

EXHIBIT D

OPERATOR SERVICE FEE

The monthly operator service fee to be charged to Questar Gas Company by Wexpro for the production of hydrocarbons from certain properties as set forth in Section III of the Agreement will include the costs detailed below. Any reference to investment and facilities in this determination will be only to Wexpro II Gas Properties. No leasehold carrying costs or exploration and development expenses related to dry holes will be included as costs or expenses in this determination.

1. Operating Expenses. Reasonable and necessary operating expenses incurred by Wexpro and allocated to the production, gathering, treatment and disposition of hydrocarbons. Such expenses will include operating and maintenance expenses, administrative and general expenses, royalties (including compensatory royalties) and fees based on the monthly level of production, and other common business expenses.

2. Depreciation. The allocated monthly depreciation expense as computed by the unit-of-production method for proved developed producing reserves only where applicable or one-twelfth of any annual depreciation expense computed using applicable depreciation methods other than the unit-of-production method as allowed by and computed under the terms of the Agreement.

3. Amortization and Depletion. The allocated monthly accrual recorded for the billing month as amortization and depletion of producing lands and land rights, amortization of intangible gas plant and other amortized expenses.

4. Taxes.

(a) Taxes Other than Income Taxes. Accruals recorded for the billing month with respect to taxes other than federal and state income taxes allocated to natural gas operations, adjustments of such accruals for tax expenses previously billed, and such taxes paid but not previously billed, including any state and local income taxes.

(b) Federal and State Income Taxes. Federal and state income taxes for the billing month attributable to applicable investment in hydrocarbon production facilities, computed by multiplying the return by the marginal composite income tax rate (Section I-27) divided by 1.0 minus the marginal composite income tax rate.

5. Return. Wexpro's investment in Acquired Wexpro II Gas Properties is computed using the Commission-allowed rate of return (Section I-31). For investment in commercial development gas wells, the return is computed on the basis of the base rate of return plus a risk premium of 8.00% ($r + 8.00$).

The investment used as a base to which a rate of return is applied will be computed in total for each category of investment subject to (i) Commission-allowed rate of return, and (ii) the base rate of return plus a 8% risk premium, and will be one-twelfth of the sum of:

(a) The actual original investment including AFUDC in wells, well facilities and plant facilities utilized or held for future use in connection with the production, gathering, treatment and disposition of natural gas, natural gas liquids and oil, less accumulated reserves for depreciation and amortization of such plant facilities; plus

(b) A general plant allowance of 6.3% times the sum of the amount in paragraph (a);

(d) A cash working capital allowance for each category of investment (no risk premium, and 8% risk premium) equal to $45/365$ of the allocated operating expenses, identified in paragraph 1 above, less royalties and annualized by multiplying the monthly amounts by 12; plus

(c) A credit for the balance of accumulated deferred income taxes and other tax-timing reserves, for each category of investment (Commission-allowed rate of return, the base rate of return plus 8% risk premium).

6. Costs, expenses and investments will be allocated where appropriate, but only when direct assignment cannot be made.