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1. Name of conveying party(ies):
   Keith A. Rauliere

Additional names(s) of conveying party(ies)  □ Yes  □ No

2. Name and address of receiving party(ies):
   Name:  First Principles, Inc.
   Address:  455 New Karner Road

City:  Albany  State/Prov.:  NY
Country:  USA  ZIP:  12205

Additional name(s) & address(es)  □ Yes  □ No

3. Nature of conveyance:
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Execution Date:  3/9/2006

4. Application number(s) or patent numbers(s):
   If this document is being filed together with a new application, the execution date of the application is:


B. Patent No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
   Name:  Arlen L. Olsen - Schmecher, Olsen & Watts
   Registration No.  37,543
   Address:  3 Lear Jet Lane, Suite 201

City:  Latham  State/Prov.:  NY
Country:  USA  ZIP:  12110

Additional numbers  □ Yes  □ No

6. Total number of applications and patents involved:  1

7. Total fee (37 CFR 3.41) $ 40.60
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Docket No.: FIRST-3288

ASSIGNMENT

Whereas, I

(1) Keith A. Raniere  City of Clifton Park
                      State of New York

have invented certain improvements in a:

SLEEP GUIDANCE SYSTEM AND RELATED METHOD
U.S. Serial No.: 10/718,960

And whereas, FIRST PRINCIPLES, INC., a corporation of New York, having a place of business at 455 New Karner Road, Albany, N.Y. 12205, (hereinafter called FIRST PRINCIPLES), desires to acquire the entire right, title and interest in the said application and invention, and to any United States and foreign patents to be obtained therefor;

Now therefore, for a valuable consideration, receipt whereof is hereby acknowledged, I, the above named, hereby sell, assign, and transfer to FIRST PRINCIPLES, its successors and assigns, the entire right, title and interest in the said application and invention therein disclosed for the United States and foreign countries, and all rights of priority resulting from the filing of said United States application, and I request the Commissioner of Patents to issue any Letters Patent granted upon the inventions set forth in said applications to FIRST PRINCIPLES, its successors and assigns; and I hereby agree that FIRST PRINCIPLES may apply for foreign Letters Patent on said invention and I will execute all papers necessary in connection with the United States and foreign applications when called upon to do so by FIRST PRINCIPLES.

(1) Date: 8/9/06

[Signature]

(Keith A. Raniere)
First Name  Middle  Last Name

Inventor

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RECORDED: 03/09/2006

PATENT
REEL: 017320 FRAME: 0782