

# EXHIBIT A

THE HONORABLE ROBERT S. LASNIK

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON AT SEATTLE

THENDIC ELECTRONICS COMPONENTS, a  
foreign corporation, and GENESI SARL, a  
foreign corporation,

Plaintiffs,

v.

AMIGA INC., a corporation in the state of  
Washington,

Defendant.

NO. 003-0003

**DECLARATION OF EVERT CARTON IN  
SUPPORT OF AMIGA, INC.'S RESPONSE  
TO MOTION TO MODIFY THE ORDER  
GRANTING SPECIFIC PERFORMANCE**

I, Evert Carton, declare as follows:

1. I am the Managing Partner of Hyperion VOF ("Hyperion"), a corporation of good standing under Belgian law. I have personal knowledge of the facts contained herein and am competent to testify thereto.

2. Hyperion entered into a software license agreement with Amiga, Inc. on November 3, 2001, in which Hyperion agreed to develop the next generation of the Amiga Operating System., OS 4.0.

DECLARATION OF EVERT CARTON IN SUPPORT OF  
AMIGA, INC.'S RESPONSE TO MOTION TO MODIFY THE  
ORDER GRANTING SPECIFIC PERFORMANCE - 1

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Seattle, Washington 98104-2323  
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# **EXHIBIT B**

FROM: GARRY HARE

FAX NO. :4154592440

Dec. 13 2004 02:53PM P1

**Stock Purchase and Sale Agreement and Agreement of  
Assignment of Intellectual Property Rights**

This stock purchase and sale agreement and agreement of assignment of intellectual property rights (the "Agreement") dated October 7, 2003, is by Itec LLC, a New York State Limited Liability company, with address at 102 Prince Street, New York, NY 10012, Tel. 212.431.1624 (hereafter referred to as "Seller") and KMOS Inc., a Delaware registered corporation with address at 102 Prince street, New York, NY 10012 Tel. 212.431.1624 ( hereafter referred to as "Purchaser").

Witnesseth;

WHEREAS:

The seller is the owner of the Object Code, Source Code and Intellectual property of an operating system known as OS4 (hereafter referred to as OS4), previously owned by Amiga Inc, pursuant to an Agreement between Itec LLC and Hyperion VOF dated 24<sup>th</sup> of April 2003 (attached), and acknowledged by Amiga Inc. and its CEO in a letter dated October 10, 2003 (attached).

WHEREAS

There are no liens, liabilities or encumbrances on the seller's ownership of OS4, other than the license granted to Eytech Group Ltd. pursuant to an agreement between Amiga Inc., Hyperion VOF and Eytech Group Ltd. dated November 3<sup>rd</sup>, 2001 (attached).

WHEREAS

The license granted to Eytech gives Eytech the right to use OS4 and the name Amiga in a computer it manufactures and sells called Amiga One; it gives Eytech no other rights with respect to OS4.

FROM : GARRY HARE

FAX NO. : 4154592440

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WHEREAS

KMOS Inc. is a newly created company registered in Delaware fully owned by Monrepos LLC, a New York State Limited Liability Company with offices at 167 Madison Avenue, Suite 301, New York, NY 10016, Tel. 203.253.9298.

WHEREAS

KMOS Inc. has 8,000,000 shares issued and outstanding and 25,000,000 shares authorized.

WHEREAS

Monrepos LLC owns 1,000 shares of KMOS Inc, constituting 100% of the shares issued, and held outside the company.

WHEREAS

KMOS Inc. is a duly constituted company in good standing with no liabilities, and is not subject to any liens or encumbrances, or subject to or party to any legal action.

WHEREAS

KMOS Inc. was created for the purpose of acquiring, further developing and marketing a new operating system for the rapidly growing market of wireless devices, gaming devices, set top boxes and other embedded devices, as well as other software products and solutions for the same space.

WHEREAS

KMOS Inc. plans to raise such funding as is required, estimated by the company to be 5,000,000 dollars (five million), and will hire such management, marketing and software engineering resources as necessary.

NOW, THEREFORE

The parties agree that KMOS Inc. will acquire from Itec LLC, and Itec LLC will assign to KMOS Inc. all rights to the Object Code, the Source Code and Intellectual Property of the Operating System OS4 by issuing to Itec LLC 6,999,000 shares of KMOS Inc. As a result, Itec LLC will own 6,999,000 shares of the total of 7,000,000 shares of KMOS Inc. outstanding, while KMOS Inc. owns the Object Code, the Source Code and all Intellectual Property of OS4.

The parties further agree that all business enabled by OS4 and all possible future acquisitions of related business assets, including but not limited to the content engine, the content rights, the scripting tools, the Amiga brand name, and contracts with the Amiga

FROM : GARRY HARE

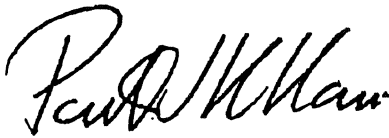
FAX NO. : 4154592440

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development community, whether by means of purchase by cash or shares, or merger, will henceforth be effected by KMOS Inc. It is further agreed that KMOS Inc. will raise such funding, and will hire such management, marketing and software engineering resources as is necessary to build and expand the business enabled by its ownership of OS4.

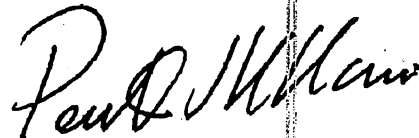
In witness of which agreement, each of the parties hereto is executing this instrument as of the date first set forth above.

*Seller:*  
Itec LLC



Pentti Kouri  
Managing Partner

*Purchaser:*  
KMOS Inc.



Pentti Kouri  
President

*Acknowledged and Agreed to by Monrepos LLC:*



Pentti Kouri  
Managing Partner

# **EXHIBIT C**



**REDACTED**

-----Original Message-----

From: Ben Hermans [mailto:LegendConsulting@netscape.net]  
Sent: Sunday, February 15, 2004 2:38 AM  
To: "Pentti Kouri"  
Subject: RE: Amiga

Dear Sir,

You may recall that the company I represent agreed to assign the rights and obligations of Amiga Inc. pursuant to the license and development agreement of 11/01/2001 in force between Amiga, Hyperion and Eyetech to ITEC.

Some days ago I was contacted by Bill McEwen, apparently on behalf of a company called "KMOS", with a request to renegotiate the aforementioned license and development agreement.

It is clear that since ITEC and not Amiga is now the counterparty of said agreement, I need to obtain your approval prior to engaging in any negotiations to supersede the existing agreement.

Please also note that I have in the meanwhile stepped down as the managing partner of the company and am now acting on its behalf as its attorney.

Best regards,

"Pentti Kouri" <penttikouri@earthlink.net> wrote:

>  
>  
> Dear Mr Hermans ,  
>  
>Please be adviced that I am planning to invest in Amiga through an  
>investment company I manage . In that context I am ready to take care  
>of  
>the  
>monies owed by Amiga to Hyperion . I will send an immediate goodfaith  
>payment of 10% of the outstanding balance with the rest of the payment  
>made immediately upon completion of legal documents . The money will  
>come from Chase in New York , so allowance has to be made for transfer time .  
>  
>Please advice .  
>  
> Pentti Kouri  
>  
>

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Bén Hermans