

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-3

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

QUESTAR MARKET RESOURCES, INC.
(Exact name of Registrant as specified in its charter)

Utah	87-0287750
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

**180 East 100 South
P.O. Box 45601
Salt Lake City, Utah 84145-0601
(801) 324-2600**

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

**Thomas C. Jepperson, Esq.
Questar Market Resources, Inc.
180 East 100 South
P.O. Box 45601
Salt Lake City, Utah 84145-0601
(801) 324-2648**

(Name, address, including zip code and telephone number,
including area code, of agent for service)

Copy to:

**Richard J. Grossman, Esq.
Gregory A. Fernicola, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000**

Approximate date of commencement of proposed sale to the public: From time to
time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-149589

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Calculation of Registration Fee

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)(2)	Proposed Maximum Aggregate Offering Price(2)(3)	Amount of (5) Registration Fee
Debt Securities (4) (5)	\$50,000,000	100%	\$50,000,000	\$1,965
TOTAL	\$50,000,000	100%	\$50,000,000	\$1,965

(1) The proposed maximum offering price per unit will be determined by the Registrant in connection with the issuance by the Registrant of the securities registered hereunder.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933, as amended. The aggregate public offering price of all securities registered hereby will not exceed \$50,000,000 or the equivalent thereof on the date of issuance in one or more foreign currencies, foreign currency units or composite currencies. Such amount represents the issue price rather than the principal amount of any debt securities issued at an original issue discount.

(3) Exclusive of accrued interest, if any.

(4) Including such principal amount of debt securities as may be issued at indeterminate prices.

(5) The Registrant previously paid a filing fee of \$27,510 in connection with the previous filing of the Registration Statement on Form S-3 (File No. 333-149589), which Registration Statement contemplated the registration of \$700,000,000 of Debt Securities. In accordance with Rule 462(b) promulgated under the Securities Act, and certain interpretations by the U.S. Securities and Exchange Commission, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the remaining amount of the offering price of the securities eligible to be sold under such prior Registration Statement is hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.

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EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement on Form S-3 is being filed with respect to the registration of additional Debt Securities of Questar Market Resources, Inc., a Utah corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement includes the registration statement facing page, table of contents, this page, the signature page, an exhibit index and applicable exhibits. This Registration Statement relates to the Registrant's Registration Statement on Form S-3 (File No. 333-149589), initially filed by the Registrant on March 7, 2008 and declared effective by the Securities and Exchange Commission on March 25, 2008 (the "Prior Registration Statement"). The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate amount of Debt Securities to be sold by 20% of the remaining amount of Debt Securities eligible to be sold under the Prior Registration Statement. Pursuant to Rule 462(b), the contents of the Prior Registration Statement on Form S-3 (file No. 333-149589), including the exhibits and the power of attorney thereto, are incorporated by reference into this Registration Statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and are filed herewith.

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

All exhibits filed with or incorporated by reference into the Prior Registration Statement are incorporated by reference into, and shall be deemed part of, this registration statement, except the following, which are filed herewith:

Exhibit No.	Description of Exhibits
5.1	Opinion of Thomas C. Jepperson, Esq.
5.2	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Engineer's Consent
23.3	Consent of H. J. Gruy and Associates, Inc.
23.4	Consent of Independent Petroleum Engineers and Geologists
23.5	Consent of Thomas C. Jepperson, Esq. (included in Exhibit 5.1)
23.6	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.2)
24.1	Power of Attorney (included on the signature page to Registration Statement No. 333-149589)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Salt Lake, State of Utah, on the 2nd day of October, 2008.

Questar Market Resources, Inc.

By: /s/ C. B. Stanley
 Name: C. B. Stanley
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ K. O. Rattie</u> K. O. Rattie	Chairman of the Board	October 2, 2008
<u>/s/ C. B. Stanley</u> C. B. Stanley	President, Chief Executive Officer and Director (Principal Executive Officer)	October 2, 2008
<u>/s/ S. E. Parks</u> S. E. Parks	Vice President and Chief Financial Officer (Principal Financial Officer)	October 2, 2008
<u>/s/ B. Kurtis Watts</u> B. Kurtis Watts	Vice President and Controller (Principal Accounting Officer)	October 2, 2008
<u>*</u> Phillips S. Baker, Jr.	Director	October 2, 2008
<u>*</u> R. D. Cash	Director	October 2, 2008
<u>*</u> L. Richard Flury	Director	October 2, 2008
<u>*</u> James A. Harmon	Director	October 2, 2008
<u>*</u> Robert E. McKee	Director	October 2, 2008
<u>M. W. Scoggins</u>		

* By: /s/ C.B. Stanley
 C.B. Stanley
 Attorney-in-Fact

EXHIBIT INDEX

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24.1	Power of Attorney (included on the signature page to Registration Statement No. 333-149589)

Exhibit 5.1

Opinion of Thomas C. Jepperson, Esq.

