

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

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R.J. ZAYED, IN HIS CAPACITY AS  
COURT- APPOINTED RECEIVER FOR  
TREVOR G. COOK, ET AL.,  
Petitioner,

Case No. 11-CV-01042 SRN/FLN

vs.

DAVID BUYSSE, STEVEN AND  
PAMELA CHENEY, WALTER DEFIEL,  
JOHN DZIK, TERRY FRAHM,  
STEVEN AND JENENE FREDELL,  
WILLIAM HARRIS, MICHAEL HEISE,  
MICHAEL AND CYNTHIA HILLESHEIM,  
LARRY HOPFENSPIRGER, STEVEN  
KAUTZMAN, JAMES MCINTOSH,  
GEORGE AND KAREN MORISSET,  
AND REYNOLD SUNDSTROM, AND  
DOT ANDERSON,

Respondents.

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**DECLARATION OF MICHAEL HILLESHEIM**

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I, Michael Hillesheim, hereby declare:

1. I never requested that Clifford Berg act as my agent, and Clifford Berg never agreed to act as my agent. I did not believe that Clifford Berg would act as an independent agent on my behalf outside of his duties as an employee with regard to my loans to the Cook Currency Entities, and Clifford Berg never led me to believe that he would act as an independent agent on my behalf. I never believed I had the ability to

control Berg's actions as they related to my accounts other than I expected him to convey any instructions I gave him to the appropriate parties who had the knowledge or authority necessary to perform whatever action I needed taken, nor did Berg ever tell me that he was assuming any fiduciary duty to act on my behalf in any capacity.

2. Although I described Berg as a "good agent" in my deposition, I do not understand the correct legal definition of the term and what actions are necessary to create a legal agency relationship. I believed that Berg was an employee of the Cook Currency Trading Entities, and that my request that my loans be repaid in the face of potentially diminishing returns was a request to the Cook Currency Trading Entities that I expected him to convey. When I received my funds, I believed that the Cook Currency Trading Entities had acted pursuant to the contracts, and the instructions I had given them through their employee Berg.

I state under penalty of perjury that the foregoing is true and correct.

Dated: January 9, 2012.

s/Michael Hillesheim  
Michael Hillesheim