1</sup> Chair

<sup>2</sup> Non-executive Chair

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**FINANCE AND AUDIT COMMITTEE**

The Finance and Audit Committee reviews auditing, accounting, financial reporting, risk management and internal control functions; appoints the Company's independent auditor; monitors financing requirements, dividend policy, and investor-relations activities; and oversees compliance activities. The Company's common stock is listed on the NYSE and is governed by its listing standards. The Company's Board has determined that each Committee member meets the independence standards of Section 303.01(B)(2)(a) and (3) of the Rules of the NYSE and also qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K. The Committee frequently meets in executive sessions with the Company's independent and internal auditors. The Committee, chaired by Mr. Williamson since the Spinoff, met seven times in 2010.

**MANAGEMENT PERFORMANCE COMMITTEE**

The Management Performance Committee functions as the Company's compensation committee. All members are independent directors. The Committee oversees the Company's executive compensation program and benefit plans and policies; administers the short-term and long-term incentive plans, including its equity-based incentive plan; oversees succession planning; and annually reviews the performance of and approves all compensation decisions for officers, with a particular focus on compensation decisions involving the Chief Executive Officer and other officers listed in the Summary Compensation Table. The Committee also oversees Board compensation decisions. The Committee submits its compensation decisions for named executive officers to the full Board for ratification. It frequently meets in executive session to discuss and approve officer compensation.

The Committee, chaired by Ms. Beck since the Spinoff, met seven times in 2010. Prior to and during its February 2011 meeting, the Committee undertook a comprehensive review of executive performance and compensation to ascertain whether compensation for the Company's officers remains consistent with the objectives and practices described in more detail in the Compensation Discussion and Analysis.

The Committee retained Hewitt Associates, LLC (Hewitt) as its consultant for 2010 executive and Board compensation. Due to the consultant's transition from Hewitt in October 2010, the Committee retained Meridian Compensation Partners LLC (Meridian). Hewitt and Meridian (the consultant) reported directly to the Committee, which has sole authority to retain or dismiss its advisors. The Committee has determined that Hewitt and Meridian are independent of the Company.

The Committee determines the projects performed by the consultant. The consultant was retained to perform the following services under the terms of their respective retention letters:

annual executive compensation benchmarking;

outside director compensation benchmarking;

input into individual officer or board compensation actions;

periodic plan design review and recommendations;

development or review of annual proxy or periodic disclosures;

periodic presentation of compensation trends and practices; and

attendance at, or participation in, Committee meetings.

During 2010 and early 2011, the consultant provided the following services:

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In January 2010, the consultant reviewed with the Committee Mr. Rattie's recommendations on key officer compensation. In executive session, the Committee also discussed the consultant's analysis and recommendations concerning Mr. Rattie's compensation.

In February 2010, the consultant again provided recommendations to the Committee about total compensation for certain key officers.

In May 2010, the consultant reviewed and analyzed Mr. Rattie's employment and separation agreements as well as his compensation and retention as non-executive chair following the Spinoff. The consultant also provided analysis and reviewed compensation recommendations for key executives after the Spinoff including the promotion of Messrs. Jibson, Craven and Livsey and the equity grants to certain employees for their contributions to concluding the Spinoff.

In June 2010, the consultant provided further analysis to the Committee in both their regular and executive sessions and discussed the following compensation issues relating to the Spinoff:

1. Officer compensation for Messrs. Jibson, Craven and Livsey;

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2. Amendments to Questar's compensation and equity plans;
3. Spinoff recognition awards; and
4. Mr. Rattie's separation agreement and grant of restricted stock units as a director.

In August 2010, the consultant provided a preliminary analysis to the Committee concerning a new mix of peer companies and compensation philosophy for 2011.

In October 2010, the consultant engaged in further discussion concerning the peer company group and provided preliminary recommendations to the Committee concerning key executive officer compensation for 2011.

In January 2011, the consultant presented to the Committee a risk assessment associated with the Company's compensation policies and practices.

Neither Meridian nor Hewitt provided any other services to the Company during this period.

The Committee reviewed the recommendations and determined the final salaries and incentive compensation for each executive officer. In determining Mr. Jibson's compensation in June 2010, the Committee reviewed market data provided by the consultant and discussed, in executive session, Mr. Jibson's new responsibilities and performance goals, the Company's expected performance and other relevant factors.

The Committee has delegated to its Chair authority to ratify grants of restricted stock to retain key employees, particularly in highly competitive professional disciplines. The Committee also authorized the Company's President and CEO to grant restricted stock to new hires up to 25,000 total shares per year and up to 4,000 shares per individual grant. The full Committee reviews the grants for key employees and new hires at its next meeting. The delegated authority does not apply to newly hired executive officers.

Two new proposals are included in this year's Proxy Statement as required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the subsequent SEC rules and regulations: (i) a non-binding advisory resolution approving the compensation of our named executive officers; and (ii) a non-binding advisory vote on the frequency (every one, two or three years) of the vote to approve executive compensation. As mentioned, the vote on these proposals is non-binding on the Company and the Board and will not be construed as overruling a Company or Board decision. The Committee and the Board value our shareholders' opinions and will consider the voting outcome when making future executive compensation decisions.

**GOVERNANCE/NOMINATING COMMITTEE**

The Governance/Nominating Committee functions as the Company's nominating committee and is responsible for governance activities, particularly board and committee evaluations and committee assignments. All members are independent directors. Mr. Michael chairs the Committee since the Spinoff. The Committee's Statement of Responsibilities defines the criteria for director nominees, including nominees recommended by shareholders and self-nominees. These criteria provide a framework for evaluating nominees as well as incumbent directors. The key criteria are: experience as a senior officer (*e.g.*, chief executive officer, president, chief financial officer, of a public company, or extensive experience in finance or accounting); activity in business at least part-time with skills and experience necessary to serve as chair of a board committee; willingness to commit time and energy to serve as a director; experience in the Company's lines of business or understanding of the Company's business environment; ability to exercise independent judgment and make analytical inquiries; reputation for integrity and good judgment; and geographical location (residence or business activity) in states where the Company has significant operations. The Committee considers racial, gender and other diversity as part of the total picture when determining director qualifications.

The Committee considers shareholder nominations using the criteria listed above. Shareholders interested in submitting the names of candidates who satisfy most or all of the criteria listed above should submit written notice of the names and qualifications of the candidate(s) to the Chair of the Governance/Nominating Committee at the Company's address. Nomination letters addressed to the Chair of the Governance/Nominating Committee, at the Company's address, are forwarded without screening.

