DGT HOLDINGS CORP.

FORM 10-K405
(Annual Report (Regulation S-K, item 405))

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Industry	Medical Equipment & Supplies
Sector	Healthcare
Fiscal Year	07/31

FORM 10-K
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
FOR FISCAL YEAR ENDED AUGUST 3,1996
COMMISSION FILE NUMBER 1-10512

DEL GLOBAL TECHNOLOGIES CORP.

(Exact name of registrant as specified in its charter)

New York	13-1784308
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

1 Commerce Park, Valhalla, New York	10595
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 914-686-3600
Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, $.10 Par Value	The Nasdaq Stock Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. X

The aggregate market value of the voting stock held by non-affiliates of the registrant amounted to $64,604,990 at the close of business on October 25, 1996.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the close of business on October 25, 1996.

Common Stock - 7,188,188

PART I

ITEM 1. BUSINESS

The Company is comprised of (i) Del Global Technologies Corp. ("Del"), a New York corporation which was incorporated in 1954; (ii) RFI Corporation ("RFI"), a Delaware corporation and wholly-owned subsidiary of the Company, which was incorporated in 1961; (iii) Dynarad Corp. ("Dynarad"), a New York corporation and wholly-owned subsidiary of the Company which was incorporated in 1992 (formerly known as Porta Ray, Inc. which was founded in 1975); (iv) Bertan High Voltage Corp. ("Bertan"), a New York corporation and wholly-owned subsidiary of the Company which was incorporated in 1994 (formerly known as Bertan Associates, Inc. which was founded in 1969); (v) Del Medical Systems Corp. ("Del Medical"), a New York corporation and wholly-owned subsidiary of the Company which was incorporated in 1994 and (vi) Gendex-Del Medical Imaging Corp. ("Gendex-Del"), a Delaware corporation and a wholly-owned subsidiary of the Company, which was incorporated in March 1996 (formerly known as the Gendex Medical Division of Dentsply International Inc.).

Del Global Technologies Corp. is primarily engaged in the design, manufacture and marketing of medical imaging systems and critical electronic subsystems for medical imaging and diagnostic products. The Company's products are designed to provide cost-effective, high-quality solutions to the needs of its customers. The Company's medical imaging systems include mammography systems, high frequency x-ray generators and x-ray systems (both stationary and portable) sold under both its trade names and private labels. The Company's critical electronic subsystems are custom engineered to complex customer performance specifications and include high voltage power components, such as power supplies, capacitors, transformers and pulse forming networks. These products are utilized by OEMs ("Original Equipment Manufacturers") for medical imaging and diagnostic products having a broad range of applications such as computerized tomography (CT), magnetic resonance imaging (MRI), bone densitometry, radiography, blood analysis, medical laser surgery and nuclear medicine. As a result of its record for quality and reliability, the Company has developed close working relationships with its OEM customers. These relationships often result in the Company's selection as the sole source provider of these critical electronic subsystems to OEMs. The Company also designs, manufactures and markets precision power conversion products for non-medical applications and electronic noise suppression systems for telecommunications equipment.

The Company's medical systems and critical electronic subsystems are designed to meet the needs of the healthcare industry to reduce medical imaging and diagnostic costs. The Company focuses its sales, marketing and development efforts primarily on medical imaging systems and critical electronic subsystems priced at under $100,000 per unit. The Company's medical imaging systems have a list price of approximately $9,000 to $70,000 per unit; however, the Company believes that its products offer comparable performance to competing products typically priced higher. The Company's cost-effective medical imaging systems and subsystems also meet the increasing international demand for such products.

OEMs are also attempting to lower their cost structures by outsourcing their requirements for certain critical electronic subsystems to lower cost manufacturers such as the Company. The Company has successfully utilized its engineering and manufacturing skills to provide such subsystems on a cost-effective basis. In addition, the Company's longstanding customer relationships have provided the Company with substantial opportunities to demonstrate its expertise and expand its sale to OEMs.

During the past four years the Company has grown internally and through acquisitions into a company whose predominant business is serving the medical imaging and diagnostic markets. Most significantly, in March 1996 the Company completed the acquisition of certain assets of Gendex. The Gendex division of Dentsply International Inc., which designed, manufactured and marketed medical imaging systems and related products, had revenues of approximately $18.9 million during the calendar year ended December 31, 1995. The Company's sales of medical imaging products increased from approximately $3.4 million or 17.7 percent of total net sales in fiscal 1992 to approximately $26.0 million or 59.3 percent of total net sales in fiscal 1996. Reflecting worldwide demand for its products and increased international sales efforts, the Company has increased export sales from approximately $5.3 million in fiscal 1992 to approximately $17.4 million in fiscal 1996. Export sales consist of direct sales of the Company's products and sales of subsystems that are incorporated into OEM's products for export.

Industry Background

Medical Imaging Systems. Medical imaging systems of the types manufactured by the Company use x-ray technology to produce images of matter beneath an opaque surface. An imaging system principally consists of a high voltage power supply, an x-ray tube and an image recording system, which is usually film. X-rays are generated as a result of high voltage being applied to the x-ray tube. The performance of the x-ray system, including image resolution, is directly linked to the precision performance of the high voltage power supply. The object to be imaged is placed between the x-ray tube and the film. X-rays, which are not reflected by opaque surfaces, pass through the object and expose the film. However, if the object is comprised of areas of varying densities or chemical compositions, x-rays will be absorbed by the denser areas or areas of certain chemical compositions in proportion to the density or chemical composition of the matter. As a result, the film will be exposed to a varying degree, thereby producing an image of the density or chemical variation within the object. For example, since bone has a greater density than the surrounding tissue in the body, x-rays can be used to produce an image of a skeleton.

X-ray systems are differentiated by a number of key characteristics such as image resolution, accuracy, portability, size and cost. The design of an x-ray system requires complex engineering which determines the performance factors required of the various components of the system.

Critical Electronic Subsystems. Critical electronic subsystems for medical imaging and non-medical applications of the types manufactured by the Company consist of high voltage power conversion components such as power supplies, capacitors and transformers. High voltage power supplies are used to transform commercially generated electric power from low voltage to high voltage. High voltage power supplies raise the input voltage from the available level to the significantly higher level required to operate the customer's electronic equipment. They must be designed to meet specific requirements and involve complex engineering including specialty high voltage magnetics, specialty engineering materials and unique manufacturing processes, as well as special testing and evaluation techniques.

Noise Suppression Products. Noise suppression products are used to reduce or eliminate interfering signals generated by internal or external electronic components and equipment which otherwise could interfere with the normal operation of electronic equipment and systems. A noise suppression product may range in size from the miniature type, which utilizes discoidal ceramic monolithic capacitors (miniature capacitors made of ceramic material), to multi-circuit subsystems handling high power requirements and weighing thousands of pounds. Poor transmission reception in electronic devices can result from the proximate operation of other electronic devices which generate unwanted electrical signals. This problem is severely compounded in many communications environments where there are a large number of electronic devices in a confined area, such as in voice or data communications systems in an airplane or ship. Noise suppression products are required by various types of equipment manufacturers in order to comply with government regulations and specifications and commercial standards. These products may be integrated within the electronic equipment for which they have been designed or, in the case of large noise suppression products, connected externally to such equipment, or to an external power source which may power an entire facility.

Medical Imaging Products

Medical Imaging Systems. The Company's medical imaging systems are sold under the GENDEX(TM), UNIVERSAL and Dynarad brand names. The list prices of the Company's medical x-ray systems range from approximately $9,000 to $70,000 per unit.

Mammography Systems. The Company's mammography systems permit imaging of the breast for both screening and diagnostic procedures. The MAMEX(TM) high frequency mammography system uses a microprocessor controlled, constant potential, high frequency generator for greater energy efficiency at lower kV outputs, resulting in images with higher contrast. The system's sophisticated "Autocomp" automatic kV program ensures proper selection of kV within the first 50 milliseconds of exposure, regardless of breast tissue type. The NOVA SC Mammography system features "PNEUFLO" pneumatic, patient controlled breast compression to reduce procedural discomfort, increase x-ray penetration and produce superior image resolution. The NOVA SC Mammography System also features a fully integrated micro-processor driven data management system.

Stationary Medical X-ray Systems. Under the GENDEX(TM) brand name, the Company produces a full product line of high frequency medical x-ray generators, such as the GENDEX(TM) GX-30, which economically provide superior quality x-ray generation associated with high frequency technology, resulting in lower patient dosage, extended tube life and less blurring due to patient motion when compared to single phase generators. The GX-30 generator was developed for both the replacement and new installation markets.

The Company also produces a broad line of single phase radiographic generators, floor and wall tube mounts, tables and film holders. The EV-200 elevating x-ray table has a four-way float top and adjustable height features to ease the positioning of non-ambulatory and casted patients. The Company also markets a floor rotating tubestand.

The Company's premium x-ray products, the ATC 725/525 line of products, are anatomically programmed high frequency generators. The technician needs only to input the body region to be imaged, the desired view of that region and patient thickness. The generators, through microprocessor controllers, will then automatically select the proper exposure parameters from the database of 2,400 possible combinations. A total of 120 different examinations covering eight body regions and up to 15 views per region can be preprogrammed into the unit's Anatomically Programmed Radiology ("APR") memory. These controls assure the production of consistent films for a given examination regardless of the technician performing the examination.

Portable Medical X-Ray Systems. The Company is also a leader in the portable x-ray market with its HF-110A and PHANTOM systems. Both of these portable systems utilize high frequency, microprocessor controlled technology to produce consistent quality x-rays with the added advantages of being smaller, lighter in weight and more cost-effective than stationary x-ray systems. Both systems are FDA certified, UL recognized and meet international safety and quality standards. The Dynarad 9000 Series of portable x-ray systems consist of lightweight portable full-wave rectified generators, equipped with LCD kV digital displays of pre-indicated kV. The 9000 Series is available on three mobile stands. The Dynarad 1200 Series is a compact, reliable portable system, designed for international use. It can be operated within a wide range of environmental and electrical conditions. The 1200 Series is ideal for hospital clinics, mobile medical and military field operations because it is extremely lightweight and versatile.

The portable Alpha-MPDX intra-oral dental system is built into a shippable container which houses all the parts for shipment as well as becoming the system base in the operational mode. The system's design provides a durable, lightweight field dental x-ray system capable of operating from fluctuating motor generator power or from domestic power sources around the world by utilizing modern, high frequency power conversion techniques.

Critical Electronic Subsystems for Medical Applications. The Company's research and development program is often conducted in conjunction with its customers in order to obtain custom solutions for end use requirements. As a result, the Company is often the sole source provider to its OEM customers. The Company's high voltage power supplies deliver precisely regulated output power while operating over a very wide range of temperatures, altitudes, humidity, shock and vibration conditions. The Company has designed power supplies that deliver power over a range from several watts up to 60 kilowatts with output voltage ranging from hundreds of volts up to several hundred thousand volts. Operating frequencies range from 60 hertz up to 100 kilohertz.

Non-Medical Products

Critical Electronic Subsystems for High Voltage Power Conversion Applications. The Company's critical electronic subsystems for high voltage power conversion applications consist of high voltage DC power supplies, high and low voltage power supplies and high voltage transformers. Such products are used in many leading-edge high technology scientific and industrial applications by OEM manufacturers, universities and private research laboratories. The Company has also been a supplier of miniature HV powers supplies used in detection systems for hazardous materials, serving this market for approximately 20 years.

Noise Suppression Products. Certain of the Company's noise suppression products are designed to assure that equipment manufactured for government applications meets rigid standards for interference generation and susceptibility. In addition, these products are designed to prevent classified cryptographic and data signals used in government and industrial applications from accidentally emanating and compromising government or industrial intelligence. The Company's noise suppression product designs are listed on the United States Government's Qualified Products Lists. Such products are used on satellites, space applications and other critical applications that require approved high reliability products.

The Company offers custom designed and standard noise suppression products to meet customer specifications. The Company's catalog contains approximately 1,200 standard noise suppression products. During fiscal 1996 approximately 65 percent of the Company's noise suppression product sales were attributable to custom designed products and approximately 35 percent were attributable to catalog products.

Applications. The Company has developed state-of-the-art, multi-channel critical electronic subsystems for industrial laser machining, ion implantation, energy exploration, electrostatic deposition, photomultiplier tube, x-ray tube, travelling wave tube, cathode ray tube and ion pump applications, food processing and steel rolling. In addition, critical subsystems of the Company's high voltage DC power supplies are included in analytical and material research equipment, nuclear instrumentation, process control equipment, automatic test equipment, scanning electron microscopes and semi-conductor manufacturing equipment. The Company is a key supplier of critical electronic subsystems for high voltage power conversion applications to such customers as Schlumberger Ltd., Micrion Corp., Litton Industries, Inc., Varian Associates, Inc., Eaton Corporation and various United States and foreign governmental agencies.

The Company's noise suppression products are used in voice and data communications equipment, computer equipment and government communications systems, cellular telephone relay sites (cells) and other state-of-the-art voice and data transmission modalities. The Company's filtering equipment allows the major suppliers of telephone and cellular services to isolate subscribers' calls and markedly improve overall system performance. The Company is a key supplier of noise suppression products for use in telephone switching equipment for AT&T Corp., Northern Telecom Limited, ITT Gilfillan and Westinghouse Electric Corp.

Marketing, Sales and Distribution

The Company's medical imaging systems are distributed in the United States and certain foreign countries, by a network of approximately 400 dealers. Medical imaging systems dealers are supported by the Company's regional managers, product line managers and technical support groups, who train dealer sales personnel and participate in customer calls. Technical support in the selection, use and maintenance of the Company's products is provided to dealers and professionals by customer service representatives. The Company also maintains telephone hotlines to provide technical assistance to dealers and professionals. Additional product and dealer support is provided through participation in medical equipment exhibitions and trade advertising. The Company exhibits it products at the American College of Surgeons Annual Meetings, at the Radiological Society of North American Conferences in Chicago and at the MEDICA Medical Conference in Dusseldorf, Germany.

The Company markets its critical electronic subsystems for both medical and non-medical products through 17 in-house sales personnel, approximately 48 exclusive independent sales representatives in the United States and approximately 90 exclusive international agents principally in the Middle East, Canada, Europe, Asia, Australia and India. Sales representatives are compensated primarily on a commission basis; the international agents are compensated either on a commission basis or act as independent distributors. The Company's marketing efforts emphasize its ability to custom engineer products to optimal performance specifications and the Company's record for quality and reliability. The Company emphasizes team selling where a sales representative, a Company engineer and management personnel work together to market the Company's products. The Company also markets its products through its catalogs and through trade journals and participation in industry shows.

