

AMENDMENT #2

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

This sets forth Amendment #2 to the TIAA-CREF Defined Contribution Retirement Plan for Faculty and Administrative Staff of St. Lawrence University ("Plan"). Effective as of January 1, 2007, the Plan is amended as follows:

1. Section 2.17 of the Plan is amended and restated to provide in its entirety as follows:

2.17 Employee Contribution and Employee Contribution Account shall have the following meanings. "Employee Contribution" shall mean the salary reduction (pre-tax) contribution made by the University on behalf of a Participant pursuant to Section 4.01(a). "Employee Contribution Account" shall mean the Account maintained to record salary reduction contributions for a Participant.

2. Section 3.01(a) of the Plan is amended and restated to provide in its entirety as follows:

a. Except as provided in (c) and (d) below, (i) an Employee is eligible to participate in the Plan beginning on the first day of the first month that coincides with or next follows the Employee's completion of one Year of Service and attainment of at least age 21, and (ii) each eligible Employee must begin to participate in the Plan beginning no later than the first day of the first month that coincides with or next follows the Employee's completion of two Years of Service and attainment of at least age 21.

3. Section 4.02(b)(i) of the Plan is amended and restated to provide in its entirety as follows:

i. Employee Contributions may be made on a pre-tax basis only, pursuant to the contribution agreement between the Participant and the University.

4. Sections 4.02(b)(v) and 4.02(b)(vi) of the Plan are amended and restated to provide in their entirety as follows:

- v. A Participant may, at any time prior to the completion of two Years of Service, amend a contribution agreement to change the amount or percentage of the Participant's voluntary pre-tax contributions.
- vi. In the case of a Participant who is precluded from making the full amount of the contribution required pursuant to Section 4.01 on a pre-tax basis due to the basic pre-tax contribution limit imposed by Code Section 402(g)(1)(B), such contributions will be made, to the extent applicable and necessary to satisfy Section 4.01, in the following order of priority (A) pursuant to the catch-up contribution provisions of Code Section 414(v), and (B) pursuant to the catch-up contribution provisions of Code Section 402(g)(7), in all cases to ensure that the Participant makes the contribution required pursuant to Section 4.01.

The Board of Trustees of St. Lawrence University has authorized the foregoing Amendment #2 and caused Amendment #2 to be executed on this 11th day of August 2008.

ST. LAWRENCE UNIVERSITY

By: Kathryn L. Mullaney
— Kathryn L. Mullaney
Vice President for Finance & Treasurer