October 2, 2008

Questar Market Resources, Inc.
180 East 100 South
P.O. Box 45601
Salt Lake City, UT 84145-0601

Re: Questar Market Resources, Inc. Registration Statement on Form S-3
Ladies and Gentlemen:

I am acting as counsel to Questar Market Resources, Inc., a Utah corporation (the "Company"), in connection with the Registration Statement on Form S-3 (the "Additional Registration Statement"), filed on October 3, 2008 by the Company with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"). The Additional Registration Statement relates to the issuance and sale from time to time by the Company, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Act, of up to \$50,000,000 of the debt securities of the Company, together with debt securities of the Company registered pursuant to the Company's Registration Statement on Form S-3 (File No. 333-149589) declared effective by the Commission on March 25, 2008 (the "Initial Registration Statement"), in one or more series (the "Debt Securities"), to be issued under the Indenture, dated as of March 1, 2001 (the "Indenture"), between the Company and Wells Fargo Bank, N.A., as successor trustee to Bank One N.A. (the "Trustee").

This opinion is being delivered with respect to the Additional Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection with this opinion, I have examined originals or copies, certified or otherwise identified to my satisfaction, of:

- (i) the Initial Registration Statement and the Additional Registration Statement relating to the Debt Securities;

- (ii) the Articles of Incorporation of the Company, as amended and currently in effect (the "Articles of Incorporation") ;
- (iii) the Bylaws of the Company, as amended and currently in effect (the "Bylaws");
- (iv) an executed copy of the Indenture;
- (v) the Form T-1 of the Trustee filed as an exhibit to the Initial Registration Statement; and
- (vi) resolutions adopted by the Board of Directors of the Company (the "Board of Directors") or committees thereof relating to the registration of the Debt Securities and related matters.

I, or attorneys under my supervision, have also examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as I have deemed necessary or appropriate as a basis for the opinions set forth below.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as facsimile, electronic, conformed, certified or photostatic copies, and the authenticity of the originals of such copies. In making my examination of executed documents, or documents to be executed, I have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents, and the validity and binding effect thereof on such parties. I have also assumed that any Debt Securities that may be issued will be issued in a form that complies with the Indenture and will be manually signed or countersigned, as the case may be, by duly authorized officers of the Trustee. As to any facts material to the opinions expressed herein that I did not independently establish or verify, I have relied upon oral or written statements and representations of officers and other representatives of the Company and others and of public officials.

My opinion set forth herein is limited to the Utah Revised Business Corporation Act ("Opined on Law"). I do not express any opinion with respect to the laws of any other jurisdiction other than the Opined on Law or as to the effect of any such laws on the opinion set forth herein. I am admitted to the Bar of the State of Utah, and to the extent that the opinion set forth herein relates to matters under the laws of the State of New York, I have relied on the opinion of Skadden, Arps, Slate, Meagher & Flom LLP, special counsel to the Company, which is being filed as Exhibit 5.2 to the Additional Registration Statement.

Based upon and subject to the foregoing and to the limitations, qualifications, exceptions and assumptions set forth herein, I am of the opinion that:

With respect to any series of Debt Securities offered by the Company pursuant to the Additional Registration Statement (the "Offered Debt Securities"), when (i) the Additional Registration Statement (including all necessary post-effective amendments) has become effective under the Act; (ii) an appropriate prospectus supplement or term sheet with respect to the Offered Debt Securities has been prepared, delivered and filed in compliance with the Act and the applicable rules and regulations thereunder; (iii) if the Offered Debt Securities are to be sold pursuant to a firm commitment underwritten offering, the underwriting agreement with respect to the Offered Debt Securities has been duly authorized, executed and delivered by the Company and the other parties thereto; (iv) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance, sale and terms of the Offered Debt Securities and related matters; (v) the Indenture and a supplemental indenture, officers' certificate or board resolution in respect of such Debt Securities has been duly executed and delivered by each party thereto; (vi) the terms of the Offered Debt Securities and of their issuance and sale have been duly established in conformity with the Indenture and any supplemental indenture, officers' certificate or board resolution to be entered into or adopted in connection with the issuance of such Debt Securities so as not to violate any applicable law, the Articles of Incorporation or the Bylaws or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company; and (vii) the Offered Debt Securities have been issued in a form that complies with the Indenture and have been duly executed and authenticated in accordance with the provisions of the Indenture and any supplemental indenture, officers' certificate or board resolution to be entered into or adopted in connection with the issuance of such Debt Securities and duly delivered to the purchasers thereof upon payment of the agreed-upon consideration therefor, the Offered Debt Securities, when issued and sold in accordance with the Indenture, any supplemental indenture, officers' certificate or board resolution to be entered into or adopted in connection with the issuance of such Debt Securities and the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, except to the extent that enforcement thereof may be limited by (a) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally, (b) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity), (c) public policy considerations which may limit the rights of parties to obtain remedies, (d) the waivers of any usury defense contained in the Indenture, any supplemental indenture or the Offered Debt Securities that may be unenforceable, (e) requirements that a claim with respect to any Offered Debt Securities denominated in a currency, currency unit or composite currency other than United States dollars (or a judgment denominated other than in United States dollars in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law, and (f) governmental authority to limit, delay or prohibit the making of payments outside the United States or in foreign currencies, currency units or composite currencies.

I hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Additional Registration Statement, dated the date hereof. I also hereby consent to the use of my name under the heading "Legal Matters" in the prospectus which forms a part of the Initial Registration Statement and which is incorporated by reference in the Additional Registration

Statement. In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Thomas C. Jepperson
Thomas C. Jepperson
Vice President & General Counsel
Questar Corporation
Attorney for Questar Market Resources, Inc.

Opinion of Skadden, Arps, Slate, Meagher & Flom LLP

October 2, 2008

Questar Market Resources, Inc.
180 East 100 South
P.O. Box 45601
Salt Lake City, UT 84145-0601

Re: Questar Market Resources, Inc.
Registration Statement on Form S-3

Ladies and Gentlemen:

We are acting as special New York counsel to Questar Market Resources, Inc., a Utah corporation (the "Company"), in connection with the Registration Statement on Form S-3 (the "Additional Registration Statement"), filed on October 2, 2008 by the Company with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"). The Additional Registration Statement relates to the issuance and sale from time to time by the Company, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Act, of up to \$50,000,000 of the debt securities of the Company, together with debt securities of the Company registered pursuant to the Company's Registration Statement on Form S-3 (File No. 333-149589) declared effective by the Commission on March 25, 2008 (the "Initial Registration Statement"), in one or more series (the "Debt Securities"), to be issued under the Indenture, dated as of March 1, 2001 (the "Indenture"), between the Company and Wells Fargo Bank, N.A., as successor trustee to Bank One N.A. (the "Trustee").

This opinion is being delivered with respect to the Additional Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of:

- (i) the Initial Registration Statement and the Additional Registration Statement relating to the Debt Securities;
- (ii) an executed copy of the Indenture; and

- (iii) the Form T-1 of the Trustee filed as an exhibit to the Initial Registration Statement.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified, conformed or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, or documents to be executed, we have assumed that the parties thereto, including the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents, and the validity and binding effect thereof on such parties. We have also assumed that any Debt Securities that may be issued will be issued in a form that complies with the Indenture and will be manually signed or countersigned, as the case may be, by duly authorized officers of the Trustee. In addition, we have also assumed that (a) the Company has been duly organized and is validly existing in good standing, and has requisite legal status and legal capacity, under the laws of the State of Utah and that the Company has complied and will comply with all aspects of Utah law in connection with the Indenture and the transactions contemplated by the Registration Statement and (b) the terms of the Debt Securities will have been established so as not to, and that the execution and delivery by the Company of, and the performance of its obligations under, the Indenture do not and will not, violate, conflict with or constitute a default under (i) any agreement or instrument to which the Company or its property, including the subsidiaries of the Company, is subject, (ii) any law, rule or regulation to which the Company or its properties is subject, (i ii) any judicial or regulatory order or decree of any governmental authority or (iv) any consent, approval, license, authorization or validation of, or filing, recording or registration with any governmental authority. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others and of public officials.

Our opinions set forth below are limited to those laws of the State of New York that, in our experience, are normally applicable to transactions of the type contemplated by the Registration Statement and, to the extent that judicial or regulatory orders or decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, to those required under such laws (all of the foregoing being referred to as "Opined on Law"). We do not express any opinion with respect to the law of any jurisdiction other than Opined on Law or as to the effect of any such non-Opined on Law on the opinions herein stated. The Debt Securities may be issued from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect.