Product Development

The Company has an extensive ongoing research and development program. As of August 3, 1996, the Company employed 52 persons in research and development, who are engaged both in the design of customized products and in the Company's ongoing research and development activities. The Company's expenditures for research and development were approximately $3.4 million in fiscal 1996, $2.9 million in fiscal 1995, and $2.3 million in fiscal 1994. Approximately 80 percent of all new critical electronic subsystems produced by the Company are designed and developed to customer specifications for use as components of the customer's equipment. For example, the Company has developed cost-effective anode modules for CT scanners and a "ruggedized" miniature HV oil exploration probe for a Fortune 50 multi-national corporation. The Company generally retains all custom technology developed to meet customer specifications in connection with new electronic subsystems.

Certain new products are developed by the Company as standard products for industry at large after the Company has evaluated their potential. Such products include standardized HV, high frequency rack mounted power supplies and associated modules for use as precision test equipment by industrial laboratories, universities and research facilities. In addition, many new custom designed noise suppression products are eventually made available as standard products in the Company's catalog.

The Company has computer-assisted design (CAD) systems to facilitate the design of printed circuit boards for its power conversion products and assist in the mechanical design of its products, thereby enhancing product development and customized design services. The Company utilizes the CAD systems in the mechanical design of its noise suppression products in order to optimize the miniaturization and packaging of such products.

The Company's long term customer relationships have facilitated and enhanced product development. Many customers have consulted with the Company concerning their product development programs, enabling the Company to custom design critical electronic subsystems and noise suppression products for new generations of customer products.

Manufacturing

The Company manufactures its HV power conversion components in two facilities, one in Valhalla, New York and a second in Hicksville, New York. The Company manufactures all of its electronic noise suppression filters and capacitor components at its facility in Bay Shore, New York. The Company manufactures its cost effective medical imaging products at its facility in Deer Park, New York and at its facility in Franklin Park, IL.

The Company maintains a complete engineering laboratory for quality control and environmental testing. In particular, the Company has an extensive environmental testing department for the testing of its products against temperature fluctuations, vibration, shock, humidity, electro-magnetic pulse and other adverse environmental conditions.

All of the raw materials used by the Company in the manufacture of its products are purchased from various suppliers and are available from numerous sources. No single supplier accounts for a significant percentage of the Company's raw material requirements. The Company has not encountered any difficulty in obtaining such supplies and believes that if any current source of supply for a particular material or component became unavailable, alternate sources of supply would be available at comparable price and delivery schedules.

Export Sales

During the three fiscal years ended August 3, 1996, July 29, 1995 and July 30, 1994, export sales accounted for approximately 40 percent, 36 percent and 28 percent, respectively, of the Company's revenues. Export sales are made principally in Europe, the Far East, the Middle East and North America.

Backlog

The Company's backlog at August 3, 1996 was approximately $23.0 million compared to a backlog of approximately $18.9 million at July 29, 1995, and approximately $17.2 million at July 30, 1994. Substantially all of the backlog will result in shipments within the next 12 months.

Competition

The markets for the Company's products are highly competitive and subject to technological change and evolving industry requirements and standards. The Company believes that these trends will continue into the foreseeable future. Many of the Company's current and potential competitors have substantially greater financial, marketing and other resources than the Company. As a result, they may be able to adapt more quickly to new or emerging technologies and changes in customer requirements, or to devote greater resources to the promotion and sale of their products than the Company. Competition could increase if new companies enter the market or if existing competitors expand their product lines or intensify efforts within existing product lines. Although the Company believes that its products are more cost-effective than those of its primary competitors, certain competing products may have other advantages which may limit the Company's market. There can be no assurance that continuing improvements in current or new products will not make them technically equivalent or superior to the Company's products in addition to providing cost or other advantages. There can be no assurance that the Company's current products, products under development or ability to introduce new products will enable it to compete effectively.

Trademarks and Patents

The Company's trademark properties are important and contribute to the Company's marketing position. To safeguard these properties, the Company maintains trademark registrations in the United States and in significant international markets for its products. As part of its acquisition of certain assets of Gendex, the Company acquired the UNIVERSAL trade name and has been granted a license to use, in conjunction with the word "medical", the GENDEX(TM) trademark for medical imaging systems for five years from March 1996. The Company owns the FILTRON(R) trademark for noise suppression products. The Company does not consider that its business is materially dependent on patent protection.

Government Regulation

The Company's medical imaging systems are subject to regulation under both the Federal Food, Drug, and Cosmetics Act and the Radiation Control for Health and Safety Act. These statutes, in combination and individually, impose strict requirements dealing with the safety, effectiveness and other properties of the products to which they apply and address elements relating to the testing, manufacturing standards and procedures, distribution, record keeping, report making, labeling, promotion and radiation emitting qualities of these products. Failure to comply can result in, among other things, the imposition of fines, criminal prosecution, recall and seizure of products, injunctions restricting or precluding production or distribution, the denial of new product approvals and the withdrawal of existing product approvals.

Prior to commercial distribution in the United States, most medical products, including the Company's, must be listed with the FDA and the facilities in which they are manufactured must be registered with the FDA. Additionally, prior to distribution, the products are required to be subjected to a review process by the FDA to assess whether they qualify for marketing under a "510(k)" Premarket Notification Process as substantially equivalent to a product marketed before May 28, 1976 or whether an application for Premarket Approval must be favorably acted upon before they may be distributed. All of the Company's products to date have met the appropriate FDA requirement for marketing.

The Company is also subject to certain other FDA regulations and the Company's manufacturing processes and facilities are subject to continuing review by the FDA. The Company must also comply with current GMP regulations promulgated by the FDA. These regulations require, among other things, that (i) the manufacturing process be regulated and controlled by the use of written procedures and (ii) the production of medical products, which meet the manufacturer's specifications, be validated by extensive and detailed testing of every aspect of the process. They also require investigation of any deficiencies in the manufacturing process or in the products produced and detailed record keeping. Manufacturing facilities are therefore subject to FDA inspection on an unscheduled basis to monitor compliance with GMP requirements. If violations of the applicable regulations are noted during FDA inspections of the Company's manufacturing facilities, there may be a material adverse effect on the continued marketing of the Company's products through the imposition of penalties or withdrawal of approvals. The Company is required to expend time, resources and effort in product manufacturing and quality control to ensure compliance. The Company is in substantial compliance with current GMP requirements, as well as other applicable FDA regulations.

The Company's marketing of its products in several foreign markets is subject to qualification and regulation by applicable foreign governments. In certain foreign markets, it may be necessary or advantageous to obtain ISO 9000 certification, which is analogous to compliance with the FDA's GMP requirements.

The Company is in the process of obtaining ISO 9000 certification for certain of its operating facilities; however, there can be no assurance that such facilities will receive ISO 9000 certification or that the Company will be able to continue to meet the requirements for ISO 9000 certification. The Federal government, most states and certain foreign countries monitor and require licensing of x-ray devices and the handling of radioactive material. Failure to comply with such laws could subject the Company to fines and penalties. The Company has obtained the requisite regulatory approval for its systems where it markets its products. Federal, state and foreign regulations regarding the manufacture and sale of medical devices are subject to future change. The Company cannot predict what impact, if any, such changes might have on its business.

No assurance can be given that the FDA or foreign regulatory agencies will give the requisite approvals or clearances for any of the Company's medical imaging systems and other products under development on a timely basis, if at all. Moreover, after clearance is given, both in the case of the Company's existing products and any future products, these agencies can later withdraw the clearance or require the Company to change the system or its manufacturing process or labeling, to supply additional proof of its safety and effectiveness, or to withdraw, recall, repair, replace or refund the cost of the medical system, if it is shown to be hazardous or defective.

The Company is subject to various United States government guidelines and regulations relating to the qualification of its non-medical products for inclusion in Government Qualified Product Lists in order to be eligible to receive purchase orders from a government agency or for inclusion of a product in a system which will ultimately be used by a governmental agency. The Company has had many years of experience in designing, testing and qualifying its products for sale to governmental agencies. Certain government contracts are subject to cancellation rights. The Company has experienced no material termination of a government contract and is not aware of any pending terminations of government contracts.

The Company has not experienced in fiscal 1996, and does not anticipate, any material expenditures in connection with its compliance with Federal, state or local environmental laws or regulations.

Employees

As of August 3, 1996, the Company had approximately 440 employees, including 11 executive officers, 31 persons in general administration, 24 persons in marketing, 322 persons in manufacturing and 52 persons in research and development. The Company believes that its employee relations are good. None of the Company's employees are represented by a labor union.

ITEM 2. PROPERTIES

The Company's executive headquarters are located in a facility in Valhalla, New York in which the Company leases approximately 37,000 square feet and where it designs and manufactures some of its power conversion components. The facility is held under a lease expiring on July 31, 2002. The current annual base rent for such premises is approximately $286,000. RFI owns a 55,000 square foot facility located on four acres in Bay Shore, Long Island, where it engages in electronic filter design and manufacturing. Dynarad Corp. leases approximately 24,000 square feet of its facility in Deer Park, New York, under a lease expiring August 31, 2002 where it designs and manufactures some of its medical imaging products. The current annual base rent for such premises is approximately $250,000. Bertan leases approximately 38,000 square feet of its facility in Hicksville, New York under a lease expiring May 31, 2004 where it designs and manufactures some of its power conversion devices. The current annual base rent for such premises is approximately $383,000. Gendex-Del leases approximately 68,000 square feet of its facility in Franklin Park, IL under a lease which can be extended through January 2003 where it designs and manufactures some of its medical imaging products. The current annual base rent for such premises is approximately $182,000.The Company believes that its current facilities are sufficient for its present requirements.

ITEM 3. LEGAL PROCEEDINGS

RFI is a defendant in an action pending in the Supreme Court of the State of New York, Kings County on July 25, 1994. The plaintiffs, Mark Palmer Hansen and the other individuals named in the pleading, claim that while they were employed by Unisys, they were injured as a result of exposure to an allegedly toxic substance contained in certain filters manufactured by Filtron Co., Inc. The principal defendants in the action are Filtron Co., Inc., RFI and Paramax Systems Corporation. Plaintiff's exposure to the alleged toxic substance occurred prior to the Company's purchase of selected assets of Filtron Co., Inc. from ARX, Inc. Furthermore, Filtron Co., Inc. and ARX, Inc. are contractually obligated to indemnify the Company in connection with this claim. The Company's product liability insurance carrier has appointed counsel to defend this action. The Company believes it has meritorious defenses to the claim.

The Company settled litigation in which the plaintiff , Terry Groom, a former employee of Schlumberger Technology Corp., claimed that he was injured while employed. The plaintiff alleged that the Company was involved in the supply of a component used in connection with certain Schlumberger projects. The Company's product liability insurance carrier covered all costs of the settlement, and therefore, there was no financial impact on the Company as a result of this settlement.

Management does not believe that the resolution of the above legal proceeding will have a material effect on the Company's consolidated financial condition and results of operations.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER

MATTERS

As of June 10,1996, the Company's common stock began trading on the Nasdaq Stock Market under the symbol DGTC. From April 18, 1990 to June 10, 1996, the Company's common stock was traded on the American Stock Exchange under the symbol DEL. The following table shows the high and low closing sales prices per share of common stock for the past twelve quarters.

	Year Ending August, 3 1996		Year Ending July 29, 1995	
	High	Low	High	Low
First Quarter	6 5/8	5 1/2	6 3/8	5 1/8
Second Quarter	8	6	5 7/8	4 1/2
Third Quarter	8 1/2	7 3/8	5 5/8	4 7/8
Fourth Quarter	19 3/8	7 1/4	6 5/8	5 1/8

The above prices have been restated to give retroactive effect to 3% stock dividends declared in June 1996, November 1995, May 1995, November 1994, May 1994 and November 1993.

The approximate number of holders of record of the Company's common stock $.10 par value as of August 3, 1996 was 1,195.

The Company has not paid any cash dividends, except for the payment of cash in lieu of fractional shares, since 1983.

ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES

	Fiscal Year Ended				
INCOME STATEMENT DATA:	August 3, 1996	July 29, 1995(b)	July 30, 1994(b)	July 31, 1993(b)	August 1, 1992
Net sales	$43,745,454	$32,596,312	$24,327,015	$22,287,315	$18,948,930
Cost and expenses:					
Cost of sales	27,355,262	19,177,999	15,179,081	13,455,261	11,754,344
Research and development	3,429,331	2,861,844	2,253,412	1,712,881	1,262,263
Selling, general and administrative	7,503,689	6,622,690	4,862,519	4,390,267	3,473,622
Interest expenses - net	1,148,639	1,191,142	576,832	360,149	308,525
	39,436,921	29,853,675	22,871,844	19,918,558	16,798,754
Income before provision for income taxes	4,308,533	2,742,637	1,455,171	2,368,757	2,150,176
Provision for income taxes	1,393,111	837,428	341,525	708,000	657,792
Cumulative effect of change in method for accounting for income taxes	-	-	76,363	-	-
Net income	$2,915,422	$1,905,209	$1,190,009	$1,660,757	$1,492,384
Netincome per common share and common share equivalents, before cumulative effect of change in method for accounting for income taxes	$ .50	$ .38	$ .22	$ .35	$ .33
Cumulative effect of change in method for accounting for income taxes	-	-	.02	-	-
Net income per common share and common share equivalents (a): primary and fully diluted	$ .50	$ .38	$ .24	$ .35	$ .33
Number of shares used in computation of primary earnings per share (a)	5,934,221	5,195,624	5,043,794	4,709,879	4,558,543
Number of shares used in computation of fully diluted earnings per share (a)	5,934,221	5,217,540	5,043,794	4,712,728	4,572,574

	As of				
	August 3, 1996(b)	July 29, 1995(b)	July 30, 1994(b)	July 31, 1993(b)	August 1, 1992
BALANCE SHEET DATA:					
Working capital	$32,552,295	$20,648,281	$18,530,176	$13,856,981	$11,307,592
Total assets	$57,729,752	$39,054,634	$36,198,373	$24,969,136	$19,412,572
Long-term debt	$ 499,852	$11,902,951	$11,485,722	$ 5,639,290	$ 3,901,622
Shareholders' equity	$47,069,528	$19,525,073	$17,698,507	$15,634,240	$12,773,226
Common shares outstanding (c)	7,165,151	4,322,567	4,321,398	4,020,314	3,568,897

(a) Net income per common share and common stock equivalents have been restated to give effect to stock dividends in 1996, 1995, 1994 and 1993. See footnote 1 of notes to the consolidated financial statements for computation of earnings per share.