## **INDEPENDENCE OF DIRECTORS**

The Board affirmatively determined that, with the exception of Messrs. Rattie and Jibson, all of the Company's directors are independent as defined by the NYSE. The criteria used to determine independence are available on Questar's website (Corporate Governance Guidelines) at [www.questar.com/investors.php](http://www.questar.com/investors.php). The Company determined that a director who has a relationship with a company or other entity that purchases natural gas from Questar Gas Company at regulated rates can be considered independent. The Board considered the directors' responses to questionnaires and information from internal records to determine which directors are independent.

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### **BOARD RISK OVERSIGHT**

Management identifies and prioritizes risks and the prioritized risks are regularly reported to the Board along with the steps taken to mitigate those risks. The full Board oversees strategic and operational risks; the Finance and Audit Committee oversees financial and compliance risks; and the Management Performance Committee oversees human resources risks. The Company's enterprise risk management program as a whole is reviewed by the full Board on an annual and ongoing basis. Additional review of or reporting on enterprise risks is conducted as needed or as requested by the Board or a committee. Additionally, the Management Performance Committee, with assistance from its compensation consultant, periodically reviews the compensation programs to ensure they do not promote excessive risk-taking. The Committee used the assessment to determine that Questar's policies do not create risks that are reasonably likely to have a material adverse effect on the Company. The Committee determined that the compensation policies and program are balanced across multiple financial and operating metrics and time periods, thus supporting sound risk management.

### **BOARD LEADERSHIP STRUCTURE**

Upon the recommendation of the Governance/Nomination Committee, the Board of Directors determined after the Spinoff that the appropriate leadership structure is a separate CEO and Chairman. The Board believes that while there is no single model that is the most effective in all circumstances, shareholders' interests are best served by allowing the Board to retain flexibility to determine the optimal organizational Company structure at a given time, including whether the Chairman role should be held by a non-executive Chair or by the CEO who serves on the Board. The Board members possess considerable experience and unique knowledge of the challenges and opportunities the Company faces, and are in the best position to evaluate its needs and how to best organize the capabilities of the directors and management to meet those needs. The Board believes that by retaining Mr. Rattie as the non-executive Chair, his prior knowledge of the Company's operations and experience as CEO can be used to mentor Mr. Jibson as the new CEO and provide the Board with leadership in setting its agenda and properly focusing discussions following the Spinoff. In his separate role as Chairman, Mr. Rattie defers to Mr. Jibson as CEO to ensure that the Company presents its message and strategy to shareholders, employees, customers and other constituents with a unified, single voice.

As non-executive Chairman, Mr. Rattie plays an important role in the Board's governance structure. He chairs executive sessions of the Board. He also works with the independent directors in periodic reviews of CEO performance and serves as liaison between the independent directors and the CEO on issues that arise during executive sessions. As noted below under Director Compensation, Mr. Rattie continues to play a critical role as non-executive Chairman during the post-Spinoff transition phase.

### **COMMUNICATIONS WITH DIRECTORS**

Interested parties may communicate with the Board of Directors, including the Chairman or all non-management directors, by sending a letter to the corporate secretary at Questar Corporation, 180 East 100 South, P.O. Box 45433, Salt Lake City, Utah 84145-0433. The corporate secretary has the authority to discard any solicitations, advertisements, or other inappropriate communications, but will forward other mail to the named director or group of directors. Mail that is directed to the full Board is forwarded to Mr. Rattie as Chairman of the Board (and forwarded to the full Board, if appropriate).

### **ATTENDANCE AT MEETINGS**

The Company's Board of Directors held nine meetings during 2010; Board Committees held a total of 18 meetings. All directors attended at least 75 percent of the meetings of the Board and the Committees on which they sit. The Company's directors had an overall attendance of 95.2 percent. The Company's directors are expected to attend the Company's Annual Meetings. All directors attended the Company's 2010 Annual Meeting.

### **DIRECTOR RETIREMENT POLICY**

The Board has adopted a retirement policy that permits an outside director to continue serving until the Annual Meeting following his or her 72nd birthday if still actively engaged in business, financial, and community affairs. The Board does not limit the number of terms that a director may serve.

### **MANAGEMENT PERFORMANCE COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

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The Management Performance Committee members during 2010 were Messrs. Downes, Michael, Williamson and Ms. Beck as Chair. Mr. Downes became a member effective December 1, 2010. Messrs. Flury, Harmon, McKee and Scoggins served on the Committee prior to the Spinoff. No Committee members were Company officers or employees during 2010 or at any other time.

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Additionally, no member of this Committee had any relationship with the Company requiring disclosure under Item 404 of Regulation S-K. No executive officer of the Company has served on the compensation committee of any other entity that has or has had one or more executive officers who served as a member of the Management Performance Committee during the 2010 fiscal year.

**CERTAIN RELATIONSHIPS AND RELATED-PERSON TRANSACTIONS**

There are no relationships or related-person transactions between the Company and any of its directors or officers that must be disclosed under federal securities laws. The Company requires executive officers and directors to report to the corporate secretary any event or anticipated event that might qualify as a related-person transaction under Section 404(b) of Regulation S-K. The corporate secretary reports those transactions to the Finance and Audit Committee. The Company also collects information from annual questionnaires sent to officers and directors that reveal related-person transactions. If a report or questionnaire shows a potential related-person transaction, it is investigated according to the Company's Business Ethics and Compliance Policy. The Company's Finance and Audit Committee reviews such transactions to determine whether they conflict with the Company's best interests, impact a director's independence or conflict with the Company's Business Ethics and Compliance Policy. If a related-person transaction is completed, the Committee determines if it will require rescission of the transaction, disciplinary action or reevaluation of a director's independence. In connection with the Spinoff, the Company and QEP entered into certain transitional agreements that provide a framework for QEP's relationship with Questar following the Spinoff. In addition, the Company and QEP have engaged in certain ongoing, ordinary course business transactions since the Spinoff such as gas gathering and oil and gas field operations. As mentioned, following the Spinoff, certain Company executive officers left Questar and became QEP executive officers.

**Table of Contents****SECURITY OWNERSHIP, DIRECTORS AND EXECUTIVE OFFICERS**

The following table lists the shares of stock beneficially owned by each director, each nominee and each named executive officer and all directors and executive officers as a group as of February 28, 2011. Each person has sole voting and investment power over the shares shown in the table except as noted.

