

**AMENDMENT #2**

**RETIREMENT PLAN FOR ALL REGULAR EMPLOYEES  
OF ST. LAWRENCE UNIVERSITY  
(OTHER THAN FACULTY AND ADMINISTRATIVE STAFF)**

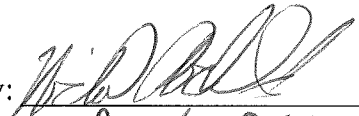
This sets forth Amendment #2 to the Retirement Plan for All Regular Employees of St. Lawrence University (Other Than Faculty And Administrative Staff) ("Plan").

Effective as of January 1, 2010, Article I of the Plan is amended by adding the following new Section 1.04 at the end of Article I:

1.04 Plan Merged and Discontinued. Effective as of January 1, 2010, this Plan and the St. Lawrence University Supplemental Retirement Plan were merged with and into the Retirement Plan for Faculty and Administrative Staff of St. Lawrence University to form a single Internal Revenue Code Section 403(b) plan. The name of the merged/surviving plan is the St. Lawrence University 403(b) Retirement Plan, which now includes features of all there previously separate plans. Accordingly, notwithstanding any other term or provision of this Plan, no contributions of any kind shall be made to this (previously separate) Plan for any period after December 31, 2009. This Plan shall cease to exist as a separate plan as of December 31, 2009.

The Board of Trustees of St. Lawrence University has authorized the foregoing Amendment #2 and caused Amendment #2 to be executed by an authorized officer on this 21 day of December 2010.

ST. LAWRENCE UNIVERSITY

By:   
December 21, 2010