

AMENDMENT #1

**TIAA-CREF DEFINED CONTRIBUTION RETIREMENT PLAN
FOR FACULTY AND ADMINISTRATIVE STAFF
OF
ST. LAWRENCE UNIVERSITY**

This sets forth Amendment #1 to the TIAA-CREF Defined Contribution Retirement Plan for Faculty and Administrative Staff of St. Lawrence University ("Plan"). Effective as of January 1, 2008, the Plan is amended as follows:

1. The second sentence of Section 2.21 of the Plan is amended and restated to provide in its entirety as follows:

Subject to the Plan Administrator's right to change and/or add Fund Sponsors, the Fund Sponsors shall be (a) Teachers Insurance and Annuity Association-College Retirement Equity Fund, and (b) effective as of January 1, 2008, Fidelity Trust Management Company.

2. Section 2.33 of the Plan is amended and restated to provide in its entirety as follows:

2.33 Plan shall mean the Retirement Plan for Faculty and Administrative Staff of St. Lawrence University.

3. Section 5.03 of the Plan is amended and restated to provide in its entirety as follows:

5.03 Directed Investments. Each Participant must select the Fund Sponsor or Fund Sponsors to which Employee Contributions and University Contributions shall be paid. The selection of one or more Fund Sponsors to receive contributions may be made and changed in accordance with procedures established by the Plan Administrator. The selection of one or more Fund Sponsors to receive Employee Contributions and University Contributions shall not limit a Participant's right to direct the investment of the Participant's accumulated Account balances in accordance with Section 8.08. The Plan is intended to be a Section 404(c) plan within the meaning of Section 404(c) of ERISA.

4. Section 8.08(c) of the Plan is amended to add the following sentence at the end of

Section 8.08(c):

In the event that a Participant does not make an election to direct the investment of his or her account, all amounts held in the Participant's account shall be directed to TIAA-CREF and invested in the default investment selected by the Plan Administrator.

The Board of Trustees of St. Lawrence University has authorized the foregoing Amendment #1 and caused Amendment #1 to be executed on this 14th day of March 2008.

ST: LAWRENCE UNIVERSITY

By: Kathryn Mulvaney
VP for Finance &
Treasurer