

White River Hub, LLC

Standards of Conduct Written Procedures

Last Updated August 06, 2008

In Order No. 690 (RM07-6-000) and clarified in Order No. 690-A (RM07-6-001) the Federal Energy Regulatory Commission (FERC) promulgated interim Standards of Conduct rules that govern the relationship between a natural gas Transmission Provider and its Marketing Affiliates. The interim Standards of Conduct apply to interstate natural gas pipelines that are affiliated with one or more Marketing Affiliates that conduct transportation transactions on the affiliated pipeline. They are set forth in the FERC's regulations at 18 C.F.R. Part 358.

Standards of Conduct have two guiding principles: (1) "A Transmission Provider's employees engaged in transmission system operations must function independent from employees of its Marketing and Energy Affiliates." and (2) "A Transmission Provider must treat all transmission customers, affiliated and non-affiliated, on a non-discriminatory basis, and must not operate its transmission system to preferentially benefit its Marketing or Energy Affiliates."

White River Hub, LLC (WRH) is a Transmission Provider as defined in section 358.3 of Standards of Conduct, and is referred to in these Standards of Conduct Written Procedures as "Transmission Provider." The Marketing Affiliates of WRH, as defined in section 358.3 of Standards of Conduct are posted at www.whiteriverhub.com, Informational Postings, Energy Affiliate Info., Names and Address..

The procedures contained in this document govern the relationship between WRH and its Marketing Affiliates. Written procedures for WRH are posted at www.whiteriverhub.com.

WRH makes daily electronic copies of, and/or stores in a database, information, including these written procedures, that is posted on its Internet web site. Information posted on the Internet web site, as required by the FERC, will be maintained by the Transmission Provider for a period of three years. Any questions or comments pertaining to the Standards of Conduct should be referred to the following individuals:

FERC Compliance Contacts

WRH Chief FERC Compliance Officer – Scott Hansen (801-324-2543)

WRH Legal Counsel – Tad Taylor (801-324-5531)

§ 358.4 Independent functioning

(a) Separation of functions.

Except in emergency conditions affecting system reliability Transmission Function Employees (“ . . . an employee, contractor, consultant or agent of a Transmission Provider who conducts transmission system operations or reliability functions, including, but not limited to, those who are engaged in day-to-day duties and responsibilities for planning, directing, organizing or carrying out transmission-related operations”) will at all times function independently from the employees of WRH’s Marketing Affiliates.

In the event of an emergency condition affecting system reliability, Transmission Provider may take whatever actions are necessary to maintain system reliability. If Transmission Provider takes any emergency action, the supervisor in charge of handling such emergency will contact Transmission Provider’s Chief FERC Compliance Officer and make sure that the emergency is reported to the FERC and posted on Transmission Provider's Internet web site at

www.whiteriverhub.com, “Informational Postings, Non-Discrimination Reqmts, Emergency Deviations,” within 24 hours of any such action.

Transmission Provider will not allow any employee of its Marketing Affiliates to engage in any of the following acts:

1. Perform any transmission system operations function.
2. Perform any transmission system reliability function.
3. Except under emergency conditions pursuant to §358.4(a)(2), have access to Transmission Provider’s Gas Control center or similar facilities that differ in any way from the access available to other transmission customers.

If Transmission Provider and Marketing Affiliate employee offices are located in the same building, floors occupied by Transmission Provider employees will be locked and accessed by card keys. If Transmission Provider and Marketing Affiliate employees are physically separated, with employee offices in different buildings, Transmission Provider offices will have a fence, person, locks and / or other appropriate approach to ensure security of non-public Transmission Provider information. No Marketing Affiliate employee will have access to office areas occupied by Transmission Provider employees without being escorted to and from a conference room or meeting area by an employee of either a Transmission Provider or designated person. Transmission Provider’s Marketing Affiliates will be treated like any other Transmission Provider shipper for purposes of access to Transmission Provider’s offices.

Transmission Provider and the Marketing Affiliates will maintain their respective electronic business applications on separate computer systems. Transmission Provider will not share web servers, database servers, etc. with its Marketing Affiliates.

Whenever a Transmission Provider grants business system application rights to new shippers, those rights will be tested to ensure that they do not allow the shipper any different or better access than those intended. They will also be tested to ensure that they are consistent with other shippers' rights for that same function.

