

DEFENSE AND INDEMNIFICATION POLICY

N.F.C. Development Corp. (the “Corporation”) shall indemnify all members and directors of the Corporation and each officer and employee thereof, in the performance of their duties, and to the extent authorized by the Corporation, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the laws of the State of New York, and shall defend such members, directors, officers, employees and other persons in connection with any lawsuits brought against as a result of the performance of their duties and responsibilities.

Adopted 09-24-12