(b) The fiscal year ended August 3, 1996 includes the operations of Gendex-Del; the fiscal years ended August 3, 1996, July 29, 1995, July 30, 1994 and July 31, 1993 include the operations of Dynarad; fiscal years ended August 3, 1996, July 29, 1995 and July 30, 1994 include the operations of Bertan.

(c) Common shares outstanding for 1996, 1995, 1994 and 1993 are reduced by 58,255, 55,165, 16,656 and 4,000 shares of treasury stock, respectively.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

The Company's net sales have increased as a result of both internal growth and acquisitions. The Company has completed three acquisitions in the past four years: Dynarad (a designer and manufacturer of medical imaging systems and critical electronic subsystems) in fiscal 1993; Bertan (a designer and manufacturer of precision high voltage power supplies and instrumentation for medical and industrial applications) in fiscal 1994; and Gendex-Del (a manufacturer of medical imaging systems) in fiscal 1996. The Company's net sales have increased from $18.9 million in fiscal 1992 to $43.7 million in fiscal 1996, a compounded annual growth rate of 23.3 percent. The Company has also experienced internal growth of 11.7 percent to approximately $36.4 million for fiscal 1996 versus fiscal 1995.

During the past four years the Company has grown internally and through acquisitions into a company whose predominant business is serving the medical imaging and diagnostic markets. The Company's net sales attributable to medical imaging products have increased from approximately $3.4 million or 17.7 percent of total net sales in fiscal 1992 to approximately $14.4 million or 44.2 percent and approximately $25.7 million or 59 percent of total net sales in fiscal years 1995 and 1996, respectively.

Management believes that recent cost containment trends in the healthcare industry have created opportunities for its cost-effective medical imaging products in domestic and international markets. Some of these trends are increased demand for lower cost medical equipment, outsourcing of critical electronic subsystems by leading OEMs, increased demand for certain diagnostic procedures and lower cost medical services in the global marketplace.

The following discussion and analysis examines the major factors contributing to the Company's financial condition and results of operations for the three years ended August 3, 1996, July 29, 1995 and July 30, 1994. The following discussion and analysis should be read in conjunction with the Company's Consolidated Financial Statements and Notes thereto appearing elsewhere in this document.

For segment reporting purposes, the Company has organized its operations based upon its manufacturing capabilities into two segments: Medical Manufacturing and Specialty Electronics Manufacturing. The Specialty Electronics Manufacturing segment includes sales of critical electronic subsystems for medical applications which are classified as Medical Imaging Products but which are manufactured within this segment, of approximately $11.7 million, $8.8 million and $4.6 million, respectively, for fiscal years ended August 3, 1996, July 29, 1995 and July 30, 1994.

Results of Operations

The following table sets forth, for the years indicated, the percentage of net sales represented by items as shown in the Company's Consolidated Statements of Income.

	Fiscal Years Ended		
	August 3, 1996	July 29, 1995	July 30, 1994
Net sales	100.0%	100.0%	100.0%
Costs and expenses:			
Cost of sales	62.5	58.8	62.4
Research and development	7.8	8.8	9.3
Selling, general and administrative	17.2	20.3	19.9
Interest expense - net	2.6	3.7	2.4
	90.1	91.6	94.0
Income before provision for income taxes	9.9	8.4	6.0
Provision for income taxes	3.2	2.6	1.4
Income before cumulative effect of change in method for accounting for income taxes	6.7	5.8	4.6
Cumulative effect of change in method for accounting for income taxes			0.3
Net income	6.7%	5.8%	4.9%

Fiscal Years 1996, 1995 and 1994

Net sales for the Specialty Electronics Manufacturing segment for fiscal 1996 were approximately $29.4 million compared to approximately $27.0 million for fiscal 1995, an increase of 8.9 percent. This increase was due to internal growth as the result of increased demand for the Company's products. Net sales for the Specialty Electronics Manufacturing segment for fiscal 1995 were approximately $27.0 million compared to approximately $19.4 million for fiscal 1994, an increase of 39.1 percent. The increase in net sales was due to internal growth (approximately $1.3 million) and the inclusion of Bertan for all of fiscal 1995 (approximately $6.3 million). Net sales for the Medical Manufacturing segment were approximately $14.3 million for fiscal 1996 as compared to approximately $5.6 million in fiscal 1995, an increase of 255.4 percent. The increase was due to internal growth of Dynarad (approximately $1.4 million) and the acquisition of the Gendex-Del subsidiary, which occurred in March 1996. Net sales for the Medical Manufacturing segment were approximately $5.6 million for fiscal 1995 as compared to fiscal 1994, an increase of 14.3 percent.

Cost of sales for the Specialty Electronics Manufacturing segment increased to approximately $16.8 million or 53.6 percent of net sales in fiscal 1996 from approximately $15.0 million or 55.5 percent of net sales in fiscal 1995. Cost of sales in the Specialty Electronics Manufacturing segment, increased from approximately $12.1 million or 62.3 percent of sales in fiscal 1994 to approximately $15.0 million or 55.5 percent of sales in fiscal 1995. The decrease in cost of sales as a percentage of net sales in fiscal years 1996 and 1995 were primarily due to improved operating efficiencies. Cost of sales in fiscal 1996 for the Medical Manufacturing segment increased to approximately $10.6 million or 73.8 percent of net sales from approximately $4.2 million or 75.0 percent of sales in fiscal 1995 and approximately $3.1 million or 62.9 percent of net sales in fiscal 1994. The fiscal 1996 improvement in margins from fiscal 1995 is due to the reduced manufacturing cost from efficiencies implemented in this segment in both the Dynarad and Gendex-Del subsidiaries. The increase in cost of sales as a percentage of net sales in fiscal 1995 was due to a change in the mix of products sold in this segment in fiscal 1995 as compared to fiscal 1994.

Research and development costs for the Specialty Electronics Manufacturing segment, increased approximately 5.1 percent to approximately $2.85 million in fiscal 1996 from approximately $2.71 million in fiscal 1995. In fiscal 1995 the increase was approximately 47.6 percent to approximately $2.71 million from approximately $1.84 million in fiscal 1994. The inclusion of Bertan for all of fiscal 1995 was the primary reason for this increase. Research and development costs in the Medical Manufacturing segment increased 381 percent to approximately $583,000 in fiscal 1996 from approximately $153,000 in fiscal 1995. This increase was attributable to increased research and development at Dynarad and to the inclusion of the research and development of the Gendex-Del subsidiary. Research and development costs for the Medical Manufacturing segment decreased by 63.3 percent to approximately $153,000 in fiscal 1995 as compared to approximately $418,000 in fiscal 1994.

Selling, general and administrative expenses, as a percentage of sales, in the Specialty Electronics Manufacturing segment, were approximately $5.0 million or 16.9 percent of net sales in fiscal 1996, approximately $5.4 million or 19.9 percent of net sales in fiscal 1995 and approximately $3.9 million or 19.1 percent of net sales in fiscal 1994. Selling, general and administrative expenses, for the Medical Manufacturing segment, were approximately $2.5 million or 17.7 percent of net sales in fiscal 1996, approximately $1.2 million or 22.2 percent of net sales in fiscal 1995 and approximately $1.1 million or 23.5 percent of net sales in fiscal 1994. Selling, general and administrative expenses, as a percentage of sales, have decreased as the sales volume in the Company has increased.

Interest expense, net of interest income, for fiscal 1996, 1995 and 1994 was approximately $1.1 million, $1.2 million and $577,000, respectively. Interest expense decreased in fiscal 1996 as the result of the completion of an equity offering in June 1996 and subsequent debt repayments. Interest expense increased in fiscal 1995 compared to fiscal 1994 due to higher levels of borrowing due to the Bertan acquisition, working capital requirements and higher interest rates.

Income tax expense increased to 32.3 percent of pre-tax income in fiscal 1996 from 30.5 percent of pre-tax income in fiscal 1995 due to the effect of a lower research and development tax credit available in fiscal 1996 due to the timing of the reinstatement of this tax credit . Fiscal 1996 includes only one month of this tax credit as compared to fiscal 1995 which has a full year of this tax credit. Income tax expense increased to 30.5 percent of pre-tax income in fiscal 1995 from 23.5 percent in fiscal 1994 due to an increase in pre-tax earnings in fiscal 1995 over fiscal 1994. Income tax expense for fiscal 1994 would have been 28.8 percent if not for a reduction of $108,000 due to tax benefits in fiscal 1994, resulting from the RFI acquisition which were realized on the Company's tax return in fiscal 1994. A corresponding charge of $108,000 was included in selling, general and administrative expenses. There was a cumulative effect of change in method for accounting for income taxes of $76,000 in fiscal 1994 due to the adoption of SFAS 109.

Net income for fiscal 1996 was approximately $2.9 million, an increase of approximately 53.0 percent from approximately $1.9 million in fiscal 1995. Net income for fiscal 1995 was approximately $1.9 million, an increase of approximately 60.1 percent from approximately $1.2 million in fiscal 1994. Earnings per share were $.50, an increase of $.12 per share which represents a 31.5 percent increase from primary earnings per share of $.38 in fiscal 1995. The number of outstanding shares and common share equivalents increased from approximately 5.2 million shares in fiscal 1995 to approximately 5.9 million shares in fiscal 1996 or 14.2 percent. The primary and fully diluted earnings per share before cumulative effect of change in method for accounting for income taxes for fiscal 1994 was $.22 per share. For fiscal 1994, primary and fully diluted earnings per share were $.24 per share. The increase in net income for fiscal 1996 as compared to fiscal 1995 was due to internal growth and the addition of the Gendex-Del subsidiary in March 1996. The increase in net income for fiscal 1995 as compared to fiscal 1994 was due to internal growth, improved operating efficiencies and the inclusion of the Bertan subsidiary's operations for all of fiscal 1995.

Liquidity and Capital Resources. The Company has funded its operations and acquisitions through a combination of cash flow from operations, bank borrowing and the issuance of Common Stock.

Working Capital. At August 3, 1996 and July 29, 1995, the Company's working capital was approximately $32.6 million and $20.6 million, respectively. At such dates the Company had approximately $5.8 million and $506,000, respectively, in cash and cash equivalents.

Trade receivables at August 3, 1996 increased approximately $2.8 million as compared to July 29, 1995 primarily as the result of the inclusion of the Gendex-Del receivables of approximately $3.1 million in fiscal 1996.

Inventory at August 3, 1996 increased approximately $5.8 million as compared to July 29, 1995. Approximately $4.3 million of this increase was due to the inclusion of the Gendex-Del inventory and the balance due to higher business levels at the Company's other operating units.

Prepaid expenses and other current assets increased approximately $355,000 at August 3, 1996 as compared to July 29, 1995. This increase in prepaid expenses and other current assets was primarily attributable to advanced payments for inventory of Del Medical Systems and RFI Corporation under their exclusive distribution agreement for diagnostic medical image enhancers and filtered connectors and the prepaid expenses of Gendex-Del.

Accounts payable increased by approximately $1.2 million, which was primarily attributable to the inclusion of accounts of Gendex-Del, partly offset by lower levels of payable at the other operating units.

Accrued liabilities increased by approximately $1.6 million, which was primarily attributable to the inclusion of Gendex-Del and taxes payable.

Credit Facility and Borrowing. On March 5, 1996, in connection with the acquisition of Gendex, the Company and its bank entered into an Amended and Restated Credit Agreement wherein the bank increased the Company's line of credit to $24.0 million, consisting of a five year $10.0 million term loan and a four year revolving line of credit of $14.0 million. In connection with the Gendex acquisition, on March 6, 1996 the Company delivered a seven year $1.8 million subordinated note to Dentsply International Inc. On June 12, 1996, after completing the sale of 2,275,000 shares of common stock, the Company was able to repay the Dentsply loan and all but $600,000 of its bank borrowing. On August 2, 1996, the Company and its lending bank further amended their Credit Agreement to allow for a five year $10.0 million acquisition credit line to replace the five year term loan. Borrowings under the Company's Amended Credit Agreement are now on an unsecured basis. At August 3, 1996, the Company had approximately $13.5 million available under its revolving line of credit, after deducting letters of credit outstanding of $358,000 and $9.5 million available under its acquisition credit line.

Capital Expenditures. The Company continues to invest in capital equipment, principally for its manufacturing operations, in order to improve its manufacturing capability and capacity. The Company has expended approximately $2.0 million, $1.3 million and $1.7 million, respectively, for capital equipment expenditures in fiscal years 1996, 1995 and 1994, respectively.

Shareholders' Equity. In July 1996, the Company completed the public offering of 2,275,000 shares of its common stock including 275,000 shares of the over-allotment option. The net proceeds of this offering were approximately $21.6 million after deducting underwriting fees and expenses. During fiscal 1996 approximately 487,000 stock option and warrant shares were exercised, with proceeds of approximately $2.6 million.

Effects of New Accounting Pronouncements

Long-Lived Assets. In March 1995, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." This statement is effective for fiscal years beginning after December 15, 1995. The Company does not expect the effect on its consolidated financial condition from the adoption of this statement to be material.

Stock-Based Compensation. In October 1995, the FASB issued SFAS No. 123, "Accounting for Stock-Based Compensation," which requires adoption of the disclosure provisions no later than fiscal years beginning after December 15, 1995 and adoption of the measurement and recognition provisions for non-employee transactions no later than after December 15, 1995. The new standard defines a fair value method of accounting for the issuance of stock options and other equity instruments. Under the fair value method, compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period which is usually the vesting period. Pursuant to SFAS No. 123, companies are encouraged, but not required, to adopt the fair value method of accounting for employee stock-based transactions. Companies are also permitted to continue to account for such transactions under Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued to Employees," but would be required to disclose in a note to the financial statements pro forma net income and per share amounts as if the company had applied the new method of accounting. SFAS No. 123

also requires increased disclosures for stock-based arrangements regardless of the method chosen to measure and recognize compensation for employee stock-based arrangements. The Company has elected to continue to account for such transactions under APB No. 25 and will disclose the required pro forma effect on net income and earnings per share.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Reference is made to Financial Statements and Supplementary Data attached hereto and made a part hereof.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Name	Age	Position
Leonard A. Trugman (1)	58	Chairman of the Board, Chief Executive Officer and President
David Engel	47	Executive Vice President and Chief Financial Officer
Louis J. Farin, Sr	53	Vice President and General Manager of Del Power Conversion Division
Paul J. Liesman	35	Vice President and Vice President and General Manager of Bertan High Voltage Corp.
John D. MacLennan	44	Vice President and Vice President and General Manager of Gendex-Del Medical Imaging
Seymour Rubin	66	Vice President and President of RFI Corporation, Director
George Solomon	51	Vice President - International Sales and Marketing and President of Del Medical Systems Corp.
Michael H. Taber	51	Vice President - Finance, Secretary and Chief Accounting Officer
Natan V. Bertman (1)(2)	67	Director
David Michael (1)(2)(3)	59	Director
James Tiernan (3)	72	Director

(1) Member of the Audit Committee
(2) Member of the Compensation Committee
(3) Member of the Stock Option Committee

The officers of the Company, with the exception of Mr. Trugman, are elected or appointed by the Board of Directors to hold office until the meeting of the Board of Directors following the next annual meeting of shareholders. Subject to the right of the Company to remove officers pursuant to its By-Laws, officers serve until their successors are chosen and have qualified. Mr. Trugman holds his position pursuant to an employment agreement which expires on July 31, 2000.

