

AMENDMENT #3

**RETIREMENT PLAN FOR FACULTY AND ADMINISTRATIVE STAFF
OF
ST. LAWRENCE UNIVERSITY**

This sets forth Amendment #3 to the Retirement Plan for Faculty and Administrative Staff of St. Lawrence University ("Plan").

Effective as of July 1, 2009, Section 7.01 of the Plan is amended and restated to provide in its entirety as follows:

7.01 Distribution Eligibility.

a. Following the date a Participant incurs a severance from employment, or an earlier termination of the Plan, a Participant may elect to receive benefits under any of the options set forth in the contract, custodial account or other applicable Funding Vehicle documentation established and maintained pursuant to the Plan.

b. A Participant who has attained age 59½ may, prior to the Participant's severance from employment, elect to receive benefits under any of the options set forth in the contract, custodial account or other applicable Funding Vehicle documentation established and maintained pursuant to the Plan.

c. In addition to the other governing terms and conditions of the Plan, including the applicable qualified joint and survivor annuity requirements of Section 7.05 and the distribution requirements of Sections 7.06 through 7.09, all benefit distributions from the Plan shall be subject to the terms and conditions of the contracts, custodial accounts and other documents that describe and implement the Funding Vehicles among which a Participant has allocated the Participant's Account, all of which terms and conditions of the Funding Vehicle documentation are incorporated into the Plan by reference.

The Board of Trustees of St. Lawrence University has authorized the foregoing Amendment #3 and caused Amendment #3 to be executed by an authorized officer on this 16th day of July 2009.

ST. LAWRENCE UNIVERSITY

By: 
