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RECORDATION FORM COVER SHEET
PATENTS ONLY

01-27-1999



100951243

To the Honorable Commissioner of Patents and Trademark. Please record the attached original document.

1. Name of Party(ies) conveying an interest:
Learningbridge, Inc.
68 T.W. Alexander Drive, P.O. Box 13628
Research Triangle Park, NC 27709

2. Name and address:
Name: UAI Technology, Inc.
Internal Address: _____
Street Address: 68 T.W. Alexander Drive, P.O. Box 13628

Additional name(s) of conveying party(ies) attached? Yes No

City: Research Triangle Park State: North Carolina Zip: 27709

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: January 11, 1999

Individual(s) citizenship _____
 Association _____
 Corporation Delaware
 Other _____

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____
A. Patent Application No.(s): N/A

Patent No.(s): 5,708,620
Additional numbers attached? Yes No

Name and address of party to whom correspondence concerning document should be mailed:
Name: Mark H. Webbink, Esq.
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account (Any Deficiencies)

8. Deposit account number: 13-4365
(Attach duplicate copy of this form if paying by deposit account)

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9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Mark H. Webbink [Signature] 1/19/99
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231.

Tim Kroll
Typed or printed name of person signing certification
Tim Kroll 1/19/99
Signature Date

01/27/1999 DMSUYEN 00000269 5708620
01 FC:581 40.00 DP

ASSIGNMENT OF INVENTION

WHEREAS, the undersigned, LEARNINGBRIDGE, INC., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and having a place of business at 68 T.W. Alexander Drive, Research Triangle Park, North Carolina 27709, hereinafter called the "Assignor," is the owner by recorded assignment of the entire right, title, and interest in and to certain inventions, discoveries, or improvements which are disclosed in Letters Patent for a(n):

SLIDE-RULE CALCULATOR FOR COMPUTING A SALARY REPLACEMENT VALUE

issued on January 13, 1998 by the United States Patent and Trademark Office as U.S. Patent Number 5,708,620.

AND WHEREAS, UAI TECHNOLOGY, INC., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and having a place of business at 68 T.W. Alexander Drive, Research Triangle Park, North Carolina 27709, hereinafter called the "Assignee," desires to acquire all right, title and interest in and to said invention and Letters Patent within the United States and its territorial possessions and all foreign countries, and any foreign Letters Patent that may be granted therefor.

NOW, THEREFORE, in consideration for the payment of one dollar (\$1.00) and other good and valuable consideration the receipt of which is hereby acknowledged, and with the intention of being legally bound hereby, the Assignor confirms that it has sold, assigned and transferred, and does hereby sell, assign and transfer to the Assignee the entire right, title, and interest in and to its invention and Letters Patent within the United States of America and its territorial possessions and all foreign countries, and in and to any Letters Patent of all foreign countries that may be granted therefor, including all divisions, continuations, continuations-in-part, substitutes, patents of addition, reissues, reexaminations, renewals and extensions thereof, and the right to apply for Letters Patent in foreign countries with full benefit of such priorities as may now or hereafter be granted to us by local laws or by treaty, including any international convention for the protection of industrial property, together with the right to extend the protection of said United States Letters Patent to the various territorial possessions now owned or which may be hereafter acquired by the United States of America, all said rights to be held and enjoyed by the Assignee for its use and benefit and for the use and benefit of its successors or assigns, to the full end of the term for which said Letters Patent may be granted, as fully and entirely as the same would have been held and enjoyed by us if this assignment and sale had not been made. The Assignor further covenants and agrees with the Assignee that the Assignor has full and unencumbered title to the invention and patent application herein assigned, which title the Assignor warrants unto the Assignee. The Assignor does hereby request and authorize any officials of foreign countries whose duty it is to issue patents on applications as aforesaid, to issue all said Letters Patent, when granted, in accordance with the terms of this assignment.

This document shall be governed, construed and interpreted in all respects in accordance with the laws of the state of North Carolina.

Executed under seal this 11th day of January, 1999.

LEARNINGBRIDGE, INC.

By: Steven F. Maier
Name: Steven F. Maier
President

STATE OF NORTH CAROLINA)
COUNTY OF DURHAM)

I, Barbara J Lewis, a Notary Public of the aforesaid County and State, do hereby certify that Steven F Maier personally appeared before me this day and acknowledged the execution of the foregoing instrument.

Witness my hand and notarial seal this 11 day of January, 1999.

Barbara J Lewis
Notary Public

My Commission Expires:

5-1-99