Leonard A. Trugman has been Chairman of the Board, Chief Executive Officer and President from September 1985 to the present. Mr. Trugman was Vice President of Operations at General Microwave Corporation, an AMEX traded microwave components company from 1981 to 1985. Mr. Trugman holds a Master of Science Degree in Mechanical Engineering and a Masters Degree in Business Administration.

David Engel has been Executive Vice President and Chief Financial Officer since January 1996. Mr. Engel was Executive Vice President of Bertan High Voltage Corp. from November 1994 to January 1996. Mr. Engel was Vice President - Finance and Administration at Bertan High Voltage Corp. from March 1981 to November 1994.

Louis J. Farin, Sr. has been Vice President and General Manager of Del Power Conversion Division from August 1994 to the present. Mr. Farin had been Senior Vice President-Operations of the Company since December 1986.

Paul J. Liesman has been Vice President and Vice President and General Manager of Bertan High Voltage Corp. since May 1996. From March 1996 to May 1996, Mr. Liesman was Vice President - Operations of Bertan High Voltage Corp. From January 1995 to March 1996, he was Operations Manager at Del Power Conversion. Mr. Liesman was Chief Mechanical Engineer at Del Power Conversion from March 1990 to January 1995. Mr. Liesman holds a Masters Degree in Business Administration and a Bachelor of Science Degree in Mechanical Engineering.

John D. MacLennan has been Vice President since April 1996 and the Vice President and General Manager of Gendex-Del Medical Imaging Corp. since March, 1996. Mr. MacLennan was Vice President and General Manager of the Gendex Medical Division of Dentsply International Inc. from January 1995 to March 1996. From March 1990 to December 1994, he was Vice President - Medical Marketing of the Gendex Medical Division of Dentsply International Inc. Mr. MacLennan holds a Master Degree in Business Administration.

Seymour Rubin has been Vice President of the Company since December 1989 and was elected a director of the Company in February 1990. Mr. Rubin was a co-founder of RFI Corporation. Mr. Rubin was the Executive Vice President of RFI Corporation from 1968 to February 1990 and has been the President of RFI Corporation since February 1990. Mr. Rubin holds a Masters of Science Degree in Engineering.

George Solomon has been Vice President - International Sales and Marketing since April 1996. From October 1993 to March 31, 1996, Mr. Solomon was Vice President and General Manager of Dynarad Corp. Mr. Solomon has been President of Del Medical Systems Corp. since June 1994. From March 1993 to October 1993, Mr. Solomon was a consultant to the Company. From February 1989 to February 1993, Mr. Solomon was General Manager of Fujinon.

Michael H. Taber has been Vice President - Finance and Chief Accounting Officer of the Company from January 1996. Mr. Taber was appointed Secretary in October 1994. Mr. Taber was Chief Financial Officer of the Company from January 1993 to December 31, 1995. Mr. Taber was the Assistant General Manager of RFI Corporation from October 1991 to April 1992. Mr. Taber was President of Filtron Co., Inc. from August 1990 to October 1992. Mr. Taber holds a Masters Degree in Accounting and is a Certified Public Accountant.

Natan V. Bertman has served as a director of the Company since 1985. He is a partner in the law firm of Bertman & Levine.

David Michael has served as a director of the Company since 1985. He is President of David Michael & Co., PC and is a Certified Public Accountant.

James Tiernan has served as a director of the Company since 1985. He is a former Senior Vice President of Chase Manhattan Bank, New York, NY.

Dr. Raymond Kaufman, the former Chairman and Co-founder of the Company, resigned from the Company's Board in April 1996. At such time Dr. Kaufman was named Director Emeritus of the Company. He holds a Doctorate in Physics.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth, for the three fiscal years ended August 3, 1996, certain compensation information with respect to the Company's Chief Executive Officer and each of the four other most highly compensated executive officers, and two additional individuals, based upon salary and bonus earned by such executive officers and individuals in the fiscal year ended August 3, 1996.

SUMMARY COMPENSATION TABLE

		Annual Compensation			Long-term Compensation Awards		
Name and Principal Position	Year	Salary($)	Bonus($)	Other Annual Compensation($)	Restricted Stock Awards($)	Securities Underlying Options/ SARS (#)	All Other Compensation ($)(1)
Leonard A. Trugman	1996	289,406	343,318(2)	-	-	-	39,708
Chairman, CEO	1995	275,625	257,273(2)	-	-	54,636	40,356
and President	1994	262,500	164,000(2)	-	-	-	38,728
Seymour Rubin	1996	223,379	32,284	-	-	10,300	7,274
Vice President	1995	210,000	50,000	-	-	10,927	8,539
and President of RFI Corporation	1994	200,000	50,000	-	-	29,851	5,709
George Solomon	1996	164,721	5,000	-	-	10,300	1,410
V.P. - Intl. Sales &	1995	155,392	5,000	-	-	-	1,000
Mktg., President of Del Medical Systems	1994	119,534	-	-	-	11,941	1,000
David Engel	1996	109,423	7,500	-	-	10,300	1,496
Executive Vice	1995	86,634	1,500	-	-	5,464	666
President/CFO	1994	55,769(3)	-	-	-	5,628	-
Louis J. Farin, Sr.	1996	105,000	20,815	-	-	10,300	1,532
Sr. Vice President,	1995	100,000	4,000	-	-	-	-
V.P. & Genl. Mgr. - Del Power Conversion	1994	82,500	4,500	-	-	17,225	1,000
Howard Bertan(5)	1996	154,918	117,665	-	-	10,300	1,655
Senior Technical	1995	139,192	72,154	-	-	-	1,000
Consultant	1994	45,769(3)	25,493(3)	-	-	40,575	-
Leonard Michaels(6)	1996	150,902	-	-	-	-	61,187(4)
Senior Technical	1995	168,404	-	-	-	-	60,800(4)
Consultant	1994	160,385	-	-	-	-	61,285(4)

(1) Includes insurance premiums where families of the officers are beneficiaries and automobile expense allowances.
(2) Includes deferred compensation in the amounts of $125,000, $125,000 and $100,000 for the 1996, 1995 and 1994 fiscal years, respectively.
(3) Based on 17 weeks of employment for fiscal 1994. Bertan was acquired in April 1994.
(4) Includes an annual non-compete payment of $52,000.
(5) Mr. Bertan was President of Bertan High Voltage Corp. until May 28, 1996, at which time he became a senior technical consultant to the Company.
(6) Mr. Michaels was President of Dynarad Corp. until April 1, 1996, at which time he became a senior technical consultant to the Company.

Stock Options Granted to Certain Executive Officers During the Last Fiscal Year

The following table sets forth certain information regarding options for the purchase of the Company's Common Stock that were awarded to the Company's Chief Executive Officer and each of the four other most highly compensated executive officers and two additional individuals, based upon salary and bonus earned by such executive officers and individuals in the fiscal year ended August 3, 1996.

OPTION GRANTS IN LAST FISCAL YEAR

	Individual Grants (1)				Potential Realizable Value at Assumed Annual Rates of for Option Term	
Name	Options Granted(#)	% of Total Options Granted to Employees In Fiscal Year	Exercise or Base Price ($)(Sh)	Expiration Date	5%($)(1)	10%($)(1)
Leonard A. Trugman	--	--	--	--	--	--
Seymour Rubin	10,300	4%	$6.37	12/29/10	$113,723	$294,729
George Solomon	10,300	4%	$6.37	12/29/10	$113,723	$294,729
David Engel	10,300	4%	$6.37	12/29/10	$113,723	$294,729
Louis J. Farin, Sr	10,300	4%	$6.37	12/29/10	$113,723	$294,729
Howard Bertan	10,300	4%	$6.37	12/29/10	$113,723	$294,729
Leonard Michaels	--	--	--	--	--	--

(1) Fair market value of stock on grant date compounded annually at rate shown in column heading, for the option term, less exercise price.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

The following table sets forth certain information regarding options for the purchase of the Company's Common Stock that were exercised and or held by the Company's Chief Executive Officer and each of the four other most highly compensated executive officers and two additional individuals, based upon salary and bonus earned by such executive officers and individuals in the fiscal year ended August 3, 1996.

Name	Shares Acquired on Exercise(#)	Value Realized($)(1)	Number of Unexercised Options at Fiscal Year-End Exercisable/Unexercisable	Value of Unexercised In-the-Money Options at Fiscal Year-End ($)(2) Exercisable/Unexercisable
Leonard A. Trugman	-	-	687,468/40,977	$4,284,488/$155,507
Seymour Rubin	-	-	113,379/25,957	$472,489/$78,280
George Solomon	-	-	2,814/8,441	$5,318/$15,953
David Engel	-	-	4,180/17,212	$13,444/$23,811
Louis J. Farin, Sr.	-	-	27,981/17,419	$122,729/$41,546
Howard Bertan	-	-	40,575/10,300	$94,743/20,652
Leonard Michaels	25,314	247,053	-	-

(1) Difference between the fair market value of the common stock purchased and the exercise price on the date of exercise.

(2) Difference between the fair market value of the underlying common stock and the exercise price for in-the-money options on August 3, 1996 ($8.375).

Directors of the Company did not receive compensation for their services as such except a fee of $750.00 for each meeting of the Board of

Directors which they attend. Messrs. Trugman and Rubin have waived their right to receive such compensation.

Employment Agreements

Mr. Leonard Trugman has an amended and restated employment agreement with the Company, effective as of August 1, 1992 which was subsequently amended on July 20, 1994 and September 1, 1994, pursuant to which he has agreed to serve as Chairman, President and Chief Executive Officer of the Company. Mr. Trugman's annual base salary was $289,406 for the fiscal year ended August 3, 1996. His annual base salary for the fiscal year August 4, 1996 through August 2, 1997 is determined by multiplying $289,406 by the greater of five percent or the increase in the Consumer Price Index as of August 1, 1996 over the amount of such index as of August 1, 1995. Mr. Trugman also receives a bonus each year equal to five (5%) percent of the Company's pre-tax net income for such year. Mr. Trugman's contract also provides for a deferred compensation account whereby the Company shall deposit (a) $100,000 annually and (b) after receipt of the Company's audited financial statements with respect to each fiscal year, an amount equal to the lesser of (x) $25,000 or (y) five (5%) percent of the Company's pre-tax net income for such fiscal year less $100,000. Also included in Mr. Trugman's agreement are certain benefits in the event of a change of control. Either upon completion of the term of the agreement or upon request at any time, Mr. Trugman may opt for a five year extension in the form of a consulting contract at a rate specified within the agreement. The employment agreement contains standard confidentiality and non-compete provisions.

Mr. George Solomon, who joined the Company on October 11, 1993, has an employment agreement which terminates on July 31, 1997. Pursuant to the terms of the agreement, Mr. Solomon is currently Vice President of International Sales and Marketing for Medical Products and President of Del Medical Systems Corp. The employment agreement provides for a current base salary of $163,170 and a bonus based on the performance of Dynarad with an annual minimum of $5,000.

Mr. John MacLennan, who joined the Company on March 6, 1996 with the acquisition of Gendex-Del Medical Imaging Corp., has an employment agreement which commenced on March 19, 1996 and terminates on March 18, 1999. Pursuant to the terms of the agreement, Mr. MacLennan agreed to serve as Vice President and General Manager of Gendex-Del Medical Imaging Corp. The employment agreement provides for a base salary of $125,000 per annum for the first year, with five percent increases for the second and third years. Mr. MacLennan also receives a bonus with respect to each fiscal year equal to 3% of the Gendex-Del Medical Imaging Corp.'s pre-tax net income in excess of $500,000.

Mr. Leonard Michaels, who joined the Company as of September 1, 1992, has an employment agreement with Dynarad Corp., which commenced as of September 1, 1992 and expires on July 29, 1997. Pursuant to the terms of such agreement, Mr. Michaels agreed to serve as President of Dynarad Corp. Upon his execution of such employment agreement, Mr. Michaels received a signing bonus of $250,000 in the fiscal year ended July 31, 1993. The employment agreement provides for the payment of a base salary of $150,000 per annum, subject to increases on an annual basis, and certain bonuses if the net income goals specified in such employment agreement are achieved. Mr. Michaels' annual base salary for the period from July 30, 1995 to March 31, 1996 was $135,526. As of April 1, 1996, Mr. Michaels became a technical consultant to the Company. In consideration of Mr. Michaels' covenant not to compete for ten years as set forth in the employment agreement, he received upon execution thereof a payment of $257,400 during the fiscal year ended July 30, 1994, and during the ten year term thereof shall receive annual non-compete payments of $52,000.

Mr. Howard Bertan has an employment agreement with Bertan High Voltage Corp. which commenced on April 24, 1994 and terminates on April 23, 1997, unless extended for up to an additional two (2) year period. Pursuant to the terms of such agreement, Mr. Bertan agreed to serve as President and Chief Operating Officer of Bertan High Voltage Corp. The employment agreement provides for the payment of a base salary of $154,350 for the period commencing on April 24, 1996 and terminating on April 23, 1997, subject to increases each twelve months thereafter during the term. Mr. Bertan also receives a bonus with respect to each fiscal year equal to five (5%) percent of the Bertan High Voltage Corp.'s pre-tax net income for such year. The employment agreement contains standard confidentiality and non-compete provisions. As of May 28, 1996, Mr. Bertan became a technical consultant to the Company.

In consideration of Mr. Howard Bertan's covenant not-to-compete for a period of ten years after the completion of his employment agreement, he will receive $500,000 payable in equal quarterly payments for a period of ten years after his period of active employment. Such payments are subject to adjustment to reflect the greater of (i) 5% or (ii) increases in the Consumer Price Index for the United States.

Mr. Lester Bertan, former Chairman and part owner of Bertan Associates, Inc., has a non-compete agreement for a period of ten years, wherein he will receive $500,000 payable in equal quarterly payments, commencing sixty days after April 1, 1994 for a period of ten years. Such payments are subject to adjustment to reflect the greater of (i) 5% or (ii) increases in the Consumer Price Index for the United States.

