

Rosetta Resources Inc.  
Form 305B2  
April 05, 2013

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM T-1

### STATEMENT OF ELIGIBILITY

### UNDER THE TRUST INDENTURE ACT OF 1939

### OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b) (2)**

## WELLS FARGO BANK, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

A National Banking Association  
(Jurisdiction of incorporation or

organization if not a U.S. national bank)

94-1347393  
(I.R.S. Employer

Identification No.)

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**101 North Phillips Avenue**

**Sioux Falls, South Dakota**  
(Address of principal executive offices)

**57104**  
(Zip code)

**Wells Fargo & Company**

**Law Department, Trust Section**

**MAC N9305-175**

**Sixth Street and Marquette Avenue, 17<sup>th</sup> Floor**

**Minneapolis, Minnesota 55479**

**(612) 667-4608**

(Name, address and telephone number of agent for service)

**ROSETTA RESOURCES INC.**

(and the Subsidiary Guarantor Registrants Identified on the Following Page)

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**43-2083519**  
(I.R.S. Employer  
Identification Number)

**717 Texas, Suite 2800**

**Houston, Texas**

**(713) 335-4000**

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

(Senior Debt Securities)



**TABLE OF SUBSIDIARY GUARANTOR REGISTRANTS**

<b>Exact Name of Subsidiary Guarantor</b>	<b>State or Other Jurisdiction of Organization</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification Number</b>
<b>Registrant as Specified in its Charter (1)</b>			
Rosetta Resources Offshore, LLC	Delaware	1311	51-0546843
Rosetta Resources Holdings, LLC	Delaware	1311	20-2943018
Rosetta Resources Operating GP, LLC	Delaware	1311	27-0011349
Rosetta Resources Operating LP	Delaware	1311	71-0882453
Rosetta Resources Michigan Limited Partnership	Delaware	1311	30-0421588

- (1) The address for each subsidiary guarantor registrant is 717 Texas, Suite 2800, Houston, Texas 77002, and the telephone number for each subsidiary guarantor registrant is (713) 335-4000.

Item 1. General Information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.  
Comptroller of the Currency

Treasury Department

Washington, D.C.

Federal Deposit Insurance Corporation

Washington, D.C.

Federal Reserve Bank of San Francisco

San Francisco, California 94120

(b) Whether it is authorized to exercise corporate trust powers.  
The trustee is authorized to exercise corporate trust powers.

Item 2. Affiliations with Obligor. If the obligor is an affiliate of the trustee, describe each such affiliation.

None with respect to the trustee.

No responses are included for Items 3-14 of this Form T-1 because the obligor is not in default as provided under Item 13.

Item 15. Foreign Trustee. Not applicable.

Item 16. List of Exhibits. List below all exhibits filed as a part of this Statement of Eligibility.

- Exhibit 1. A copy of the Articles of Association of the trustee now in effect.\*
- Exhibit 2. A copy of the Comptroller of the Currency Certificate of Corporate Existence and Fiduciary Powers for Wells Fargo Bank, National Association, dated February 4, 2004.\*\*
- Exhibit 3. See Exhibit 2
- Exhibit 4. Copy of By-laws of the trustee as now in effect.\*\*\*
- Exhibit 5. Not applicable.
- Exhibit 6. The consent of the trustee required by Section 321(b) of the Act.

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Exhibit 7. A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.

Exhibit 8. Not applicable.

Exhibit 9. Not applicable.

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- \* Incorporated by reference to the exhibit of the same number to the trustee s Form T-1 filed as exhibit 25 to the Form S-4 dated December 30, 2005 of Hornbeck Offshore Services LLC file number 333-130784-06.
- \*\* Incorporated by reference to the exhibit of the same number to the trustee s Form T-1 filed as exhibit 25 to the Form T-3 dated March 3, 2004 of Trans-Lux Corporation file number 022-28721.
- \*\*\* Incorporated by reference to the exhibit of the same number to the trustee s Form T-1 filed as exhibit 25 to the Form S-4 dated May 26, 2005 of Penn National Gaming Inc. file number 333-125274.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Wells Fargo Bank, National Association, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Dallas and State of Texas on the 5th of April, 2013.

WELLS FARGO BANK, NATIONAL ASSOCIATION

Patrick T. Giordano  
Vice President

EXHIBIT 6

April 5, 2013

Securities and Exchange Commission

Washington, D.C. 20549

Gentlemen:

In accordance with Section 321(b) of the Trust Indenture Act of 1939, as amended, the undersigned hereby consents that reports of examination of the undersigned made by Federal, State, Territorial, or District authorities authorized to make such examination may be furnished by such authorities to the Securities and Exchange Commission upon its request thereof.

Very truly yours,

WELLS FARGO BANK, NATIONAL ASSOCIATION

Patrick T. Giordano  
Vice President

Consolidated Report of Condition of  
Wells Fargo Bank National Association  
of 101 North Phillips Avenue, Sioux Falls, SD 57104  
And Foreign and Domestic Subsidiaries,  
at the close of business December 31, 2012, filed in accordance with 12 U.S.C. §161 for National Banks.

	Dollar Amounts In Millions
<b>ASSETS</b>	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	\$ 22,460
Interest-bearing balances	105,937
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	203,661
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	46
Securities purchased under agreements to resell	30,783
Loans and lease financing receivables:	
Loans and leases held for sale	29,991
Loans and leases, net of unearned income	745,960
LESS: Allowance for loan and lease losses	14,234
Loans and leases, net of unearned income and allowance	731,726
Trading Assets	34,637
Premises and fixed assets (including capitalized leases)	7,746
Other real estate owned	3,891
Investments in unconsolidated subsidiaries and associated companies	595
Direct and indirect investments in real estate ventures	11
Intangible assets	
Goodwill	21,545
Other intangible assets	19,870
Other assets	53,226
<b>Total assets</b>	<b>\$ 1,266,125</b>
<b>LIABILITIES</b>	
Deposits:	
In domestic offices	\$ 918,331
Noninterest-bearing	253,411
Interest-bearing	664,920
In foreign offices, Edge and Agreement subsidiaries, and IBFs	76,108
Noninterest-bearing	1,821
Interest-bearing	74,287
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	17,247
Securities sold under agreements to repurchase	12,230

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	Dollar Amounts In Millions
Trading liabilities	18,815
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	39,654
Subordinated notes and debentures	16,747
Other liabilities	32,260
Total liabilities	\$ 1,131,392
<b>EQUITY CAPITAL</b>	
Perpetual preferred stock and related surplus	0
Common stock	519
Surplus (exclude all surplus related to preferred stock)	101,833
Retained earnings	24,167
Accumulated other comprehensive income	7,144
Other equity capital components	0
Total bank equity capital	133,663
Noncontrolling (minority) interests in consolidated subsidiaries	1,070
Total equity capital	134,733
Total liabilities, and equity capital	\$ 1,266,125

I, Timothy J. Sloan, EVP & CFO of the above-named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true to the best of my knowledge and belief.

Timothy J. Sloan

EVP & CFO

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

John Stumpf  
David Hoyt  
Michael Loughlin

Directors