Transmission Provider may be permitted to share with its Marketing Affiliates a limited number of shared senior officers and directors who are not Transmission Function Employees. However, these shared senior officers and directors will not participate in directing, organizing or executing transmission system operations or marketing functions, nor act as conduits to share such information with the Marketing Affiliates. In addition, shared officers and directors will receive Standards of Conduct training.

Transmission Provider may be permitted to share with its Marketing Affiliates employees who perform a risk management function. These employees will be located on a separate floor from the Marketing Affiliate employees. These individuals will receive Standards of Conduct training and be instructed that they cannot act as conduits in passing transmission-related information on to Marketing Affiliate employees.

Risk management employees will be permitted to: (1) evaluate corporate-wide business risk exposure of Transmission Provider and its Marketing Affiliates; (2) evaluate business risk exposure for third parties on an aggregate basis; (3) manage overall corporate investment for the entire corporate structure; (4) evaluate capital expenditures for expansion projects; and (5) establish spending, trading and capital authorities for each business unit. However, the risk management employees will *not* participate in directing, organizing or executing transmission system operations or marketing functions nor act as a conduit to share such information with Marketing Affiliate employees.

Determination of a shipper's creditworthiness requirements for Transmission Provider is the responsibility of Transmission Provider's Revenue and Gas Accounting Department. These employees are Transmission Function Employees and will function independently of any shared risk management employees.

Transmission Provider will be permitted to share support functions such as Corporate legal, Corporate insurance, Corporate tax services, etc. with the Marketing Affiliates. A list of these business units and a description of these shared service functions, as well as the manager of the area, will be posted on Transmission Provider's Internet web site at www.whiteriverhub.com, "Informational Postings, Organizational Charts, Shared Functions."

(b) Identifying Marketing Affiliates on the public Internet.

Transmission Provider will identify its sales and marketing units and Marketing Affiliates and will post the names and addresses on its Internet web site. The Internet web site address is: www.whiteriverhub.com, "Informational Postings, Energy Affiliate Info, Names and Addresses." This data will be updated as required by FERC regulations. Changes will be reflected on the Internet web site within seven business days of any change along with the date the revised information was posted.

Transmission Provider will identify the facilities shared by Transmission Provider and its marketing or sales units or any Marketing Affiliate and will post the types of facilities and their addresses on its Internet web site. The Internet web site address is: www.whiteriverhub.com, "Informational Postings, Energy Affiliate Info, Shared Facilities." If a Transmission Provider department or business unit elects to share facilities with a Marketing Affiliate, the department and/or business unit will immediately notify the Transmission Provider Chief FERC Compliance Officer.

Data on the Internet web site will be updated as required by FERC regulations. Transmission Provider's Chief FERC Compliance Officer will help ensure, through monitoring, that changes are reflected on the Internet web site within the time period required.

Transmission Provider will post, on its Internet web site, an organization chart showing the organizational structure of the parent corporation(s) with the relative position in the corporate structure of the Transmission Provider and the marketing and sales units and any Marketing Affiliates.

This information may be found on the Internet web site under www.whiteriverhub.com, "Informational Postings, Organizational Charts, Corp. Organization." The information will be updated as required by FERC regulations.

Transmission Provider will post on its Internet web site, the business units, job titles, descriptions and chain of command for all positions, including officers and directors with the exception of clerical, maintenance and field positions. This information may be found on the Internet web site under: www.whiteriverhub.com, "Informational Postings, Organizational Charts," then by clicking one of the following sub-categories: Board of Directors, Organizational Structure or Job Descriptions. The information will be updated as necessary. Transmission Provider supervisory staff will be responsible for notifying the Chief FERC Compliance Officer of any organizational chart changes (i.e. changes in job duties, job title, supervisor change, transfer, terminations, etc.). Questar Pipeline Company's (the hub operator) Human Resource department compliance procedures will be followed on all employee changes. All updates will be posted within seven business days of any change along with the date the revised information was posted. It is the responsibility of the department supervision making the change to ensure the update is posted within the time allowed by Standards of Conduct.