Stock Option Plans

Non-Qualified Stock Option Plan

The Company's Non-Qualified Stock Option Plan provides for a total of 2,547,857 shares of Common Stock authorized to be granted under such plan. For the year ended August 3, 1996, options to purchase an aggregate of 1,656,716 shares were outstanding at an average exercise price of $4.30 per share, having a range of expiration dates from September 2000 to March 2011. During fiscal 1996, the Company granted options to purchase 288,400 shares of Common Stock at an average exercise price of $6.91 per share. During fiscal 1996, 226,433 options were exercised or expired and 252,648 shares were available for future grant under such plan. The Company's Non-Qualified Stock Option Plan provides for the grant of options to its key employees, directors and consultants in order to give such employees a greater personal interest in the success of the Company and an added incentive to continue and advance in their employment. The Company's Non-Qualified Stock Option Plan provides for a fifteen year expiration period for each option granted thereunder and allows for the exercise of options by delivery by the optionee of previously owned Common Stock of the Company having a fair market value equal to the option price, or by a combination of cash and Common Stock.

As of October 25, 1996, the Company had granted options to purchase 851,432 shares to Leonard A. Trugman, 21,391 shares to David Engel, 55,961 shares to Louis Farin, 9,570 shares to Paul Liesman, 139,337 shares to Seymour Rubin, 22,241 shares to George Solomon and 25,308 shares to Michael Taber at an average exercise price of $3.45 per share. No options issued to officers were either exercised or expired during the year.

Stock Purchase Plan

Employee Stock Purchase Plan

The Company has an employee stock purchase plan which is funded by payroll deductions. Shares acquired pursuant to such plan by employees of the Company are purchased in the open market by the custodian of the plan. All shares so purchased are held in street name until an employee requests that the shares to which he is entitled, or a portion thereof, be issued to him.

Substantially all employees of the Company are eligible to participate in such plan. With respect to the executive officers of the Company, for the calendar year ended December 31, 1995, 1,452, 97, 80, 1,861, 335 and 289 shares were issued to Leonard A. Trugman, David Engel, Paul Liesman, Seymour Rubin, George Solomon and Michael Taber, respectively, from this plan. For the six months ended June 30, 1996, 639, 105, 40, 819, 217 and 139 shares were issued to Leonard A. Trugman, David Engel, Paul Liesman, Seymour Rubin, George Solomon and Michael Taber, respectively, from this plan. For the period from July 1, 1996 through October 25, 1996, 443, 66, 79, 558, 59 and 74 shares are being held in the plan on behalf of Leonard A. Trugman, David Engel, Paul Liesman, Seymour Rubin, George Solomon and Michael Taber, respectively.

Employee Benefit Plans

Defined Benefit Plan

The Company has a defined benefit pension plan which provides retirement benefits for some employees ("Participants"). Pursuant to the plan, Participants will receive a benefit, computed by an actuary at retirement based upon their number of years of credited service and average total annual compensation during five consecutive years of their service, reduced by a portion of the benefits received under social security. Effective February 1, 1986, the plan was frozen so that future salary increases are not considered in determining a Participant's pension benefit, contributions by Participants are no longer permitted and participation in the plan is limited to those Participants as of August 1, 1984. The Company continues to fund the plan with contributions determined on an actuarial basis.

The following table illustrates, for representative average annual covered compensation and years of credited service classifications, the estimated annual retirement benefits payable to employees under this plan upon retirement at age 65 based on the plan's normal form of benefit and social security benefits frozen as of August 1, 1984. Benefits under the plan are limited to the extent required by the Employee Retirement Income Security Act of 1974.

PENSION PLAN TABLE

Average Annual Covered Compensation	Years of Credited Service 15 or more
$ 40,000	$13,000
$ 50,000	$17,000
$ 75,000	$27,000
$100,000	$37,000

The executive officers named in the Summary Compensation Table do not participate in the plan, except for Louis Farin, Sr. During fiscal 1995, the Pension Plan was submitted to the Internal Revenue Service and a favorable determination letter was received.

401(k) Plan

The Company has a 401(k) plan under which employees may elect to defer a portion of their annual compensation. Connecticut General Life Insurance Company (CIGNA) is the plan administrator. All employees with over 90 days of service and over the age of 21 may elect to defer from 2 percent to 15 percent of their annual salary. The modified plan is administered by CIGNA and employees may elect where their deferred salary will be invested. Highly compensated employees' salary deferrals are limited by the contribution levels of all other eligible participants. Distributions are made at retirement or upon termination of employment. During the fiscal year ended July 29, 1995, the merged plan was submitted to the Internal Revenue Service and a favorable determination letter was received.

On February 1, 1986 the Company initiated a profit sharing plan as part of the 401(k) plan which allows substantially all of the Company's employees to participate in the profits of the Company, regardless of whether or not the employee elected to contribute to the 401(k) plan in any year. Since the profit sharing plan is part of the 401(k) plan, eligibility, participation and other requirements are governed by the provisions of the 401(k) plan. Contributions to the plan are determined based upon a calculation directly related to the Company's sales volume and pre-tax profits. The Company's Compensation Committee approved $40,000 and $32,500 profit sharing contributions for the periods ended August 3, 1996 and July 29, 1995. There was a $15,000 contribution for the period ended July 31, 1993.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The table below sets forth information concerning the shares of Common Stock beneficially owned as of October 25, 1996 by the Directors and by all Directors, Officers and significant employees of the Company as a group without naming them and each person who is known by the Company to be the beneficial owner of more than five (5%) percent of the Common Stock as of such date.

Name and Address of Beneficial Owner	Shares of Common Stock Beneficially Owned as of October 25, 1996 (1)	Percent of Class
LEONARD A. TRUGMAN c/o Del Global Technologies Corp. 1 Commerce Park Valhalla, NY 10595	877,646 (2)	11.1%
NATAN BERTMAN c/o Bertman & Levine 945 Manhattan Avenue Brooklyn, NY 11222	104,718 (3)	1.4%
DAVID MICHAEL c/o David Michael & Co., P.C. Seven Penn Plaza New York, NY 10001	155,776 (4)	2.1%
SEYMOUR RUBIN c/o RFI Corporation 100 Pine Aire Drive Bay Shore, NY 11706	134,677(5)	1.8%
JAMES TIERNAN 7 Patriot Court New City, NY 10956	8,478 (6)	*
DAVID ENGEL c/o Del Global Technologies Corp. One Commerce Park Valhalla, NY 10595	4,516 (7)	*
LOUIS J. FARIN, SR. c/o Del Global Technologies Corp. One Commerce Park Valhalla, NY 10595	36,843 (8)	*
PAUL J. LIESMAN c/o Bertan High Voltage Corp. 121 New South Road Hicksville, NY 11801	1,646 (9)	*
JOHN D. MACLENNAN c/o Gendex-Del Medical Imaging Corp. 11550 West King Street Franklin Park, IL. 60634	5,150	*

GEORGE SOLOMON c/o Del Global Technologies Corp. One Commerce Park Valhalla, NY 10595	9,565 (10)	*
MICHAEL TABER c/o Del Global Technologies Corp. One Commerce Park Valhalla, NY 10595	11,346 (11)	*

All Officers and Directors -------------- ----
(12) as a Group 1,350,361 (12) 16.4%

* Represents less than 1% of the outstanding shares of Common Stock of the Company including shares issuable under options which are presently exercisable or will become exercisable within 60 days of October 25, 1996

(1) Unless otherwise indicated, each person has sole voting and investment power with respect to the shares shown as beneficially owned by such person.

(2) Includes 687,468 shares, options for which are presently exercisable or will become exercisable within 60 days of October 25, 1996.

(3) Includes 72,276 shares, options for which are presently exercisable or will become exercisable within 60 days of October 25, 1996.

(4) Includes 118,669 shares, options for which are presently exercisable or will become exercisable within 60 days of October 25, 1996.

(5) Includes 113,379 shares, options for which are presently exercisable or will become exercisable within 60 days of October 25, 1996.

(6) Includes 8,478 shares, options for which are presently exercisable or will become exercisable within 60 days of October 25, 1996.

(7) Includes 4,180 shares, options for which are presently exercisable or will become exercisable within 60 days of October 25, 1996.

(8) Includes 27,981 shares, options for which are presently exercisable or will become exercisable within 60 days of October 25, 1996.

(9) Includes 1,527 shares, options for which are presently exercisable or will become exercisable within 60 days of October 25, 1996.

(10) Includes 8,955 shares, options for which are presently exercisable or will become exercisable within 60 days of October 25, 1996.

(11) Includes 10,456 shares, options for which are presently exercisable or will become exercisable within 60 days of October 25, 1996.

(12) Includes 980,736 shares, options for which are presently exercisable or will become exercisable within 60 days of October 25, 1996.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

On April 1, 1994, Bertan High Voltage Corp., a wholly-owned subsidiary of the Company, acquired the assets of Bertan Associates, Inc. The Company paid to Howard Bertan, Lester Bertan and another former shareholder of Bertan Associates, Inc. (i) $2,600,000 in cash and (ii) 200,000 shares of the Company's common stock, $.10 par value per share. The Company and Bertan High Voltage Corp. entered into various employment, consulting, option and non-compete agreements with Howard Bertan and Lester Bertan, former officers and shareholders of Bertan Associates, Inc. The Company entered into a ten year lease agreement for the facility of Bertan Associates, Inc. in Hicksville, New York with a New York general partnership, of which Howard Bertan and Lester Bertan are general partners. The lease provides for minimum annual payments of $383,380 plus all utilities and increases in real estate taxes. Bertan High Voltage Corp. has an option to renew the lease for a period of five years at a fair market rental value upon the expiration of the initial term of the lease. The Company believes that the lease was entered into on terms no less than favorable than could be obtained from unaffiliated third parties. The lease was approved by all of the directors of the Company who have no principal interest in the transaction.

On May 1995, upon approval of the Company's Board of Directors, the Company repurchased 10,000 shares of common stock owned by Mr. Leonard A. Trugman at a fair market value of $6.375 per share.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) 1. Financial Statements

2.(a) Exhibit

Number	Description of Document	Footnotes
3.1	Certificate of Incorporation dated October 25, 1954	(1)
3.2	Certificate of Amendment of Certificate of Incorporation dated January 28, 1957	(1)
3.3	Certificate of Amendment of Certificate of Incorporation dated July 12, 1960	(1)
3.4	Certificate of Amendment of Certificate of Incorporation dated March 15, 1989	(2)
3.5	Certificate of Amendment of Certificate of Incorporation dated January 19, 1989	(3)
*3.6	Certificate of Amendment of the Certificate of Incorporation of Del Electronics Corp. dated February 14, 1996	

3.7 By-Laws of Del Electronics Corp. (1)

4.1	Warrant Agreement between Del Electronics Corp. and Chase Manhattan Investment Holdings, Inc., dated January 27, 1995	(4)
4.2	Amendment to Warrant Agreement between Del Electronics Corp. and Chase Manhattan Investment Holdings, Inc., dated January 27, 1995	(5)
4.3	Warrant Agreement and Warrant Certificate of The Chase Manhattan Bank, N.A.	(6)
4.4	Warrant Certificate of Stanley Wunderlich	(7)
4.5	Copy of Del Global Technologies Corp. Amended and Restated Stock Option Plan (the "Plan")	(8)
4.6	Stock Purchase Plan	(9)
4.7	Option Agreement, substantially in the form used in connection with options granted under the Plan	(10)
10.1	Amended and Restated Executive Employment Agreement of Leonard A. Trugman	(11)
10.2	Amendment No. 1 to Amended and Restated Employment Agreement of Leonard A. Trugman	(12)
10.3	Amendment No. 2 to Amended and Restated Employment Agreement of Leonard A. Trugman	(13)
10.4	Employment Agreement of Howard Bertan	(14)
10.5	Employment Agreement of George Solomon	(15)
*10.6	Employment Agreement of John D. MacLennan	
10.7	Amended and Restated Credit Agreement dated as of March 6, 1996 among Del Global Technologies Corp., RFI Corporation, Dynarad Corp., Bertan High Voltage Corp., Del Medical Systems Corp. and The Chase Manhattan Bank, N.A.	(16)
*10.8	First Amendment to Amended and Restated Credit Agreement dated as of August 2, 1996	
10.9	Lease Agreement dated April 7, 1992 between Messenger Realty and the Company	(17)

10.10	Lease Agreement dated September 1, 1992 between Arleigh Construction and Del Acquisition Corp.	(18)
10.11	Lease and Guaranty of Lease dated May 25, 1994 between Leshow Enterprises and Bertan High Voltage Corp.	(19)
10.12	Lease dated January 4, 1993 between Curto Reynolds Oelerich Inc. and Gendex Corporation	(20)
10.13	Consulting Agreement by and between Del Acquisition Corp. and Harvey Schechter	(21)
10.14	Consulting Agreement by and between Del Acquisition Corp. and Mark Weiss	(22)
10.15	Consulting Agreement by and between Del Global Technologies Corp. and Stanley Wunderlich	(23)
*11	Computation of earnings per Common Share and Common Share Equivalents for year ended August 3, 1996	
*21	Subsidiaries of Del Global Technologies Corp.	
*23	Consent of Deloitte & Touche LLP	
*27	Financial Data Schedule	

* Filed herewith

(1) Filed as Exhibit to Del Electronics Corp. Registration Statement on Form S-1 (No. 2-16839) and incorporated herein by reference.

(2) Filed as Exhibit 3.5 to Del Electronics Corp. Annual Report on Form 10-K for the year ended August 2, 1986 and incorporated herein by reference.

(3) Filed as Exhibit 4.5 to Del Electronics Corp. Form S-3 (No. 33-30446) filed August 10, 1989 and incorporated herein by reference.

(4) Filed as Exhibit 4.5 to Del Electronics Corp. Registration Statement on Form S-3 (No. 33-61025) and incorporated herein by reference.

(5) Filed as Exhibit 4.6 to Del Electronics Corp. Registration Statement on Form S-3 (No. 33-61025) and incorporated herein by reference.

(6) Filed as Exhibits 4.1 and 4.2 to Del Global Technologies Corp. Registration Statement on Form S-3 (No. 333-09131) and incorporated herein by reference.

(7) Filed as Exhibit 4.4 to Del Global Technologies Corp. Registration Statement on Form S-3 (No. 333-09131) and incorporated herein by reference.

(8) Filed as Exhibit A to Del Electronics Corp. Proxy Statement dated January 26, 1994 and incorporated herein by reference.

(9) Filed as Exhibit 4.9 to Del Electronics Corp. Annual Report on Form 10-K for the year ended July 29, 1989 and incorporated herein by reference.

(10) Filed as Exhibit 4.8 to Del Electronics Corp. Annual Report on Form 10-K for the year ended July 30, 1994 and incorporated herein by reference.

