

Binding Letter of Intent

February 2, 2006

This agreement is between:

Fort McMurray First Nation # 468
Box 6040
Fort McMurray, Alberta
T9H 4W1

And

Rochester Energy Corp.
36 Discovery Ridge Mount S.W.
Calgary, Alberta
T3H 5G3

This binding letter of intent is to enter into an:

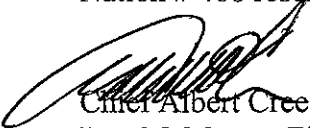
A lease including all Fort McMurray First Nations #468 reserve lands for the purpose of exploration and production of hydrocarbons, oil & gas and bitumen. The term of the lease is 15 years commencing 2006. The 15 year term is renewable and subject to negotiations upon renewal date. The term can be renewed up to 99 years.

Rochester Energy Corp. offers the Fort McMurray First Nation #468 a share private placement of 1 million shares in the common stock of Rochester Energy Corp. at a price of ten cents and 1 million share purchase warrants at a price of forty cents exercisable for five years.

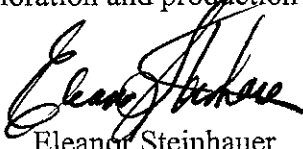
Upon signing this agreement Troy Mochoruk will pay \$50,000.00 Cdn. This will be paid on or before the 9th day of February 2006.

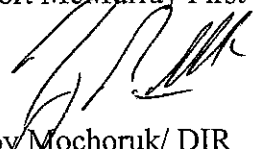
Rochester Energy Corp and Fort McMurray First Nations Holdings Ltd. Agree to enter into a 'Partnership Initiative Program' that will see Rochester Energy Corp. invest one million dollars per year for 99 years.

The initial payment under the 'Partnership Initiative Program' with commence at closing of a formal lease agreement including, fees for surface lease, right-of-way, land schedule and any and all material relating to exploration and production on Fort McMurray First Nation # 468 reserve lands.


Chief Albert Cree
Fort McMurray First Nation # 468


Harriett Janvier


Eleanor Steinhauer
CEO


Troy Mochoruk/ DIR
Rochester Energy Corp.

Robert Cree
Witness

Joe Dion
Witness