The department aware of or making the employee / organizational change will notify Transmission Provider's Chief FERC Compliance Officer of the changes. Changes will be reflected on the Internet web site within seven business days of any change along with the date the revised information was posted.

Transmission Provider will post the names and addresses of potential merger partners as Marketing Affiliates on the Internet web site within seven days after a potential merger is announced. The Internet web site address is: www.whiteriverhub.com, "Informational Postings, Energy Affiliate Info, Potential Mergers."

WRH's management team will be responsible to report any announced mergers to the Chief FERC Compliance Officer. Such information will be posted within seven days after the announcement.

For all Internet web site postings required by part 358, Transmission Provider will, at all times, comply with the §284.12(a) and (c)(3)(v) standards.

(c) Transfers.

Any department aware of or proposing an employee transfer between the Transmission Provider and a Marketing Affiliate will notify the Chief FERC Compliance Officer of any such transfer.

Transmission Provider will post on its web site any employee transfer that occurs between the Transmission Provider and its Marketing Affiliates, and will not use transfers as a means to circumvent the Standards of Conduct. The information will include the name of the transferring employee, the respective titles held while performing each function (i.e., on behalf of the Transmission Provider, Marketing Affiliate), and the effective date of the transfer. This

information will be posted for a period of 90 days on the Internet web site at www.whiteriverhub.com, “Informational Postings, Energy Affiliate Info, Employee Transfers.”

If a Transmission Provider employee transfers to a Marketing Affiliate and the employee has had access to Transmission Provider’s transmission system information, the employee’s computer rights will be revoked or revised as required. Employees who have had access to transmission system information and then transfer to a Marketing Affiliate position will also sign a document that they will not take with them or use any non-public transmission system information. This document will be sent to the Chief FERC Compliance Officer. These transferring employees will also immediately bring to the attention of the Chief FERC Compliance Officer any inappropriate data access issues that they may find as a result of the transfer. Other actions associated with employee transfers include, but are not limited to, the possible revision of facility access, e-mail address change, telephone number change, collection of cell phones and electronic devices, etc.

The transferring employee’s immediate supervisor will be responsible for ensuring that all information regarding a transfer is given immediately to the Chief FERC Compliance Officer to ensure that the transfer is posted and other appropriate actions are taken.

(d) Books and records.

Transmission Provider will maintain its books of account and records as identified in the FERC’s regulations at 18 C.F.R. parts 201 and 225, separately from those of its Marketing Affiliate, including, but not limited to, separate financial systems, electronic imaging systems and online approval systems.

All accounts and records will be kept in such a manner as to be available for the FERC’s inspection.

(e) Written procedures.

Transmission Provider will post its written procedures on its Internet web site at: www.whiteriverhub.com, “Informational Postings, Non-Discrimination Reqmts, Implementation Procedures.” The written procedures will also be distributed, via e-mail or hard copy, to all Transmission Provider employees and Marketing Affiliate employees. Transmission Provider will keep its written procedures current.

All employees and others who have access to transmission system information will receive Standards of Conduct training and will certify to such training.

Transmission Provider has designated, and will maintain, a Chief FERC Compliance Officer.

§ 358.5 Non-discrimination requirements

(a) Information access.

Transmission Provider will enforce the following activities to ensure information access compliance:

1. No Marketing Affiliate employee or other unauthorized person will have unescorted access to any floor occupied by Transmission Provider employees.
2. Transmission Provider employees will be instructed to not leave transmission-related information on desks or white boards when Marketing Affiliate employees will be present.
3. Transmission Function Employees will be instructed to review e-mail distribution lists to ensure that they are accurate so that e-mails containing transmission system information are not sent inadvertently to employees of the Marketing Affiliate.

4. Transmission Provider business-system passwords will be changed as required when an employee leaving the Transmission Provider through termination or transfer has had access to transmission business information that required a password.

5. Transmission Function Employees will be instructed to protect applicable transmission system information, including PCs and access codes when they are away from their desks.

6. Access to Transmission Provider computer business systems will be revoked or revised as required when an employee leaves or is transferred.

(b) Prohibited disclosure.

Transmission Provider will enforce the following activities to insure compliance with this Standard of Conduct.