(11) Filed as Exhibit 10.1 to Del Electronics Corp. Annual Report on Form 10-K for the year ended July 31, 1993 and incorporated herein by reference.

(12) Filed as Exhibit 10.2 to Del Electronics Corp. Annual Report on Form 10-K for the year ended July 30, 1994 and incorporated herein by reference.

(13) Filed as Exhibit 10.3 to Del Electronics Corp. Annual Report on Form 10-K for the year ended July 30, 1994 and incorporated herein by reference.

(14) Filed as Exhibit 2.2 to Del Electronics Corp. Current Report on Form 8-K dated June 10, 1994 and incorporated herein by reference.

(15) Filed as Exhibit 10.16 to the Del Global Technologies Corp.
Registration Statement of Form S-2 (No.333-2991) dated April 30, 1996 and incorporated herein by reference.

(16) Filed as Exhibit 2.6 to the Del Global Technologies Corp. Current Report on Form 8-K dated March 21, 1996 and incorporated herein by reference.

(17) Filed as Exhibit 6(a) to Del Electronics Corp. Quarterly Report on Form 10-Q for the quarter ended May 2, 1992 and incorporated herein by reference.

(18) Filed as Exhibit 28.6 to Del Electronics Corp. Current Report on Form 8-K dated November 9, 1992 and incorporated herein by reference.

(19) Filed as Exhibit 2.5 to Del Electronics Corp. Current Report on Form 8-K dated June 10, 1994 and incorporated herein by reference.

(20) Filed as Exhibit 10.21 to the Del Global Technologies Corp. Registration Statement on Form S-2 (No. 333-2991) dated April 30, 1996 and incorporated herein by reference.

(21) Filed as Exhibit 28.4 to Del Electronics Corp. Current Report on Form 8-K dated November 9, 1992 and incorporated herein by reference.

(22) Filed as Exhibit 28.5 to Del Electronics Corp. Current Report on Form 8-K dated November 9, 1992 and incorporated herein by reference.

(23) Filed as Exhibit 10.24 to the Del Global Technologies Corp. Registration Statement on Form S-2 (No. 333-2991) dated April 30, 1996 and incorporated herein by reference.

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of Del Global Technologies Corp. and Subsidiaries Valhalla, New York

We have audited the accompanying consolidated balance sheets of Del Global Technologies, Corp. (formerly Del Electronics Corp.) and subsidiaries as of August 3, 1996 and July 29, 1995 and the related consolidated statements of income, shareholders' equity and cash flows for each of the three fiscal years in the period ended August 3, 1996. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Del Global Technologies and subsidiaries at August 3, 1996 and July 29, 1995, and the results of their operations and their cash flows for each of three fiscal years in the period ended August 3, 1996, in conformity with generally accepted accounting principles.

As discussed in Note 1 to the consolidated financial statements, the Company changed its method of accounting for income taxes effective August 1, 1993 to conform with Statement of Financial Accounting Standards No. 109.

/S/ DELOITTE & TOUCHE LLP
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DELOITTE & TOUCHE LLP

New York, New York
October 23, 1996

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

ASSETS

CURRENT ASSETS:

	August 3, 1996	July 29, 1995
Cash and cash equivalents (Note 1)	$ 5,817,800	$ 505,989
Investments available-for-sale (Notes 1, 2 and 10)	545,651	378,534
Trade receivables (net of allowance for doubtful accounts of $194,775 at August 3, 1996 and $144,431 at July 29,1995)	9,221,328	6,456,853
Cost and estimated earnings in excess of billings on uncompleted contracts (Note 3)	--	395,847
Inventory (Notes 1 and 4)	23,819,882	18,038,358
Prepaid expenses and other current assets (Note 9)	1,675,039	1,117,963
Total current assets	41,079,700	26,893,544
FIXED ASSETS - At cost (Notes 1 and 5)	13,590,798	11,115,297
Less accumulated depreciation and amortization	4,052,309	3,362,516
	9,538,489	7,752,781
INTANGIBLES (net of accumulated amortization of $32,448 at August 3, 1996) (Notes 1 and 11)	1,322,552	--
GOODWILL (net of accumulated amortization of $370,020 at August 3, 1996 and $261,951 at July 29, 1995)(Notes 1 and 11)	4,311,472	2,865,408
DEFERRED CHARGES	784,751	876,638
OTHER ASSETS (Notes 7 and 9)	692,788	666,263
TOTAL	$57,729,752	$39,054,634

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES:

	August 3, 1996	July 29, 1995
Current portion of long-term debt(Note 6)	$ 120,078	$ 943,383
Accounts payable - trade	3,693,580	2,539,615
Accrued liabilities	4,070,202	2,484,435

Income taxes (Notes 1 and 9)	643,545	277,830
Total current liabilities	8,527,405	6,245,263

LONG-TERM LIABILITIES:

LONG-TERM DEBT (Less current portion included above) (Note 6)	499,852	11,902,951
OTHER	789,589	775,541
DEFERRED INCOME TAXES (Notes 1 and 9)	843,378	605,806
Total liabilities	10,660,224	19,529,561

COMMITMENTS AND CONTINGENCIES (Notes 6, 7,8,10 and 11)

SHAREHOLDERS' EQUITY

(Notes 1, 7 and 8): Common stock - $.10 par value; Authorized - 10,000,000 shares; Issued and outstanding - 7,223,406 shares at August 3, 1996 and 4,129,599 at July 29, 1995	722,340	412,960
Additional paid-in capital	43,272,713	16,239,784
Retained earnings	3,411,160	3,189,244
	47,406,213	19,841,988
Less common stock in treasury - 58,255 at August 3, 1996 and 55,165 at July 29, 1995	336,685	316,915
Total shareholders' equity	47,069,528	19,525,073
TOTAL	$57,729,752	$39,054,634

See notes to consolidated financial statements.

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

	Fiscal Year Ended		
	August 3, 1996	July 29, 1995	July 30, 1994
NET SALES (Notes 1, 3 and 12)	$43,745,454	$32,596,312	$24,327,015
COSTS AND EXPENSES:			
Cost of sales	27,355,262	19,177,999	15,179,081
Research and development (Note 1)	3,429,331	2,861,844	2,253,412
Selling, general and administrative	7,503,689	6,622,690	4,862,519
Interest expense - net of interest income of $34,777 in 1996 and $3,419 in 1995 and $1,813 in 1994	1,148,639	1,191,142	576,832
	39,436,921	29,853,675	22,871,844
INCOME BEFORE PROVISION FOR INCOME TAXES	4,308,533	2,742,637	1,455,171
PROVISION FOR INCOME TAXES (Notes 1 and 9)	1,393,111	837,428	341,525
INCOME BEFORE CUMULATIVE EFFECT OF CHANGE IN METHOD FOR ACCOUNTING FOR INCOME TAXES	2,915,422	1,905,209	1,113,646
CUMULATIVE EFFECT OF CHANGE IN METHOD FOR ACCOUNTING FOR INCOME TAXES (Notes 1 and 9)	-	-	76,363
NET INCOME	$ 2,915,422	$ 1,905,209	$ 1,190,009
PER SHARE AMOUNTS (Note 1):			
INCOME BEFORE CUMULATIVE EFFECT OF CHANGE IN METHOD FOR ACCOUNTING FOR INCOME TAXES:	$ .50	$ .38	$ .22
CUMULATIVE EFFECT OF CHANGE IN METHOD FOR ACCOUNTING FOR INCOME TAXES (Note 9)	$ -	$ -	$ .02
NET INCOME PER COMMON SHARE AND COMMON SHARE EQUIVALENTS: PRIMARY AND FULLY DILUTED	$ .50	$ .38	$ .24

See notes to consolidated financial statements.

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Common Stock Issued		Treasury Stock		Additional Paid-in Capital	Retained Earnings	Total
	Shares	Amount	Shares	Amount			
BALANCE - JULY 31, 1993	3,370,952	$ 337,095	4,000	$ (23,567)	$ 12,424,650	$2,896,062	$ 15,634,240
Shares issued related to acquisition	200,000	20,000			851,429		871,429
Stock dividends - 3% December 1993 and June 1994 (Note 8)	212,407	21,240			1,473,677	(1,502,254)	(7,337)
Exercise of stock options and warrants (Note 8)	70,658	7,066			43,000		50,066
Shares repurchased			12,656	(76,283)			(76,283)
Tax benefit related to exercise of stock options (Note 8)					39,857		39,857
Other	2,145	215			(3,689)		(3,474)
Net Income						1,190,009	1,190,009
BALANCE - JULY 30, 1994	3,856,162	385,616	16,656	(99,850)	14,828,924	2,583,817	17,698,507
Stock dividends - 3% December 1994 and June 1995 (Note 8)	233,446	23,345			1,270,112	(1,299,782)	(6,325)
Exercise of stock options and warrants (Note 8)	39,991	3,999			108,710		112,709
Shares repurchased			38,509	(217,065)			(217,065)
Tax benefit related to exercise of stock options (Note 8)					32,038		32,038
Net Income						1,905,209	1,905,209
BALANCE - JULY 29, 1995	4,129,599	412,960	55,165	(316,915)	16,239,784	3,189,244	19,525,073
Stock dividends - 3% December 1995 and July 1996 (Note 8)	331,726	33,173			2,650,875	(2,693,506)	(9,458)
Exercise of stock options and warrants (Note 8)	487,081	48,707			2,566,716		2,615,423
Shares repurchased			3,090	(19,770)			(19,770)
Tax benefit related to exercise of stock options & warrants (Note 8)					458,324		458,324
Net proceeds from sale of 2,275,000 shares through Public Offering (Note 8)	2,275,000	227,500			21,357,014		21,584,514
Net Income						2,915,422	2,915,422
BALANCE - AUGUST 3, 1996	7,223,406	$ 722,340	58,255	$ (336,685)	$ 43,272,713	$3,411,160	$ 47,069,528

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Fiscal Year Ended		
	August 3, 1996	July 29, 1995	July 30, 1994
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 2,915,422	$ 1,905,209	$ 1,190,009
Adjustments to reconcile net income to net cash provided by (used in) operating activities net of effects from purchase of Gendex and Bertan			
Imputed interest	66,986	68,963	
Depreciation	740,777	749,586	684,786
Amortization	455,534	493,257	331,746
Deferred income tax provision (benefit)	(56,609)	36,452	(135,265)
Changes in assets and liabilities:			
Increase in trade receivables	(2,764,475)	(336,396)	(73,085)
Decrease in cost and estimated earnings in excess of billings on uncompleted contracts	395,847	155,454	46,346
Increase in inventory	(1,144,987)	(1,965,425)	(1,782,521)
Increase in prepaid and other current assets	(355,086)	(219,232)	(153,368)
Increase in other assets	(49,136)	(37,097)	(200,862)
Increase (decrease) in accounts payable - trade	1,153,965	62,514	(70,113)
Increase (decrease) in accrued liabilities	1,585,766	197,128	(66,833)
Increase in income taxes payable	824,039	245,792	30,746
Net cash provided by (used in) operating activities	3,768,043	1,356,205	(198,414)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Net cash paid on acquisition of subsidiaries	(8,149,085)		(2,784,282)
Payments to former shareholders of subsidiary acquired	(52,938)	(221,208)	
Expenditures for fixed assets	(1,968,070)	(1,337,509)	(1,694,344)
Investment in marketable securities	(167,117)	(152,264)	(395,404)
Sale of marketable securities		120,000	25,223
Other current assets			(16,024)
Net cash used in investing activities	(10,337,210)	(1,590,981)	(4,864,831)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net proceeds from public offering	21,584,514		
Net (repayment of) proceeds from bank borrowing	(12,226,404)	432,044	5,175,928
Cost of debt restructuring	(63,327)		
Payment for repurchase of shares	(19,770)	(217,065)	(76,283)
Proceeds from exercise of stock options & warrants	2,615,423	112,709	50,066
Other	(9,458)	(32,520)	(25,827)
Net cash provided by financing activities	11,880,978	295,168	5,123,884

See notes to consolidated financial statements. (Continued)

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Fiscal Year Ended		
	August 3, 1996	July 29, 1995	July 30, 1994
NET INCREASE IN CASH AND CASH EQUIVALENTS	$5,311,811	$ 60,392	$ 60,639
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	505,989	445,597	384,958
CASH AND CASH EQUIVALENTS, END OF YEAR	$5,817,800	$ 505,989	$ 445,597
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Interest paid	$1,051,327	$1,084,332	$ 474,010
Income taxes paid	$ 625,682	$ 355,006	$ 595,570
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES:			
ACQUISITION OF SUBSIDIARIES	$8,152,185		$4,816,153
Deferred tax liability acquired in acquisition			146,902
Cash acquired in acquisition	3,100		6,130
Common stock issued			871,429
Payment due under non-compete agreement			807,410
Acquisition costs in accrued liabilities			200,000
	3,100		2,031,871
Cash paid to acquire subsidiaries	$8,149,085		$2,784,282
TAX BENEFIT RELATED TO EXERCISE OF STOCK OPTIONS AND WARRANTS	$ 458,324	$ 32,038	$ 39,857

See notes to consolidated financial statements.

(Concluded)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FISCAL YEARS ENDED AUGUST 3, 1996, JULY 29, 1995 and JULY 30, 1994

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Description of Business Activities - Del Global Technologies Corp. ("Del") (formerly Del Electronics Corp.) together with its wholly-owned subsidiaries, RFI Corporation ("RFI"), Dynarad Corp. ("Dynarad"), Bertan High Voltage Corp. ("Bertan"), Gendex-Del Medical Imaging Corp. ("Gendex-Del), and Del Medical Systems Corp. ("Del Medical") (collectively the "Company"), are engaged in two major lines of business. Del, RFI, Bertan and to a lesser extent Dynarad are engaged in the design and manufacture of specialty electronic components for medical, industrial and military applications. Dynarad and Gendex-Del are engaged in the design and manufacture of cost-efficient medical imaging systems including high frequency portable x-ray systems, stationary x-ray systems and mammography units which are used in the medical diagnostic industry. Del Medical is also engaged in the distribution of cost-effective, medical diagnostic products.

b. Principles of Consolidation - The consolidated financial statements include the accounts of Del, RFI, Dynarad, Bertan, Gendex-Del and Del Medical. All material intercompany accounts and transactions have been eliminated. Del purchased the assets of Bertan on April 1, 1994 and certain assets of Gendex-Del on March 6, 1996. Del Medical Systems was formed on June 1, 1994.

c. Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

d. Accounting Period - The Company's fiscal year-end is based on a 52/53 week cycle ending on the Saturday nearest to July 31.

e. Revenue Recognition - The Company recognizes revenues upon shipment of its products except for certain products which have long-term production cycles and high dollar value. Revenues for these products are recognized using the percentage of completion method of accounting in proportion to costs incurred.

f. Inventory Valuation - Inventory is stated at the lower of cost (first-in, first-out) or market.

g. Depreciation and Amortization - Depreciation and amortization are computed by the straight-line method at rates adequate to allocate the cost of applicable assets over their expected useful lives, which range from 3 to 40 years.

h. Research and Development Costs - Research and development costs are charged to expense in the year incurred.

i. Net Income per Common Share and Common Share Equivalent - Net income per common share and common share equivalent is based on the net income for each year divided by the weighted average number of shares outstanding during such year adjusted for stock dividends. Net income per common share and common share equivalent, utilizing the Modified Treasury Stock method in accordance with APB 15, also includes the dilutive effect of shares issuable upon exercise of stock options. For purposes of the calculation, this method increases net income by $45,808, $53,997 and $17,256, in fiscal 1996, 1995 and 1994, respectively, for primary earnings per share. Net income was increased by $28,843, $47,954 and $10,336 in fiscal 1996, 1995 and 1994, respectively, for purposes of computing fully diluted earnings per share.