## Amount and Nature of Common Stock Beneficially Owned:

	Number of Shares Owned	Right to Acquire <sup>1</sup>	Percent of Class <sup>2</sup>	Phantom Stock Units <sup>3</sup>
Teresa Beck <sup>5</sup>	9,623	26,800	*	44,160
R. Allan Bradley <sup>4,5</sup>	108,164	132,667	0.14%	14,672
R. D. Cash <sup>5,8</sup>	908,830	14,000	0.52%	6,326
Laurence M. Downes <sup>5</sup>	8,065	0	*	0
Kevin W. Hadlock <sup>5,6</sup>	18,347	0	*	0
Thomas C. Jepperson <sup>4,5</sup>	181,746	42,744	0.13%	6,071
Ronald W. Jibson <sup>4,5,7</sup>	153,716	20,667	0.10%	1,076
James R. Livsey <sup>4,5</sup>	72,740	91,000	*	1,689
Gary G. Michael <sup>5</sup>	32,365	0	*	153,852
Keith O. Rattie <sup>5,8</sup>	374,229	1,153,460	0.86%	0
Harris H. Simmons <sup>8</sup>	138,595	0	*	80,017
Bruce A. Williamson	6,000	0	*	26,267
All directors and executive officers (15 individuals including those listed above)	2,112,122	1,517,138	2.05%	334,419

<sup>1</sup> Shares that can be acquired by exercising stock options within 60 days of February 28, 2011.

<sup>2</sup> Unless otherwise listed, the percentage of shares owned is less than .10%. (The percentages do not include phantom stock units.) The percentages of beneficial ownership are calculated in accordance with Rule 13d-3(d)(1) under the Securities Exchange Act of 1934.

<sup>3</sup> Phantom stock units are held through the various deferred compensation plans available to the Company's directors and officers. Although these plans only permit such units to be paid in cash, investment in such units represent the same investment in the performance of the Company's common stock as investment in actual shares of common stock.

<sup>4</sup> The Company's executive officers have shares held for their accounts in the Questar Corporation Employee Investment Plan. The number of shares opposite each of their names includes equivalent shares of stock through such Plan as of February 28, 2011, as follows: Mr. Bradley 26; Mr. Jepperson 12,619; Mr. Jibson 13,629; and Mr. Livsey 5.

<sup>5</sup> The number of shares includes unvested restricted stock as of February 28, 2011 as follows: Ms. Beck 5,565; Mr. Bradley 84,452; Mr. Cash 10,572; Mr. Downes 6,065; Mr. Hadlock 18,347; Mr. Jepperson 90,945; Mr. Jibson 132,225; Mr. Livsey 53,915; Mr. Michael 9,931; and Mr. Rattie 5,565. They receive dividends and have voting power. Mr. Rattie's total also includes 66,767 restricted stock units which receive dividend equivalents but have no voting power.

<sup>6</sup> Mr. Hadlock was hired as the Company's Executive Vice President and Chief Financial Officer effective January 1, 2011. He took over this position from Mr. Craven who retired on March 1, 2011.

<sup>7</sup> Mr. Jibson is the Chairman of the Board of Trustees of the Questar Corporation Educational Foundation, the Questar Corporation Arts Foundation, and the Questar Corporation Native American Scholarship Foundation, three nonprofit corporations that own an aggregate of 111,126 shares as of February 28, 2011. As Chairman, Mr. Jibson has voting power for such shares, but disclaims any beneficial ownership of

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the shares. The shares are not included in the total opposite his name.

<sup>8</sup> Of the total shares reported for Mr. Cash, 137,966 shares are held by his family's private foundation, 35,636 shares are held in the Cash Dynasty Trust and 21,076 shares are held in the Cash Bureson Trust. Mr. Simmons is an executor for the Elizabeth E. Simmons estate holding 31,200 shares which shares are not included in the total opposite his name.

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**Table of Contents****SECURITY OWNERSHIP, PRINCIPAL HOLDERS**

The following table lists each person known by the Company to beneficially own at least five percent of its common stock as of December 31, 2010.

Name and Address of	Shares and Nature of	
Beneficial Owner	Beneficial Ownership	Percent of Class
State Street Corporation <sup>1</sup>	9,775,501	5.60%
One Lincoln St.		
Boston, MA 02111		
BlackRock Inc. <sup>2</sup>	14,233,398	8.08%
40 East 52nd Street		
New York, NY 10022		

<sup>1</sup> In its Schedule 13G, State Street indicated it had shared voting power and shared dispositive power of all the referenced shares.

<sup>2</sup> In its Schedule 13G/A, BlackRock indicated it had sole voting power and sole dispositive power of all the referenced shares.

**EQUITY COMPENSATION PLAN INFORMATION**

The following information is accurate as of December 31, 2010:

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	2,560,059	\$ 7.30	8,372,439
Equity compensation plans not approved by security holders	0	0	0
<b>Total</b>	<b>2,560,059</b>	<b>\$ 7.30</b>	<b>8,372,439</b>



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**EXECUTIVE COMPENSATION**

**COMPENSATION DISCUSSION AND ANALYSIS**

**EXECUTIVE SUMMARY**

This Compensation Discussion and Analysis (CD&A) explains the principles, objectives and features of the Company's executive compensation program. It also describes how compensation for its leaders aligns with the Company's corporate objectives and shareholder interests. Although the Company's executive compensation program is generally applicable to each executive officer, this CD&A focuses primarily on the program as applied to the CEO and the other officers included in the Summary Compensation Table, which are referred to collectively in this proxy statement as the named executive officers.

**Fiscal 2010 Performance Review**

The Company achieved strong 2010 financial performance, despite a major restructuring resulting in the spinoff of most of its exploration and production and gathering and processing businesses. We believe that the Spinoff did and will continue to create significant shareholder value by reducing complexity and improving strategic, operational and financial fit and focus for the Company. In addition, we believe the Company now appeals to those investors wanting consistent earnings and dividend growth.

Despite the complexities related to the Spinoff, all Questar business units continued to execute well. The Company met or exceeded most goals established early in 2010. We believe our executive officers were instrumental in helping to achieve these results.

The following is a summary of 2010 financial and operating results:

\$192.3 million net income from continuing operations (\$1.08 per diluted share) including an \$8.8 million (\$.05 per diluted share) charge for separation costs associated with the June 30, 2010 Spinoff, an increase of 7 percent over 2009;

\$201.1 million net income (\$1.13 per diluted share) excluding separation charges, an 11 percent increase over 2009;

Record subsidiary earnings:

1. Wexpro earned \$88.1 million, 9 percent higher than 2009;
2. Questar Pipeline earned \$67.4 million, 16 percent higher than 2009;
3. Questar Gas earned \$43.9 million, 6 percent higher than 2009;

\$523 million of consolidated EBITDA\*, a 6 percent increase over 2009;

17.7 percent consolidated return on average equity (ROE); Subsidiary returns were also strong:

1. Wexpro's return on average investment base was 19.8 percent;

2. Questar Pipeline earned an ROE of 11.9 percent;

3. Questar Gas earned an ROE of 10.8 percent;

Questar Gas employees achieved the highest customer satisfaction score since Questar Gas began surveying its customers;

Wexpro grew its investment base by 6 percent to \$456.6 million;

Wexpro produced a record 50.2 billion cubic feet of natural gas for Questar Gas, comprising 51 percent of the utility's natural gas supply in 2010;

23.2 percent total return to shareholders compared to 15.1 percent return for the S&P 500 index and 12.4 percent return for the new Questar peer group\*\*

\* EBITDA is a non-GAAP measure. Management defines EBITDA as net income before gains and losses on asset sales, separation costs, interest expense, DD&A, abandonments, impairments and income taxes.