Transmission Provider employees will not share or disclose to Marketing Affiliate employees any information about the transmission system as set forth in §358.5(b)(1) and (2), unless such information has first been posted on the Internet web site. Likewise, no Transmission Provider employee will notify any shipper, affiliated or non-affiliated, of any upcoming Internet web site postings of transmission system information.

In addition to the comprehensive Standards of Conduct training that will be given to all Transmission Provider employees, Transmission Provider's Scheduling, Marketing, Sales, Operations, Contract Services, Gas Control, and Gas Accounting supervisors will be responsible for additional and ongoing training of both new and current employees regarding non-disclosure of prohibited information.

If a Transmission Provider discovers that any non-public transmission system information has been disclosed to a Marketing Affiliate, or to one shipper and not all shippers,

contrary to the requirements of §358.5 (b)(1) and (2), this information will be posted to the Internet web site immediately. The department where the disclosure occurred is responsible to immediately notify the Chief FERC Compliance Officer and ensure appropriate disclosure is made.

Transmission Provider will not share any applicable non-public, non-affiliated customer or potential customer information with a Marketing Affiliate unless the non-affiliated customer or potential customer has given its written consent. Transmission Provider will post the written consent on the Internet web site along with a statement that it did not condition its business relationships with any customer or potential customer in any way based on the provision or non-provision of such consent. This information will be posted to www.whiteriverhub.com, “Informational Postings, Non-Discrimination Reqmts, Voluntary Consent.”

Transmission Provider will designate, in key departments, one or more employees with FERC compliance duties and responsibilities. These individuals will facilitate compliance activities, including reviewing and managing of access to transmission provider business-systems specific to their department, and assist in implementing these non-disclosure policies.

(c) Implementing tariffs.

All tariff provisions will be strictly adhered to unless the tariff specifically provides that the Transmission Provider may exercise its discretion.

Transmission Provider does not have the discretion to waive tariff provisions for any shipper unless the provision itself gives the Transmission Provider discretion to waive the provision. If a Transmission Provider wishes to waive a non-waivable provision, it shall apply to the FERC to do so.

In addition to the Standards of Conduct training, all Transmission Provider employees in Marketing, Gas Scheduling, Gas Control, Contract Services, Business Development, Allocations, Measurement, Legal and FERC Regulation will receive further training with regard to discretionary tariff provisions.

Transmission Provider will maintain an electronic business system to capture and store all waiver and discretionary log items. The log will be located at: www.whiteriverhub.com, “Informational Postings, Non-Discrimination Reqmts, Tariff Discretionary Actions.” Entries to the log will be posted by the department exercising waiver or discretion of tariff provisions and will be made within 24 hours after such waiver or discretion is exercised. The waiver/discretionary log information will include Transmission Provider’s name, tariff section, waiver type and the date the waiver/discretion was exercised.

Department supervisors and employees with the authority to grant and/or approve waivers, or use discretion, will be trained on the above procedures.

Transmission Provider will process all similar requests for transportation and storage services in the same manner and within the same period of time. Specifically, Transmission Provider employees will follow Transmission Provider’s tariff provisions with regard to bidding for firm capacity, requesting discounts, requesting short term capacity, requesting contract amendments and requests for service.

Transmission Provider employees will operate independent of any Marketing Affiliate; providing to all customers the same information contemporaneously. Electronic notices relating to service pricing, curtailments, etc. will be posted to the Internet web site in order that all customers will have an equal opportunity to view and respond to published information. Information that is general in nature and might affect multiple customers will also be posted to

the Internet web site. Pricing of services offered by a Transmission Provider is available to all similarly situated customers.

(d) Discounts.

Transmission Provider will post on its Internet web site, contemporaneously with the time a discounted rate becomes contractually binding, any discount for any transportation or storage service. A discount request received and awarded electronically through the Internet web site is posted immediately, upon execution of the award. A discount request received through a manual process, such as open season bids, will be posted at the time the agreement is contractually binding.

The information will remain on Transmission Provider's Internet web site for a minimum of 60 days from the date of posting, and will include the name of the customer involved in the discount, whether it is an affiliate, whether an affiliate is involved in the transaction, the rate offered, the maximum rate, the time period for which the discount would apply, the quantity of gas upon which the discount is based, the delivery points under the transaction, and any conditions or requirements applicable to the discount.