Based upon and subject to the foregoing and to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that:

With respect to any series of Debt Securities offered by the Company pursuant to the Additional Registration Statement (the "Offered Debt Securities"), when (i) the Additional Registration Statement (including all necessary post-effective amendments) has become effective under the Act; (ii) an appropriate prospectus supplement or term sheet with respect to the Offered Debt Securities has been prepared, delivered and filed in compliance with the Act and the applicable rules and regulations thereunder; (iii) if the Offered Debt Securities are to be sold pursuant to a firm commitment underwritten offering, the underwriting agreement with respect to the Offered Debt Securities has been duly authorized, executed and delivered by the Company and the other parties thereto; (iv) the Board of Directors of the Company, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance, sale and terms of the Offered Debt Securities and related matters; (v) the Indenture and a supplemental indenture, officers' certificate or board resolution in respect of such Debt Securities has been duly executed and delivered by each party thereto; (vi) the terms of the Offered Debt Securities and of their issuance and sale have been duly established in conformity with the Indenture and any supplemental indenture, officers' certificate or board resolution to be entered into or adopted in connection with the issuance of such Debt Securities so as not to violate any applicable law, the Company's Articles of Incorporation or the Company's Bylaws, or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company; and (vii) the Offered Debt Securities have been issued in a form that complies with the Indenture and have been duly executed and authenticated in accordance with the provisions of the Indenture and any supplemental indenture, officers' certificate or board resolution to be entered into or adopted in connection with the issuance of such Debt Securities and duly delivered to the purchasers thereof upon payment of the agreed-upon consideration therefor, the Offered Debt Securities, when issued and sold in accordance with the Indenture, any supplemental indenture, officers' certificate or board resolution to be entered into or adopted in connection with the issuance of such Debt Securities and the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, except to the extent that enforcement thereof may be limited by (a) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally, (b) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity), (c) public policy considerations which may limit the rights of parties to obtain remedies, (d) the waivers of any usury defense contained in the Indenture, any supplemental indenture or the Offered Debt Securities that may be unenforceable, (e) requirements that a claim with respect to any Offered Debt Securities denominated in a currency, currency unit or composite currency other than United States dollars (or a judgment denominated other than in United States dollars in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law, and (f) governmental authority to limit, delay or prohibit the making of payments outside the United States or in foreign currencies, currency units or composite currencies.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.2 to the Additional Registration Statement, dated the date hereof. We also hereby consent to the use of our name under the heading "Legal Matters" in the prospectus which forms a part of the Initial Registration Statement and which is incorporated by reference in the Additional Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom
LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-3) of Questar Market Resources for the registration of \$50,000,000 of debt securities of our report dated February 22, 2008, with respect to the consolidated financial statements and schedule of Questar Market Resources included in its Annual Report (Form 10-K) for the year ended December 31, 2007, filed with the Securities and Exchange Commission.

/s/Ernst & Young LLP

Salt Lake City, Utah
October 1, 2008

Engineer's Consent

As independent petroleum engineers, we hereby consent to the reference of our appraisal reports for Questar Exploration and Production Company as of years ended December 31, 2007, 2006 and 2005 in the Registration Statement (Form S-3) and related Prospectus of Questar market Resources, Inc's incorporated herein by reference.

/s/Ryder Scott Company, L.P.
Ryder Scott Company, L.P.

Denver, Colorado
October 2, 2008

CONSENT OF H.J. GRUY AND ASSOCIATES, INC.

We hereby consent to the use of the name H.J. Gruy and Associates, Inc. and of references to H.J. Gruy and Associates, Inc. and to the inclusion of and references to our reports, or information contained therein, dated January 25, 2005, January 31, 2005, January 13, 2006, January 18, 2006, January 19, 2007, and January 18, 2008, prepared for Questar Exploration and Production Company in the Registration Statement (Form S-3) and related Prospectus of Questar Market Resources, Inc. for the filing dated on or about October 2, 2008, and the incorporation by reference into the applicable previous filings with the Securities and Exchange Commission. We are unable to verify the accuracy of the reserves and discounted present worth values contained therein because our estimates of reserves and discounted present worth have been combined with estimates of reserves and present worth prepared by other petroleum consultants.

H.J. GRUY AND ASSOCIATES, INC.
Texas Registration Number F-000637

By: /s/ Robert Rasor
Robert Rasor, P. E.
Executive Vice President
Engineering Manager

October 1, 2008
Houston, Texas

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

As independent petroleum engineers, we hereby consent to the reference of our appraisal reports for Questar Exploration and Production Company as of December 31, 2007, 2006, and 2005 in the Registration Statement (Form S-3) and related Prospectus of Questar Market Resources, Inc., incorporated herein by reference.

NETHERLAND, SEWELL & ASSOCIATES, INC.

By: /s/ C. H. (Scott) Rees III, P.E.
C. H. (Scott) Rees III, P.E.
Chairman and Chief Executive Officer

Dallas, Texas
October 2, 2008