\*\* Total return to shareholders data provided by **Zacks Investment Research, Inc.** and updated thereafter to include Nicor, Inc.

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### **Pay-for-Performance Features of the Company's Compensation Program**

Pay for performance is an important component of our compensation philosophy. We tie a portion of executive compensation to at-risk performance plans, which is consistent with the Company's objectives of motivating officers and key employees to focus on short-term and long-term drivers of shareholder value. For our named executive officers, who have the greatest responsibility for Company growth, the Company's pay-for-performance approach provides that a larger portion of their total compensation should be at-risk in the form of short-term and long-term incentive awards. For 2010, the key executive's compensation consisted of annual incentives tied to financial and operating performance and longer-term (three-year) performance incentives.

### **Other Executive Compensation Developments**

In 2010, we eliminated the tax gross-up provision in the Company's executive severance plan, a double-trigger plan, for any severance payments upon a qualifying termination following a change in control. We also eliminated the past practice of offering employment agreements to senior executives following the Spinoff.

The Management Performance Committee (hereinafter, the Committee), engaged Meridian to complete a comprehensive analysis of the peer benchmarks for the reorganized Company to use in setting 2011 compensation. With continued emphasis on pay-for-performance objectives, beginning in 2011, the Committee will implement the use of performance shares under the Company's Long-term Stock Incentive Plan with a design similar to performance metrics currently used under the Company's Long-term Cash Incentive Plan (LTCIP).

## **THE COMPANY'S COMPENSATION OBJECTIVES**

The Company's executive compensation program is designed to:

Attract, motivate, reward and retain the management talent required to achieve Company objectives at compensation levels that are fair, equitable and competitive with those of comparable companies;

Focus management efforts on short-term and long-term drivers of shareholder value;

Tie a significant portion of executive compensation to Company long-term stock-price performance and thus shareholder returns;

Foster a results-oriented culture while enhancing the Company's reputation for ethics, integrity and safety; and

Create balance across multiple financial and operating metrics and time periods in support of sound risk management.

### **COMPONENTS**

2010 compensation for executive officers was comprised of the following major components:

Base salary;

Annual Management Incentive Plan II (AMIP);

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Long-term Cash Incentive Plan (LTCIP);

Restricted stock or stock options under the Long-term Stock Incentive Plan (LTSIP); and

Employee benefits, including retirement, health and welfare benefits.

QUESTAR 2011 PROXY STATEMENT 16

**Table of Contents****COMPENSATION PHILOSOPHY & ROLE OF MANAGEMENT PERFORMANCE COMMITTEE**

To attract, motivate and retain the executive talent required to achieve corporate performance objectives, the Committee believes it must offer key executives a competitive compensation package comprised of fixed and variable short-term and long-term components. The following table summarizes the role each component plays in the total compensation package:

<b><u>Compensation Component</u></b>	<b><u>Role in Total Compensation</u></b>
<b>Base Salary</b>	n Provide a fixed and market-based level of compensation to pay for an executive's responsibility, relative expertise and experience.
<b>Annual Cash Incentive</b>	
n AMIP	n Motivate and reward executives for achieving annual financial and operating goals that are aligned with shareholder and stakeholder interests.
<b>Long-term Incentives</b>	
n Restricted stock	n Deliver the majority of named executive officer compensation through long-term incentives aligned with shareholder interests;
n LTCIP	n Motivate and reward the achievement of long-term strategic Company objectives;
n Stock options	n Recognize and reward the Company's performance relative to industry peers over multi-year time periods;
	n Encourage long-term executive share ownership; and
	n Encourage executive retention by establishing multi-year incentive awards.
<b>Benefits</b>	
n Retirement	n Provide a tax-efficient means for employees to build financial security in retirement;
n Health care	n Provide minimum income protection against certain risks; and
n Other security benefits (life, disability)	n Reward extended service with the Company.
<b>Termination Benefits</b>	n Provide a competitive level of income protection.
To ensure that executive compensation remains consistent with the Company's objectives, the Committee routinely:	

Retains independent compensation consultants to: (a) review, critique and propose changes in compensation practices when necessary to maintain alignment with the above-listed objectives; (b) conduct and analyze market surveys; and (c) provide input on compensation actions for the Company's key officers;

Reviews and approves AMIP participants, objectives and performance targets for each major business unit;

Reviews the Company's consolidated financial results and the financial and operating results of the Company's major business units;

Evaluates the individual performance of the named executive officers;

Considers internal relative pay; and

Develops and approves annual and long-term compensation for the Company's executive officers.

When setting 2010 compensation for its officers in February, the Committee defined total compensation as base salary *plus* AMIP target *plus* LTCIP target *plus* grant-date value of restricted stock and/or stock options (Equity Awards). The Committee, with help from its compensation consultant, regularly conducts market surveys to estimate the 25th, 50th and 75th percentiles for total compensation for executive officers. The Committee generally targets the market 50th percentile for each named executive officer. The Committee reviews total executive compensation on a regular basis several times during the year. The Committee analyzes each component of every named executive officer's compensation and examines total compensation for each executive to ensure that the individual components and the total compensation satisfy the above objectives. The Committee will continue to consider how it measures, evaluates and benchmarks all compensation components for executives. This helps ensure that each executive's compensation remains competitive within the relevant segment of the natural gas industry, adjusted as appropriate for individual factors such as experience and expertise. In addition to market-survey data, the Committee considers job performance, responsibilities and advancement potential when setting compensation for each of the named executive officers.

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### **How the Company Determines the External Benchmarks for Named Executive Officers**

The Company believes that compensation for executive officers who successfully enhance shareholder value should be competitive with compensation offered by similar publicly-held companies to successfully attract and retain the high quality executive talent required by the Company. The Board approved executive 2010 compensation in February, several months prior to the Spinoff. At that time, the Company operated in three major segments of the natural gas industry: (a) exploration and production (E&P); (b) interstate natural gas pipelines; and (c) retail gas distribution. The competitive environment for executive compensation may be significantly different in each of these three major segments at any given time.

The Committee, with advice from its compensation consultant, defined the relevant peer group when setting compensation for each key executive. For example, the peer groups for Messrs. Jepperson, Rattie, and Doleshek included companies in all major segments of the natural gas industry because they had responsibilities for all business units. Mr. Stanley's peer group included predominantly E&P companies because he was an officer of QEP, which conducts the Company's E&P activities. As a Questar Pipeline officer, Mr. Bradley's peer group included predominately pipeline companies. Mr. Jibson's peer group was predominately utility companies prior to the Spinoff.

