

# **Michael J. Berthelot**

## **Chief Executive Officer, Cito Capital Corporation**

Michael J. Berthelot currently serves as a director of Fresh Del Monte Produce Company (NYSE:FDP), a Coral Gables FL based Fortune 1000 consumer products company, where he serves on the audit and chairs the compensation committee and Pro-Dex Inc. (NASDAQ:PDEX), an Irvine based manufacturer of medical devices where he serves as chair of the governance committee and a member of the audit and compensation committees. Mr. Berthelot also serves on the board of a San Diego based software company and as a member of the advisory board of a privately held Southern California internet start-up. Mr. Berthelot is an adjunct professor at the Rady School of Management at the University of California San Diego where he teaches a course on the CEO, the board of directors, and corporate governance and is the founder and principal of Corporate Governance Advisors Inc., a consulting firm that provides advisory services to boards of directors. He has served as a member of more than 30 public and private boards in the U.S., Canada, England, Brazil, Spain and Germany during his career. Mr. Berthelot retired in 2006 as Chairman of TransTechnology Corporation, then a \$350 million (revenue) New York Stock Exchange listed multinational manufacturer of industrial and aerospace equipment and components after fifteen years in that position, including twelve years when he also served as Chief Executive Officer.

Mr. Berthelot, 59, holds a Bachelor's of Science in Accounting, cum laude, from the University of Akron, a Masters of Business Administration from Cleveland State University, and is a certified public accountant (Ohio). His past affiliations include owning his own certified public accounting firms in Ohio and Florida; partnership in Barnes Wendling Cook & O'Conner, Inc., Certified Public Accountants and Management Consultants in Cleveland, Ohio; principal shareholder and director of EWI, Inc., a privately held automotive supplier; and a major shareholder and director of Golf Card International, Inc., (OTC:GCIC), a golf membership services and publishing organization. Additionally, he served four years in the U.S. Coast Guard, including a tour in Southeast Asia during the Vietnam War, and was an agent with the Internal Revenue Service for three years following a one-year college internship.

Mr. Berthelot is a member of Beta Alpha Psi, the national accounting honors fraternity, and Beta Gamma Sigma, the national business honors fraternity. Mr. Berthelot's professional affiliations include the Ohio Society and American Institute of Certified Public Accountants, the National Association of Corporate Directors and its Directors Institute (Washington DC), and the Corporate Directors Forum (San Diego) where he also serves as a member of the Board of Directors. Mr. Berthelot has served as a member of the faculty of the University of Phoenix Online, where he taught Organization Behavior and Cuyahoga Community College (Cleveland) where he taught mathematics and is currently a mentor to MBA students at the Rady School at UC San Diego. Mr. Berthelot has served as a member of the advisory board of the Fitzgerald Institute of Entrepreneurial Studies of the College of Business at the University of Akron and earlier served as a member, president and treasurer of the Board of Trustees of the Hudson Montessori School in Hudson, Ohio. Mr. Berthelot is currently a Mentor with the Chairmen's Roundtable in San Diego, where he also serves as a board member and chief financial officer.

Mr. Berthelot writes and speaks on corporate strategic and governance issues on a national basis.