The number of shares of common stock and common share equivalents used in the calculation of primary earnings per share were 5,934,221, 5,195,624 and 5,043,794 in fiscal 1996, 1995 and 1994, respectively. The number of shares of common stock and common share equivalents used in the calculation of fully diluted earnings per share were 5,934,221, 5,217,540 and 5,043,794 in fiscal 1996, 1995 and 1994, respectively (Note 8).

j. Income Taxes - Income taxes provided include deferred taxes due to timing differences between financial and tax reporting (Note 9).

The Company adopted Statement of Financial Accounting Standard No.
109 "Accounting for Income Taxes" ("SFAS-109") effective August 1, 1993. The cumulative effect of adopting SFAS No. 109 was to increase net income by $76,363 in fiscal 1994. SFAS No. 109 provides for the recognition of deferred tax assets and liabilities for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes and for tax credit carryovers.

k. Cash and Cash Equivalents - The Company generally considers short-term instruments with original maturities of three months or less measured from their acquisition date and highly liquid instruments readily convertible to known amounts of cash to be cash equivalents.

l. Investments - The Company follows Statement of Financial Accounting Standards No. 115, "Accounting for Certain Investments in Debt and Equity Securities" ("SFAS No. 115"). SFAS No. 115 requires an enterprise to classify debt and equity securities into one of three categories: held-to-maturity, available-for- sale, or trading. Investments classified as available for sale are measured at fair value. The investments classified as available-for-sale are used to fund a deferred compensation plan established for one of the Company's officers. Gains and losses, either recognized or unrealized, inure to the benefit or detriment of the employee's deferred compensation, based upon a contractual arrangement between the employee and the Company.

m. Intangibles - Intangibles are being amortized on straight-line basis over their estimated useful lives, which range from 10 to 20 years.

n. Goodwill - Cost in excess of the net assets of companies acquired is being amortized on a straight-line basis over twenty-five years. The carrying value of intangible assets is periodically reviewed by the Company and impairments will be recognized when the undiscounted expected future cash flows, computed after interest expense derived from the related operations, is less than their carrying value.

o. Long-Lived Assets - In March 1995, the Financial Accounting Standards Board issued Statement Number 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." This statement is effective for fiscal years beginning after December 15, 1995. The Company does not expect the effect on its consolidated financial condition from the adoption of this statement to be material.

p. Stock-Based Compensation - In October 1995, the FASB issued SFAS No. 123, "Accounting for Stock- Based Compensation," which requires adoption of the disclosure provisions no later than fiscal years beginning after December 15, 1995 and adoption of the measurement and recognition provisions for non- employee transactions no later than after December 15, 1995. The new standard defines a fair value method of accounting for the issuance of stock options and other equity instruments. Under the fair value method, compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period which is usually the vesting period. Pursuant to SFAS No. 123, companies are encouraged, but not required, to adopt the fair value method of accounting for employee stock-based transactions. Companies are also permitted to continue to account for such transactions under Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued to Employees," but would be required to disclose in a note to the financial statements pro forma net income, and per share amounts as if the company had applied the new method of accounting. SFAS No. 123 also requires increased disclosures for stock-based arrangements regardless of the method chosen to measure and recognize compensation for employee stock-based arrangements. The Company has elected to continue to account for such transactions under APB No. 25 and will disclose the required pro forma effect on net income and earnings per share.

2. INVESTMENTS

At August 3, 1996 investments consist principally of corporate debt securities and equity securities classified as available-for-sale.

At August 3, 1996 the fair value of investments classified as available-for-sale based on maturity dates, are as follows:

Fiscal Year	Fair Value
1997	$218,146
1998-2002	302,705
2003-2007	24,800
	$545,651

3. PERCENTAGE OF COMPLETION ACCOUNTING

	Year Ended July 29, 1995
Costs incurred on uncompleted contracts	$ 337,863
Estimated earnings	93,184
	431,047
Less: Billings to date	35,200
Costs and estimated earnings in excess of billings on uncompleted contracts	$ 395,847

The backlog of unshipped contracts being accounted for under the percentage of completion method of accounting was $ 633,753 at July 29, 1995. This contract was closed during fiscal year ended August 3, 1996.

4. INVENTORY

Inventory consists of the following:

	August 3, 1996	July 29, 1995
Finished goods	$ 5,463,847	$ 4,398,096
Work-in-process	9,538,081	7,642,588
Raw materials and purchased parts	8,817,954	5,997,674
	$23,819,882	$18,038,358

5. FIXED ASSETS

Fixed assets consist of the following:

	August 3, 1996	July 29, 1995
Land	$ 694,046	$ 694,046
Buildings	2,146,025	2,146,025
Machinery and equipment	8,426,324	6,624,296
Furniture and fixtures	833,880	773,694
Leasehold improvements	1,043,996	790,226
Construction in progress	435,102	76,023
Transportation equipment	11,425	10,987
	13,590,798	11,115,297
Less accumulated depreciation and amortization	4,052,309	3,362,516
Net Fixed Assets	$ 9,538,489	$ 7,752,781

6. DEBT

Long-term debt is summarized as follows:

	August 3, 1996		July 29, 1995	
	Due Within One Year	Due After One Year	Due Within One Year	Due After One Year
Term note payable - Bank	$ 105,263	$ 394,737	$ 428,568	$ 1,607,154
Additional term note payable - bank			500,000	2,375,000
Credit line loan payable - Bank		100,000		7,900,000
Other Loan	14,815	5,115	14,815	20,797
	$ 120,078	$ 499,852	$ 943,383	$11,902,951

The Company's credit facility with its lending bank is composed of an acquisition credit line of $10,000,000 and a revolving line of credit of $14,000,000, with a letter of credit sublimit of $2,000,000. At August 3, 1996 there were outstanding balances of $500,000 on the acquisition credit line, $100,000 on the revolving line of credit, and $368,000 of letters outstanding. As of August 3, 1996, there was $13,532,000 available for borrowing under the revolving credit line. The acquisition term note is to be repaid in 19 equal quarterly installments of $26,315. Borrowings under this facility are on an unsecured basis; however, the Company has agreed that its assets cannot be used to secure other borrowings.

Interest under all facilities are at prime, or at the Company's option, at a rate tied to LIBOR. Borrowings under the acquisition credit line are currently at 1-1/2 percent above LIBOR or 7.23 percent. Under the Company's loan agreement such interest rate will be reduced to 1-1/4 percent above LIBOR for the next six months. Both credit facilities are subject to commitment fees of 1/4 percent on the daily unused portion of the facility, payable quarterly. The Credit Agreement also requires the Company to maintain minimum annual net worth and working capital ratios, limits additional indebtedness and the payment of cash dividends and contains other restrictive covenants. Under the most restrictive terms, as of August 3, 1996, $25,000 is available for such cash dividends.

The weighted average interest rate on the Company's borrowing under its credit facility was 8.26 percent and 8.84 percent for the years ended August 3, 1996 and July 29, 1995, respectively.

In order to protect against adverse interest rate fluctuations, the Company entered into two three-year interest rate protection agreements with its bank with a combined cost of approximately $145,000. The interest protection agreements protect the Company against any fluctuation in interest expense above nine percent at $5,500,000 of borrowing, and on any fluctuation in interest expense above ten percent on the next $3,000,000 of borrowing. Both agreements terminate in July 1997.

Long-term debt matures as follows:

Fiscal Year Ending	
1997 (included in current portion)	$ 120,078
1998	110,376
1999	105,261
2000	205,261
2001	78,954
	$ 619,930

7. EMPLOYEE BENEFITS

The Company has employee benefit plans for eligible employees. Included in the plans is a profit sharing plan which provides for contributions as determined by the Board of Directors. The contributions can be paid to the plan in cash or common stock of the Company. Expense for the fiscal years ended in 1996, 1995 and 1994 was $40,000, $32,500 and $0, respectively. The plan also incorporates a 401(k) Retirement Plan that is available to substantially all employees, allowing them to defer a portion of their salary. The Company also has a defined benefit plan frozen effective February 1, 1986.

8. SHAREHOLDERS' EQUITY

a. Public Offering - On June 6, 1996 the Company completed the public offering of 2,275,000 shares of its common stock including 275,000 shares of the over-allotment option. The net proceeds of this offering were $21,584,514 after deducting underwriting fees and expenses and were used to repay revolving credit loans, long term debt and the subordinated term note to Dentsply International Inc., with the balance added to working capital.

Had the public offering of 2,275,000 shares of common stock occurred as of the beginning of fiscal 1996 or fiscal 1995, and had a portion of the proceeds therefrom been used to repay a portion of the long term debt, primary and fully diluted earnings per share would have been $.46 and $.36, respectively.

b. Stock Dividends - On June 19, 1996, the Company declared a three percent stock dividend to holders of record on July 12, 1996, and was paid on July 23, 1996. On November 20, 1995, the Company declared a three percent stock dividend to holders of record on December 5, 1995, and was paid on December 21, 1995. On May 16, 1995, the Company declared a three percent stock dividend to holders of record on June 7, 1995, and was paid on June 23, 1995. On November 23, 1994, the Company declared a three percent stock dividend to holders of record on December 8, 1994, and was paid on December 27, 1994. On May 4, 1994, the Company declared a three percent stock dividend to holders of record on May 18, 1994, and was paid on June 20, 1994. On November 22, 1993, the Company declared a three percent stock dividend to holders of record on December 9, 1993, paid on December 23, 1993.

c. Nonqualified Stock Option Plan - The Company has a nonqualified stock option plan under which a total of 2,547,857 options to purchase common stock may be granted. As of August 3, 1996, the Company has granted options to purchase 851,431 shares to the current president, 183,813 shares to former officers, 73,808 to current officers and 1,147,515 to various employees, directors and consultants. Former officers exercised 31,917 options and various employees and consultants exercised 172,899 options during the fiscal year ended August 3, 1996. A former officer exercised 17,302 options and various employees exercised 13,037 options during the fiscal year ended July 29, 1995. Various employees exercised 19,183 options during the fiscal year ended July 30, 1994.

The option price per share is determined by the Board of Directors, but cannot be less than 85 percent of fair market value of a share at the date of grant. All options to date have been granted at the fair market value of the Company's stock at the date of grant. No options can be granted under this plan subsequent to December 31, 2009.

The following stock option information is as of:

Options	August 3, 1996	July 29, 1995	July 30, 1994
Granted and outstanding at beginning of year	1,594,749	1,607,804	1,298,759
Granted	288,400	108,995	357,739
Expired	(21,617)	(91,482)	(29,463)
Exercised	(204,816)	(30,568)	(19,231)
Outstanding at end of year	1,656,716	1,594,749	1,607,804
Exercisable at end of year	1,437,888	1,208,252	1,095,465
Exercise prices	$ .96-$8.74	$ .96-$6.14	$ .96-$6.41

Under the Company's stock option plan, options are exercisable 25 percent a year, commencing at the end of the first year they are outstanding and expiring fifteen years from the date they are granted.

d. There were warrants, all of which were granted at no less than fair market value, outstanding aggregating 82,175 shares at August 3, 1996. They are as follows:

1. In connection with an underwriting in June 1991, the underwriter was granted warrants to purchase 132,209 shares of common stock at exercise prices from $5.37 to $5.53. During fiscal 1996 the total 132,209 of these warrants were exercised.

2. The Company has granted warrants to the seller of selected Filtron assets to purchase 100,662 shares of common stock at an exercise price of $5.88. During fiscal 1996 the total 100,662 of these warrants were exercised.

3. In connection with the Company's debt restructuring on March 5, 1996 (See Note 6) the Company granted additional warrants to purchase 17,510 shares of common stock to its lending bank at an exercise price of $6.80. In connection with an amendment to a bank financing completed in May 1994, the Company issued warrants to purchase 30,000 shares of common stock at an exercise price of $7.16. In connection with its incentive pricing amendment with the same bank, the Company reduced the exercise price to $5.50. At August 3, 1996, the bank held warrants for 33,765 shares at an exercise price of $4.89 and warrants for 17,510 shares at an exercise price of $6.80.

4. In connection with an extension of a consulting agreement, the Company has issued 30,900 additional warrants to purchase shares of common stock at and exercise price of $6.37 to its Corporate Development Consultant which were still outstanding at August 3, 1996. The Company has previously granted 26,522 warrants to purchase shares of common stock

at an exercise price of $5.18. During fiscal 1996 the total 26,522 of these warrants were exercised.

5. The Company has granted 37,129 warrants to an Investment Advisory firm and its key personnel. During fiscal 1996 the total 37,129 of these warrants were exercised.

9. INCOME TAXES

Provision for income taxes consists of the following:

	Fiscal Year Ended August 3, 1996	July 29, 1995	July 30, 1994
Current:			
Federal	$ 1,266,044	$692,064	$ 316,812
State	183,676	108,912	83,000
	1,449,720	800,976	399,812
Deferred:			
Federal and state	(56,609)	36,452	(58,287)
	$ 1,393,111	$837,428	$ 341,525

Deferred tax liabilities (assets) are comprised of the following:

	August 3, 1996	July 29, 1995
Depreciation	$ 639,834	$ 401,880
Pension	94,276	83,914
Federal effect of New York State tax credits	106,858	77,570
Difference in basis of fixed assets	101,368	110,200
Revenue recognition		35,289
Gross deferred tax liabilities	942,336	708,853
Amortization	87,975	72,382
Inventory	(164,003)	(153,119)
Bad debt reserve	(64,312)	(45,434)
Deferred compensation	(388,866)	(264,831)
NYS tax credits	(314,286)	(228,146)
Self-funded health insurance	(65,748)	
Gross deferred tax assets	(909,240)	(619,148)
	$ 33,096	$ 89,705

Deferred tax liabilities and assets are recorded in the consolidated balance sheets as follows:

	August 3, 1996	July 29, 1995
Liabilities:		
Deferred income taxes	$ 843,379	$ 605,806
Assets:		
Prepaid expenses and other current assets	(495,997)	(287,956)
Other assets	(314,286)	(228,145)
	$ 33,096	$ 89,705

The New York State tax credits expire at various dates through 2003.