In conjunction with the Spinoff, Mr. Jibson was appointed President and CEO of Questar Corporation; Mr. Craven was appointed Vice President and Chief Financial Officer; and Mr. Livsey was appointed Executive Vice President & General Manager, Wexpro. The Company, with assistance from its consultant, re-determined the relevant peer group for each executive considering the changes in his responsibility following the Spinoff.

The Committee considers the relative size of companies in the industry peer group in its evaluation of market data. The Committee also reviews officer compensation in relation to general-industry peers, a group of companies selected by the consultant in other industries with median revenue similar to Questar. The Committee does not base compensation decisions for named executive officers on the pay of general-industry peers; rather, it uses this group as an indicator of executive compensation trends and practices.

### **Industry Peer Companies Prior to the Spinoff – Corporate, E&P, Utility and Pipeline Peer Groups**

The Committee designated all the companies listed below as peers for Messrs. Jepperson, Rattie and Doleshek. The Committee defined the companies listed as (1) to be peers for Mr. Stanley. The companies listed as (2) were defined as the peers for Mr. Bradley and Mr. Jibson. The Williams Companies Inc. was also used for Mr. Bradley. Due to the limited comparators on an individual basis, Mr. Bradley's peer group was expanded to include top executives in the transmission divisions at Spectra, Chevron, CenterPoint and TransCanada. Mr. Jibson's peer group in his position as the President and CEO of Questar Gas also included top executives in the gas distribution divisions at Piedmont, Vectren and Atmos.

Cabot Oil & Gas Corporation (1)

Cimarex Energy Company (1)

EOG Resources, Inc. (1)

Forest Oil Corporation (1)

Newfield Exploration Company (1)

Noble Energy, Inc. (1)

Pioneer Natural Resources Company (1)

Plains Exploration & Production Company (1)

Quicksilver Resources, Inc. (1)

Range Resources Corporation (1)  
Southwestern Energy Company (1)  
Whiting Petroleum Corporation (1)  
The Williams Companies, Inc. (1)  
AGL Resources, Inc. (2)  
CMS Energy Corporation (2)  
Dominion Resources, Inc. (2)  
El Paso Corporation (2)  
Great Plains Energy, Inc. (2)  
NiSource, Inc. (2)  
ONEOK, Inc. (2)  
SCANA Corporation (2)  
Southern Union Company (2)

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Effective July 1, 2010, the Committee designated a new peer group to adjust the compensation for Messrs. Jibson and Craven based on their new positions following the Spinoff. The group includes:

AGL Resources, Inc.

Atmos Energy Corp.

Energen Corp.

Laclede Group

MDU Resources Group Inc.

National Fuel Gas Co.

New Jersey Resources Corp.

Nicor Inc.

Nisource Inc.

OGE Energy Corp.

Piedmont Natural Gas Co.

Vectren Corp.

The Committee sets annual base salary, AMIP target, LTCIP target and equity awards for all key executives. The consultant and the Human Resources Department assist the Committee in the collection and analysis of peer-company data. The President and CEO has input into the compensation for all named executive officers except himself.

## **BASE SALARIES**

The Committee establishes executives' base salaries by considering the scope of their responsibilities, performance, and competitive market compensation paid by other companies in the executive's peer group. The Committee reviews base salaries for the Company's named executive officers on at least an annual basis. When setting salaries, the Committee considers an estimate of the market 50th percentile for the executive's relevant peer group, along with individual factors and internal comparisons with other Company officers. The Committee uses proxy data and information provided by its consultant to obtain information about the base salaries paid by peers.

## **INCENTIVE COMPENSATION**

The Company's named executive officers participate in AMIP (reapproved by shareholders in 2010) and participated in the LTCIP (reapproved by shareholders in 2009). The officers also receive Equity Awards pursuant to the LTSIP (reapproved by shareholders in 2010). The Committee intends to put a substantial portion of each officer's compensation at risk. AMIP payouts are tied to annual financial and operating goals set by the Board at the beginning of the plan year. LTCIP payouts were tied to total shareholder returns relative to a pre-set group of peer companies over a three-year period. Together these programs motivate participating executives to focus on total shareholder return over the longer-term. AMIP and LTCIP are cash plans that can award amounts from zero to a predetermined maximum depending on the Company's results. To align with compensation practices of the Company's new peer companies, while continuing to focus on pay-for-performance, the Committee will use performance shares in lieu of the LTCIP beginning in 2011. The Committee has not yet implemented a clawback provision for incentive compensation, but anticipates making changes in light of regulations and compensation trends. The Committee believes that its approach effectively aligns the executive officers' interests with shareholder interests.

## **AMIP**

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Under AMIP, the Company sets separate performance targets tied to key financial and operating goals for each major business unit. Each year, the Committee reviews and approves the specific annual performance targets for the whole Company, and for each major subsidiary. Performance targets are set at the beginning of each year after a review of that year's budget and the prior-year actual results. Targets are generally at or above the Board-approved budget for the year. The Committee may use a variety of criteria (at the consolidated or business unit level) for the performance targets, including total stockholder return, earnings per share, EBITDA, operating cash flow, gross or net revenue or margins, safety, credit or liquidity measures, and completion of particular projects or initiatives.

2010 performance targets were set prior to the Spinoff. For combined measures, such as Questar Corporation EBITDAX and for other measures tied to QEP performance, payouts were made based on results obtained as if the Spinoff did not occur.

The Company calculates an overall payout factor, which can range from zero to 200% based on each unit's actual results compared to the measures. Each officer's target bonus is multiplied by the respective payout factor to determine the payment. The maximum cash payment to any officer under AMIP was capped at \$4 million for 2010. The Committee, in its sole discretion, can reduce the cash award otherwise payable to an officer. Neither the Committee nor the Company may increase the cash award otherwise payable under the AMIP formula.

