

Rosetta Resources Inc.  
Form FWP  
June 15, 2006

Issuer Free Writing Prospectus  
Filed Pursuant To Rule 433  
Registration Statement No. 333-128888  
June 14, 2006  
Disclaimer

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov) . Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling (713) 335-4000.**

**The prospectus relating to this offering is available by clicking on the following link:  
<http://www.sec.gov/Archives/edgar/data/1340282/000119312506027644/d424b3.htm>.**

Annual Meeting of the Stockholders  
June 14, 2006  
Houston, Texas

**WILCOX 14**  
**Corporate Profile**

*\*Includes cured non-consent properties. Reserve information based on 12/31/05.*

Corporate Profile (as of 12/31/05)

Ø

Established as separate entity July 2005.

Ø

Total employee count: 111

Ø

Principal Offices: Houston, Texas

Denver, Colorado

Ø

Field Offices: Rio Vista, California

Laredo, Texas

Ø

Net producing wells: 487

Ø

Proved Reserves\*: 379 Bcfe

Ø

Historical drilling success: >80%

Ø

Significant proved, probable and other development drilling  
location inventory of just under 600.

Corporate Profile (*continued*)

Ø

Issued 50 MM common shares July 2005 under Section 144A.

Ø

Initial financing included borrowings of \$325 MM.

Ø

Became publicly traded entity in February 2006.

Ø

Stock trades on NASDAQ under symbol "ROSE".

Ø

First Quarter 2006 production of 85.4 MMcf/day, up 17% from Second Half 2005

Ø

Cumulative earnings of \$27 MM through First Quarter 2006.

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Book capitalization at March 31, 2006

Debt	\$240 MM
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Equity	<u>757</u>
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Total	\$997 MM
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Key Elements of Strategy

**The following are key elements of our strategy:**

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Further development of the significant remaining upside potential of our properties.

Ø

Exploration growth focus in the niche areas in which we have technological and operational advantages.

Ø

Target opportunities where we believe our reservoir management and operational expertise will enhance the value and performance of acquired properties.

Ø

Maintain the technological expertise that helped us to achieve a historical drilling success rate of over 80%.

Ø

Strive to minimize our operating costs by concentrating our assets within specific geographic areas.

Ø

Actively manage our exposure to commodity price risk in the marketing of our oil and natural gas production.

2006-2008 Business Plans – Three Year Goals

Ø

**Double production to over 200 MMcfe/d.**

Ø

**Increase proved reserves to 1 Tcfe.**

Ø

**Increase enterprise value to over \$3 Billion.**

Ø

**Increase stock price to over \$45/share.**

Proved Reserves *(at 12/31/05)*

*\*Includes cured non-consent properties, representing 20  
Bcfe.*



Reserves & Values *(at 12/31/05)*

**Proved**

Undeveloped

**133 Bcfe**

**Proved**

Developed

**246 Bcfe**

**Proved**

Undeveloped

**\$474 MM**

**Proved**

Developed

**\$925 MM**

**Reserves = 379 Bcfe**

**NPV10 = \$1,399 MM\***

*\*Includes cured non-consent properties, representing \$73 MM (PV10).*

Drillable Locations – Proved, Probable and Development

Sacramento Basin	128
DJ Basin	213
San Juan Basin	44
Uinta	35
Lobo	84
Perdido	48
Offshore	6
Other Onshore	9
<b>Total</b>	<b>567</b>

*(at 12/31/05)*

**ST 100 1**  
**1<sup>st</sup> Quarter 2006 Financial Results**

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Summary Consolidated Income Statement (\$MM)

			<b>Three Months Ended</b>
			<b>March 31, 2006</b>
			<i>(unaudited)</i>
<b>Total Revenue</b>			<b>\$64.5</b>
<b>Total Operating Costs &amp; Expenses</b>			<b>\$46.1</b>
<b>Operating Income</b>			<b>\$18.4</b>
<b>Net Income</b>			<b>\$9.5</b>
<b>EPS Diluted</b>			<b>\$0.19</b>
<b>Weighted Average Shares - Diluted</b>			<b>50,355,256</b>

## Summary Consolidated Statement of Cash Flows (\$MM)

			<b>Three Months Ended</b>
			<b>March 31, 2006</b>
			<i>(unaudited)</i>
<b>Net cash provided by operating activities</b>			<b>\$41.0</b>
<b>Net cash used in investing activities</b>			<b>(36.2)</b>
<b>Net cash used in financing activities</b>			<b>(0.8)</b>
<b>Net increase in cash</b>			<b>\$4.0</b>
<b>Cash and cash equivalents, beginning of period</b>			<b>99.7</b>
<b>Cash and cash equivalents, end of period</b>			<b>\$103.7</b>

## Consolidated Balance Sheet (\$MM)

			<b>Three Months Ended</b>
			<b>March 31, 2006</b>
			<i>(unaudited)</i>
<b>Total Assets</b>			<b>\$1,111.7</b>
<b>Liabilities and Stockholders' Equity</b>			
Other Liabilities			\$ 114.6
Long term debt			240.0
Stockholder's equity			757.1
<b>Total Liabilities &amp; Stockholders' Equity</b>			<b>\$1,111.7</b>

Hedge Position (*MMBtu/day*)

	2006	2007	2008	2009
<u>Fixed Price Swaps</u>				
PG&E – City Gate	23,760	18,860	15,600	12,975
Houston Ship Channel	14,868	12,208	10,693	9,216
Tennessee Zone 0	6,372	5,232	4,583	3,950