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**Table of Contents****2010 AMIP PERFORMANCE COMPONENTS, TARGETS and RESULTS**

Metric	Weight	50%	100%	150%	200%	250%	Actual
<b>QEP Resources, Inc.</b>							
Questar EBITDAX (millions)	20%	\$1,520	\$1,535	\$1,550	\$1,575	\$1,625	<b>\$1,664</b>
QEP Energy EBITDAX* (millions)	15%	\$842	\$868	\$890	\$910	\$967	<b>\$926</b>
Wexpro net income (millions)	15%	\$81	\$83	\$85	\$88	\$90	<b>\$88.3</b>
QEP Field Services EBITDAX (millions)	15%	\$144	\$152	\$160	\$175	\$190	<b>\$204</b>
QEP Energy production (Bcfe)	35%	210	215	220	228	236	<b>229</b>

\* The QEP Energy component of QEP Resources EBITDAX was indexed to commodity prices as of January 21, 2010

**Questar Pipeline Company**

Questar EBITDAX (millions)	20%	\$1,520	\$1,535	\$1,550	\$1,575	\$1,625	<b>\$1,664</b>
Questar Pipeline net income (millions)	25%	\$54	\$58	\$60	\$65	\$70	<b>\$66.9</b>
O&M expenses (per dth of demand)	25%	\$16.00	\$15.40	\$15.00	\$14.50	\$14	<b>\$15.18</b>
Achieve specific strategic and operational initiatives*	30%	2 of 6	3 of 6	4 of 6	5 of 6	6 of 6	<b>4 of 6</b>

\* initiatives met include the following:

Overthrust Loop Expansion Project FERC certificate issued and construction started by October 1, 2010

Mainline 104 extension to Fidler contracted to support an in-service date of 2011

**Questar Gas Company**

Questar EBITDAX (millions)	20%	\$1,520	\$1,535	\$1,550	\$1,575	\$1,625	<b>\$1,664</b>
Questar Gas net income (millions)	25%	\$41.00	\$43.00	\$44.00	\$46.00	\$47.00	<b>\$43.9</b>
Questar Gas O&M expenses (per customer)	25%	\$141.00	\$139.00	\$137.00	\$135.00	\$132.00	<b>\$133.25</b>
Achieve specific strategic and operational initiatives*	30%	2 of 6	3 of 6	4 of 6	5 of 6	6 of 6	<b>6 of 6</b>

\* initiatives met include the following:

Extended the conservation enabling tariff in Utah

Obtained approval for a feeder line tracking mechanism in Utah

Increased QGC allowed ROE

Achieved a record customer satisfaction rating

Achieved a record safety rate

In February 2011, the Committee approved 2010 AMIP payouts as follows:

QEP Resources (includes Wexpro)	200%
Questar Pipeline Company	182%
Questar Gas Company	200%

Upon Mr. Jibson's CEO appointment effective July 1, 2010, the Committee adjusted his AMIP payout as follows: 1) a prorated portion representing the first half of the year when he was Questar Gas President, based on Questar Gas 2010 results; and 2) a prorated portion representing the last half of the year when he was Company President and CEO. As a corporate employee, the payout for Mr. Jibson (as well as for Messrs. Craven and Jepperson) was determined based on 50% tied to the performance results for QEP and 25% each tied to the results for Questar Pipeline and Questar Gas. Mr. Livsey's payout was based on the results for QEP Resources since Wexpro was a subsidiary of QEP prior to the Spinoff. Mr. Bradley's payout was based on the results for Questar Pipeline. Mr. Rattie did not receive an AMIP payout due to his separation upon the Spinoff. The Committee considered his contributions during the first half of the year when granting him a recognition bonus in conjunction with his separation agreement. (See discussion of Mr. Rattie's Separation Agreement under Termination Benefits section below). Messrs. Stanley and Doleshek also did not receive AMIP payouts due to their separation from the Company to become QEP executives.

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Each officer's target bonus is a percentage of his annual base salary in effect on March 1 of the performance year except for Messrs. Jibson, Craven and Livsey. Due to their new positions upon the Spinoff, the Committee increased the target percentage and base salary for Messrs. Jibson, Craven and Livsey. Their AMIP payouts were prorated based on their target percentage and base salary for the first half of the year and their target percentages and base salaries for the last half of 2010.

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The 2010 targets were as follows for the named executive officers:

Mr. Jibson	50% (increased to 80% effective July 1, 2010)
Mr. Bradley	60%
Mr. Jepperson	60%
Mr. Craven*	40% (increased to 60% effective July 1, 2010)
Mr. Livsey*	47.5% (increased to 60% effective July 1, 2010)**

\*Messrs. Craven and Livsey did not hold executive officer positions in February 2010 and were nominated to participate in the original Annual Management Incentive Plan (for other officers and key employees), and received payouts under that plan as reflected in the Summary Compensation Table. Since the performance targets and payouts for 2010 are the same for this plan as for the Annual Management Incentive Plan II, reference to AMIP shall include either plan.

\*\*This percentage includes the QEP Resources Employee Incentive Plan, which applies a 12.5% target. The QEP Employee Incentive Plan covers all employees (except those classified as temporary or occasional part-time) who worked for QEP Resources subsidiaries and are scheduled to work at least 20 hours per week. Prior to the Spinoff, Wexpro Company was a subsidiary of QEP Resources, but remained a subsidiary of the Company after the Spinoff. All eligible Wexpro employees received a payout under the QEP Incentive Plan as if the Spinoff did not occur.

**LONG-TERM CASH INCENTIVE PLAN**

The LTCIP ties compensation for key executives to total shareholder return relative to a mix of peer companies over a longer-term (three-year) performance period. LTCIP payouts, if any, were based on the Company's total shareholder return (TSR) compared with a group of peer companies. The peer companies and targets were set prior to the Spinoff and reflected the Company's business mix at that time. The peer group included E&P, pipeline, utility and integrated natural gas companies as listed below:

Cabot Oil and Gas Company	Noble Energy, Inc.
Chesapeake Energy Corporation	Northwest Natural Gas Company
El Paso Corporation	ONEOK, Inc.
Energen Corporation	Pioneer Natural Resources Company
EOG Resources, Inc.	Plains Exploration & Production Company
EQT Corporation	St. Mary Land & Exploration Company
Forest Oil Corporation	Southwestern Energy Company
National Fuel Gas Company	Ultra Petroleum Corporation
Newfield Exploration Company	The Williams Companies, Inc.

This list may vary from the peer list used for total compensation provided earlier in this proxy statement, although both focus on direct industry peers. The Company used a single peer group for all officers under the LTCIP. When setting total annual and long-term incentive compensation, however, the Committee attempts to tailor compensation to a relevant peer group for each officer.

The Company established a formula whereby the three-year TSR was calculated as the sum of the closing December stock price (both Questar and QEP) in the last year of the performance period, plus dividends paid over the full performance period, divided by the average December stock price for Questar in the month prior to the start of the performance period. The average December stock price is the simple average closing price for each trading day in December. The TSR of the combined entities was then ranked among the peer companies to determine the TSR Rank Multiplier. The payout based on rank was multiplied by the ratio of the Questar and QEP stock price at the end of the three-year period divided by the Questar stock price at the beginning of the three-year period (Stock Appreciation Multiplier). Participants earn the maximum

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bonus if the Company has the highest TSR of its peer group. Participants earn the target bonus if the Company's TSR ranks at the midpoint of the peer group. If the Company's TSR for the performance period places it in the bottom third of the group, no LTCIP bonus is paid.

The calculation is as follows: Target Award x TSR Rank Multiplier x Stock Appreciation Multiplier = LTCIP Payout. The maximum LTCIP payment for any performance period is currently capped at \$8 million.

Upon the Spinoff, outstanding awards granted to each executive for the 2009-2011 and 2010-2012 performance periods were converted from a cash award determined as of June 30, 2010 to an award of restricted shares of Questar stock under Questar's LTSIP. The restricted shares reflected a July 1, 2010 fair value grant price and maintained the same vesting dates as the original LTCIP award.

The Company made LTCIP payments to the named executive officers for the final outstanding 2008-2010 performance period in February 2011, which amounts are reflected in the Summary Compensation Table (along with AMIP amounts) in column (g). Prior

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to the Spinoff, the TSR calculation was based only on Questar's performance. During the performance period after the Spinoff, the TSR calculation was based on Questar and QEP performance. The combined average annual TSR for that period was 3.5%, which ranked 10 out of the 19 peer companies, providing a payout of 101% of target.

The Company will not establish a new performance period under this plan for 2011. Instead, it will grant performance shares to its executives for a 2011-2013 performance period under the LTSIP with similar plan design as the LTCIP using total shareholder return performance compared to a revised peer group, but with the target denominated in Questar shares.

## **EQUITY AWARDS**

The LTSIP is intended to (1) ensure that executive officers have a significant incentive to manage the Company to maximize long-term shareholder returns and (2) help attract and retain key executives. The value of each executive's grant is tied to the Committee's estimate of the market 50th percentile, adjusted to account for performance, retention, the executive's pay relative to other Company executives and other factors considered appropriate by the Committee.

The Company typically makes annual equity grants in February. The Committee approved restricted stock and stock options for named executive officers in February 2010. For restricted stock awarded at this time, such grants vested over a three-year period, starting the year after the grant date, with one-third of the shares vesting in each remaining year.

The Committee also approved grants effective July 1, 2010, in recognition of the outstanding performance to successfully conclude the Spinoff (Spinoff Recognition Awards). These shares vest over a four year period. Additionally, the Committee approved restricted stock grants for Messrs. Jibson, Jepperson and Bradley equaling the cash value as a conversion of the 2009-2011 and 2010-2012 performance periods under the LTCIP as described in the LTCIP section above (the LTCIP Conversion Awards). These shares vest at approximately the same time that the LTCIP cash awards would have been paid. Neither the grants in February, the Spinoff Recognition Awards nor the LTCIP Conversion Awards automatically vest upon retirement.

The Committee recommended and the Board approved restricted stock and option grants for 2010 that included those shown in the Grants of Plan-Based Awards table. The Company does not backdate stock options or alter (i.e. reprice) the exercise price after the grant date. As outlined in the LTSIP, the Board sets the option price when the option is granted, and that price cannot be less than the closing price of the Company's common stock on the grant date. The Committee will utilize performance shares under the LTSIP for the 2011-2013 performance period.

The Company's Insider Trading Policy prohibits executive officers from short sales, selling options or derivatives covering the Company's securities, and other similar transactions.

The Committee established a stock-ownership guideline for each named executive officer that is a multiple of his base salary. Under the guidelines, all named executive officers must own shares having a value of at least three times their annual base salaries within three years of becoming an executive officer. Mr. Jibson must own shares with a value of at least eight times his base salary. These guidelines are intended to align the named executive officers' interests with those of shareholders, while allowing them some opportunity to diversify their holdings. Phantom stock units attributable to deferred compensation are counted toward the total. All the named executive officers meet these guidelines.

## **QUALIFIED RETIREMENT PLANS**

The Company maintains a defined-contribution retirement plan (the 401(k) Plan) and a defined-benefit retirement plan (the Pension Plan). The named executive officers participate in both plans. The Pension Plan was closed effective July 1, 2010 to new hires and rehires. These plans are described in the Retirement Plans section of the Compensation Tables.

## **OTHER BENEFITS**

The named executive officers also receive or have the opportunity to participate in other benefit plans Questar offers to most employees. These benefits include medical and dental coverage; a cafeteria plan (which includes flexible health-care spending account and dependent-care spending account features); employer-provided basic life insurance (one-times base salary); employee-paid supplemental life insurance (up to four times base salary, but not to exceed \$750,000); business-travel accident insurance; catastrophic accident insurance; participation in a long-term disability plan; and the employee-assistance program. The executive officers also receive paid time off, paid holidays, and are eligible for a short-term disability program that provides benefits (such as continued salary payments) for leave up to 16 weeks due to an employee's serious health condition.



**Table of Contents****NONQUALIFIED DEFERRED COMPENSATION PLANS****Deferred Compensation Wrap Plan**

The Company allows the named executive officers, along with certain key employees, to defer compensation under the Deferred Compensation Wrap Plan (the Wrap Plan). The Company and the Committee believe that a Deferred Compensation Program is necessary for hiring and retention. The Wrap Plan includes both a Deferred Compensation Program and a 401(k) Supplemental Program. The Deferred Compensation Program allows officers and certain key employees to defer from \$5,000 to 50% of their base salaries and actual cash bonuses until termination, death or disability. Most deferred amounts may be treated either as if invested in Company stock (designated as Questar phantom stock) or as if invested in 10-year U.S. Treasury notes. Six percent of the deferred amount receives a Company matching contribution as if contributed to Questar's 401(k) Plan, which is all designated as Questar phantom stock.

The 401(k) Supplemental Program allows officers and certain key employees whose compensation exceeds the IRS-imposed limit (\$245,000 in 2010) for compensation that may be taken into account for purposes of providing benefits under a tax-qualified retirement plan (the IRS Limit) to continue to defer 6% of their salaries over the IRS Limit and receive a Company match on this deferred amount as if it was invested in the 401(k) Plan. The deferred amounts and the Company matching contributions are also designated in Questar phantom stock. Additional details of the 401(k) Supplemental Program is described in the Retirement Plans section of the Compensation Tables.

Wrap Plan participants' accounts were adjusted as a result of the Spinoff. For each share of Questar phantom stock in a participant's account on June 30, 2010, the account was equitably adjusted to reflect one additional share of QEP phantom stock. To align the executive's interest with company interests, each Questar executive may make a one-time election to reallocate his QEP phantom shares (including earnings and dividends) into Questar phantom shares prior to December 31, 2011. If this election is not made, the QEP phantom shares will automatically be reallocated into Questar phantom shares on or about December 31, 2011, using the December 30, 2011, closing stock prices.

**Supplemental Executive Retirement Plan (SERP)**

The named executive officers also participate in the non-qualified Supplemental Executive Retirement Plan (SERP) that provides a select group of management or highly compensated employees with supplemental retirement benefits to compensate for the limitations imposed by federal tax laws on benefits payable from the tax-qualified Pension Plan.

Participants in the SERP is limited to eligible individuals who have an accrued benefit under the Pension Plan and who receive compensation in excess of the IRS Limit or defer their compensation under the Deferred Compensation Program of the Wrap Plan. The SERP is described in more detail under the Retirement Plans section of the Compensation Tables.

**TERMINATION BENEFITS****Executive Severance Compensation Plan**

The named executive officers participate in the Company's Executive Severance Compensation Plan, a double-trigger plan that provides benefits upon qualifying employment terminations occurring on or within three years following a change in control of the Company. The Company and the Committee believe this plan helps ensure that the Company attracts and retains the executive talent needed to achieve corporate objectives. It also helps ensure executives direct their attention to their duties, acting in the best interests of the shareholders, notwithstanding the possibility of a change in control. This plan was amended October 26, 2010, which amendment included the elimination of any tax gross-up provision. A summary description of the plan and payment estimates to the named executives as of December 31, 2010 is outlined in the Potential Payments upon Termination section of the Compensation Tables.

**Employment Contracts**

Following the Spinoff, the Company no longer has employment agreements with any of its executive officers. Messrs. Rattie, Stanley and Doleshek had employment agreements with the Company prior to the Spinoff. The agreements with Messrs. Stanley and Doleshek were amended and restated during the Spinoff to provide that QEP undertake the employment agreement obligations, effective July 1, 2010, and that Questar was released from any claims or obligations under the agreements.

In conjunction with the Spinoff, Mr. Rattie retired as the Company's President and Chief Executive Officer effective June 30, 2010. He continues, however, to serve as a Board member. His 2010 compensation as the non-executive Chairman of the Board is discussed in the

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Director Compensation section below. At the time of his separation, the Company and Mr. Rattie entered into a separation agreement in lieu of other compensation or benefits that might be payable to Mr. Rattie under his employment

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agreement, incentive plans, severance plans or other severance agreements or arrangements. Under the separation agreement, Mr. Rattie received a \$4,647,525 separation payment and a \$1,500,000 bonus in recognition of his outstanding performance as Questar President and CEO and his work to successfully accomplish the Spinoff. Mr. Rattie's separation payment was delayed six months to comply with Internal Revenue Code Section 409A. As a result, Mr. Rattie received an additional amount representing interest for the six-month delay. His recognition bonus and separation payment is reflected in the Summary Compensation Table.

## **PERQUISITES**

The Company limits the perquisites granted to officers and does not allow the personal use of Company cars, nor does it reimburse for country-club memberships, supplemental welfare benefit plans or executive dining-room service. The Company reimburses officers up to 70% of costs associated with tax preparation and other personal financial advice up to \$3,000 per year (*i.e.*, a maximum reimbursement of \$2,100). During the calendar year of an officer's retirement, the limit increases to 70% of cost up to a cap of \$6,000 (*i.e.*, a maximum reimbursement of \$4,200).

## **TAX CONSIDERATIONS**

Section 162(m) of the Internal Revenue Code (IRC) precludes the Company from deducting compensation exceeding \$1 million per year to any executive officer listed in the Summary Compensation Table, except the chief financial officer. Performance-based compensation, however, is not subject to this limit. The compensation of the named executive officers in 2010 either qualified as performance-based compensation, or did not exceed \$1 million. When structuring compensation paid to the named executives, the Committee considers federal tax rule provisions. The Committee has in the past awarded, and may in the future award, compensation that is not deductible if, in the Committee's judgment, doing so is necessary to achieve an appropriate compensation structure.

IRC Section 409A requires that nonqualified deferred compensation be deferred and paid under plans or arrangements that satisfy statutory requirements with respect to the timing of deferral elections, timing of payments and certain other matters. Failure to satisfy these requirements can expose executives to accelerated income tax liabilities, penalty taxes and interest on their vested compensation under such plans. The Committee endeavors to structure executive officer's compensation in a manner that is either compliant with, or exempt from IRC Section 409A.

Table of Contents**COMPENSATION TABLES****SUMMARY COMPENSATION TABLE**

The following Summary Compensation Table provides compensation information for earnings in 2008, 2009 and 2010 by our named executive officers, except for Messrs. Craven and Livsey, who were not executive officers in 2008 and 2009. The 2010 information reflects compensation for the entire year for Messrs. Jibson, Craven, Jepperson, Bradley and Livsey. The 2010 compensation information for the other individuals reflects only amounts earned through June 30. These officers ended their Questar employment as part of the Spinoff. Messrs. Doleshek and Stanley became QEP executive officers effective July 1, 2010. Mr. Rattie continued as non-executive Chairman of the Company's Board of Directors.

Name and Principal Position (a)	Year (b)	Salary (\$) <sup>1</sup> (c)	Bonus (\$) (d)	Stock Awards (\$) <sup>2</sup> (e)	Option Awards (\$) <sup>2</sup> (f)	Non-Equity Incentive Plan Compensa- tion (g)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) <sup>6</sup> (h)	All Other Compensa- tion (i)	Total (j)
Ronald W. Jibson, President & Chief Executive Officer	2010	398,333		1,522,668 <sup>3</sup>	133,560	649,500 <sup>5</sup>	752,316	17,818	3,474,195
	2009	260,000		35,380	209,900	223,200	260,853	11,960	1,001,293
Martin H. Craven, Vice President & Chief Financial Officer	2008	229,167		215,320		119,475	264,439	15,221	843,622
	2010	237,917		514,229 <sup>3</sup>		322,080 <sup>5</sup>	315,272	16,099	1,405,597
Thomas C. Jepperson, Executive Vice President,	2010	338,333		1,255,557 <sup>3</sup>	178,080	603,166	580,801	17,914	2,973,851
General Counsel & Corporate Secretary	2009	320,000		70,760	250,800	462,599	406,490	18,114	1,528,763
R. Allan Bradley, Executive Vice President	2008	315,833		290,682		328,360	477,412	17,394	1,429,681
	2010	345,000		1,139,089 <sup>3</sup>	200,340	584,200	246,512	11,760	2,526,901
	2009	320,000		53,070	274,820	436,199	137,401	11,960	1,233,450
James R. Livsey, Executive Vice President	2008	310,833		403,725		252,213	171,242	11,240	1,149,253
	2010	287,500		654,874 <sup>3</sup>	166,950	454,333 <sup>5</sup>	475,625	14,700	2,053,982
Keith O. Rattie, Chairman of the Board, Former President & Chief Executive Officer	2010	458,333	1,500,000	1,219,500	1,391,250	0	0 <sup>8</sup>	4,788,784	9,357,867
	2009	900,000		1,061,400	1,254,000	1,718,548	543,823	29,268	5,507,039
Richard J. Doleshek, Former Executive Vice President & Chief Financial Officer	2008	883,333		2,153,200	335,400	1,166,667	498,257	28,548	5,065,405
	2010								
	2009								