The following is a reconciliation of the statutory Federal and effective income tax rates:

	Fiscal Year Ended		
	August 3, 1996 % of Pretax Income	July 29, 1995 % of Pretax Income	July 30, 1994 % of Pretax Income
Statutory Federal income tax expense rate	34.0%	34.0%	34.0%
State taxes, less Federal tax effect	1.5	1.5	(.4)
Tax benefit from write-off of inventory for tax purposes			(4.3)
Permanent differences	.6	2.8	3.9
Tax benefits on foreign sales corp	(3.3)	(3.3)	(3.3)
Federal tax credits and other	(.5)	(4.5)	(6.7)
	32.3%	30.5%	23.2%

10. COMMITMENTS AND CONTINGENCIES

a. The Company entered into an operating lease commencing August 1, 1992 and expiring July 31, 2002 for Del's offices and operating facility in Valhalla, New York. This lease includes escalations for real estate taxes and operating expenses. In September 1992 the Company entered into an operating lease for Dynarad's facility in Deer Park, New York. This lease provides escalation for real estate taxes. In May 1994 the Company entered into an operating lease for Bertan's facility in Hicksville, New York. This lease provides escalation for real estate taxes. On March 6, 1996 the Company entered into an operating lease for its Gendex-Del facility in Franklin Park, IL commencing March 6, 1996 and expiring January 31, 1998, renewable through January 31, 2003. This lease provides escalations for real estate taxes and operating expenses. In addition, the Company has various auto leases accounted for as operating leases. The future minimum annual lease commitments as of August 3, 1996 are as follows:

Fiscal Year Ended	Amount
1997	$1,200,881
1998	1,072,067
1999	954,024
2000	944,495
2001	941,067
Thereafter	1,654,959
	$6,767,493

Rent expense was $1,117,068 in 1996, $1,111,300 in 1995 and $604,665 in 1994, which includes real estate taxes of $286,118 in 1996, $296,142 in 1995 and $225,025 in 1994.

b. The Company has an employment agreement with its President through July 2000. The agreement provides for minimum base salary, deferred compensation and bonuses as defined. Under the terms of the agreement with the President, the Company will accrue deferred compensation at a rate of five percent of pretax income with a minimum of $100,000 and a maximum of $125,000. Such liability is funded by the Company's investments classified as available-for-sale. Gains and losses, either recognized or unrealized, inure to the benefit or detriment of the President's deferred compensation, based upon a contractual arrangement between the President and the Company. Bonus will accrue at five percent of pretax income. Also included in the President's agreement are certain benefits in the event of death or disability, as well as certain benefits in the event of a change of control. Upon completion of the term of the agreement, the President may opt for a five year extension in the form of a consulting contract at a rate specified within the agreement.

In connection with the acquisition of Dynarad, the Company had an employment agreement with one former Vice President through 1997. As of April 1, 1996, the Vice President opted for an extension in the form of a consulting contract at a rate specified within the agreement.

In connection with the acquisition of Dynarad, the Company entered into an employment agreement with a key employee which provides for bonuses based on growth of revenues. As of July 30, 1994, the employee has been engaged as a consultant at a rate specified within the agreement.

The Company entered into ten year consulting agreements through 2002 with two of the former shareholders of Dynarad. The agreements call for annual payments of $28,000 and $21,000, respectively.

The Company has an employment agreement with its Vice President of International Sales and Marketing which expires July 31, 1997. The agreement provides for base compensation of $163,170 and bonuses based on operating performance.

In connection with the acquisition of Bertan, the Company entered into a three year employment agreement with a key employee who was President of Bertan which provides for a minimum base salary of $140,000 per annum (subject to upward adjustment on an annual basis) and a bonus equal to five percent of pretax income. As of May 28, 1996, this employee became a technical consultant to the Company. Upon completion of the employment phase of the agreement, the Company and the employee have agreed to a ten year non-compete agreement at a minimum annual rate of $50,000 as adjusted for the greater of five percent per annum or increases in the cost of living. Additionally, the Company has entered into a ten year non-compete agreement with the former Chairman of Bertan at a minimum annual rate of $50,000 as adjusted for the greater of five percent per annum or increases in the cost of living.

In connection with the acquisition of Gendex-Del Medical Imaging Corp. the Company has an employment agreement with that subsidiary's Vice President which commenced on March 19, 1996 and expires on March 18, 1999. The agreement provides for a base salary of $125,000 and annual bonuses based on the performance of the subsidiary.

c. The Company is a defendant in several legal actions arising during the normal course of business. Management believes the Company has meritorious defenses to such actions and that the outcomes will not be material to the consolidated financial condition and results of operations.

11. ACQUISITIONS

As of March 6, 1996, the Company acquired certain selected assets of the Gendex Medical Division of Dentsply International Inc. ("Dentsply"), which have been consolidated as of that date. The new entity formed is the Gendex-Del Medical Imaging Corp. ("Gendex-Del"). The Company paid Dentsply $5,700,00 in cash at closing and delivered a seller's note for $1,800,000, which was repaid on June 12, 1996. In the event that the new corporation earns in excess of $2,000,000 in pre-interest, pretax profits in either of the two twelve month periods subsequent to the acquisition, an additional $1,000,000 payment will be due to Dentsply. Gendex-Del entered into a $2,500,000 six month Supply Agreement with Dentsply to purchase parts and subassemblies previously manufactured by Dentsply. The Company entered into a three year employment agreement with the General Manager of the newly formed corporation. Gendex-Del assumed the existing lease for its facility in Franklin Park, Illinois. The lease provides for annual rental payment of approximately $182,000, plus real estate taxes of approximately $93,000, and is extendable through January 2003.

The acquisition has been accounted for as a purchase and, accordingly, the original purchase price was allocated to the assets acquired based on the estimated fair value at the date of acquisition. The transaction resulted in an excess of cost over fair value of net assets acquired of $1,599,199, which is included in goodwill. Such excess is being amortized over a 25 year period. The charge to income during the period from March 6, 1996 to August 3, 1996 was $26,287.

Unaudited pro-forma financial information for the 12 month periods ended August 3, 1996 and July 29, 1995, as if the Gendex Medical acquisition occurred at the beginning of the respective periods, is as follows:

	Year Ended August 3, 1996	Year Ended July 29, 1995
Net Sales	$54,186,301	$53,592,266
Income before provision for income taxes	$ 3,890,053	$ 2,195,448
Net Income	$ 2,632,321	$ 1,525,020
Net income per common share and common share equivalents primary and fully diluted	$ .45	$ .30

The pro forma financial information presented above is not necessarily indicative of the operating results which would have been achieved had the Company acquired Gendex Medical at the beginning of the periods presented or of the results to be achieved in the future.

12. MAJOR CUSTOMERS AND EXPORT SALES

In the Specialty Electronic Components segment, no one customer accounts for more than ten percent of the Company's sales. In the Medical Imaging and Diagnostic Products segment one customer, the U.S. Government, accounted for 17 percent and 28 percent of sales in 1995 and 1994, respectively.

Export sales were 40 percent, 36 percent and 28 percent of total sales in 1996, 1995 and 1994, respectively.

For the years ended August 3, 1996, July 29, 1995 and July 30, 1994, export sales by geographic areas were:

	1996		1995		1994	
Europe	$ 5,460,305	31%	$ 3,892,719	33%	$2,321,259	34%
Far East	5,446,443	31%	3,336,147	28%	741,142	11%
Middle East	3,374,581	20%	3,256,903	28%	2,356,638	35%
North America	2,979,653	17%	627,777	6%	1,143,215	17%
Other	181,960	1%	614,149	5%	191,295	3%
Total export sales	$17,442,942	100%	$11,727,695	100%	$6,753,549	100%

13. SEGMENT REPORTING

The following analysis provides segment information for the two industries in which the Company operates (see Note 1):

1996	Specialty Electronics	Medical Manufacturing	Total
Net Sales (a)	$29,445,362	$14,300,092	$43,745,454
Operating expenses	24,606,511	13,681,771	38,288,282
Operating profit	$ 4,838,851	$ 618,321	5,457,172
Interest expense			1,148,639
Provision for income taxes			1,393,111
Net income			$ 2,915,422
Identifiable assets	$54,763,918	$ 2,965,834	$57,729,752
Capital expenditures	$ 1,528,690	$ 946,811	$ 2,475,501
Depreciation and amortization	$ 856,261	$ 340,050	$ 1,196,311

(a) For fiscal year 1996, sales of the Specialty Electronics segment included sales of approximately $11,657,000 to customers for medical imaging and diagnostic applications. Aggregate medical sales for fiscal 1996 were approximately $25,709,000 or 59 percent of total sales.

1995	Specialty Electronics	Medical Manufacturing	Total
Net Sales (a)	$27,026,761	$5,569,551	$32,596,312
Operating expenses	23,097,275	5,565,258	28,662,533
Operating profit	$ 3,929,486	$ 4,293	3,933,779
Interest expense			1,191,142
Provision for income taxes			837,428
Net income			$ 1,905,209
Identifiable assets	$33,062,025	$5,992,609	$39,054,634
Capital expenditures	$ 1,140,242	$ 197,267	$ 1,337,509
Depreciation and amortization	$ 965,478	$ 277,365	$ 1,242,843

(a) For fiscal year 1995, sales of the Specialty Electronics segment included sales of approximately $8,834,000 to customers for medical imaging and diagnostic applications. Aggregate medical sales for fiscal 1995 were approximately $14,403,000 or 44 percent of total sales.

1994	Specialty Electronics	Medical Manufacturing	Total
Net Sales	$19,436,334	$ 4,890,681	$24,327,015
Operating expenses	17,654,075	4,640,937	22,295,012
Operating profit	$ 1,782,259	$ 249,744	2,032,003
Interest expense			576,832
Provision for income taxes			341,525
FASB-109 tax adjustment			76,363
Net income			$ 1,190,009
Identifiable assets	$28,833,760	$ 7,364,613	$36,198,373
Capital expenditures	$ 1,626,358	$ 406,590	$ 2,032,948
Depreciation and amortization	$ 813,226	$ 203,306	$ 1,016,532

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES

SUPPLEMENTAL FINANCIAL INFORMATION

UNAUDITED SELECTED QUARTERLY FINANCIAL DATA

QUARTER

	First	Second	Third	Fourth
YEAR ENDED AUGUST 3, 1996:				
Net sales	$ 7,471,181	$9,329,438	$12,555,138	$14,389,697
Gross profit	$ 3,280,547	$3,775,520	$ 4,581,832	$ 4,752,293
Net income	$ 529,566	$ 633,061	$ 782,820	$ 969,975
Primary and fully diluted earnings per share	$ .11	$ .12	$ .13	$ .14

QUARTER

	First	Second	Third	Fourth
YEAR ENDED JULY 29, 1995:				
Net sales	$ 6,136,056	$7,579,366	$8,945,910	$ 9,934,980
Gross profit	$ 2,916,851	$3,298,628	$3,589,889	$ 3,612,945
Net income	$ 450,615	$ 505,215	$ 521,916	$ 427,463
Primary and fully diluted earnings per share	$ .09	$ .10	$ .11	$ .08

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

DEL GLOBAL TECHNOLOGIES CORP.

By: /S/ Leonard A. Trugman

Leonard A.Trugman
Chairman of the Board,
Chief Executive Officer and
President

By: /S/Michael Taber

Michael Taber
Vice President - Finance,
Secretary and Chief
Accounting Officer

Dated: October 31, 1996

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

/S/Natan Bertman - -------------------------- *Natan Bertman, Director*	*October 31, 1996*
/S/David Michael - -------------------------- *David Michael, Director*	*October 31, 1996*
/S/Seymour Rubin - -------------------------- *Seymour Rubin, Director*	*October 31, 1996*
/S/James Tiernan - -------------------------- *James Tiernan, Director*	*October 31, 1996*
/S/Leonard A. Trugman - -------------------------- *Leonard A. Trugman* *Chairman of the Board,* *Chief Executive Officer and* *President*	*October 31, 1996*

Exhibit 3.6

CERTIFICATE OF AMENDMENT OF THE

CERTIFICATE OF INCORPORATION

OF

DEL ELECTRONICS CORP.

Under Section 805 of the Business Corporation Law it is

hereby certified that:

FIRST: The name of the Corporation is DEL ELECTRONICS CORP.

SECOND: The certificate of incorporation of the Corporation was filed by the Department of State on October 26, 1954.

THIRD: The amendment of the certificate of incorporation of the Corporation effected by this certificate of amendment is as follows:

to change the name of the Corporation to DEL GLOBAL
TECHNOLOGIES CORP.

FOURTH: To accomplish the foregoing amendment, paragraph "First" of the certificate of incorporation of the Corporation is hereby amended to read as follows:

"FIRST: The name of the Corporation is DEL GLOBAL TECHNOLOGIES CORP."

FIFTH: The foregoing amendment of the certificate of incorporation of the Corporation was authorized by the Board of Directors and followed by the majority vote of the holders of all of the outstanding shares of the Corporation entitled to vote on such amendment of the certificate of incorporation.

IN WITNESS WHEREOF, we have hereunto signed this certificate this 14th day of February, 1996, and affirmed that the statements made herein are true under penalties of perjury.

/S/Leonard A. Trugman

Leonard A. Trugman, President

/S/Michael Taber

Michael Taber, Secretary

EMPLOYMENT AGREEMENT, dated as of March 19, 1996, by and between GENDEX-DEL MEDICAL IMAGING CORP., a Delaware corporation with offices at 11550 West King Street, Franklin Park, Illinois 60131 (the "Corporation"), and JOHN MACLENNAN, an individual residing at 2269 Riverwoods Drive, Naperville, Illinois 60565 (the "Executive").

W I T N E S S E T H:

WHEREAS, the Corporation desires to secure the services of the Executive upon the terms and conditions hereinafter set forth; and
WHEREAS, the Executive desires to render services to the Corporation upon the terms and conditions hereinafter set forth.
NOW, THEREFORE, the parties mutually agree as follows:
Section 1. Employment. The Corporation hereby employs the Executive and the Executive hereby accepts such employment, as an executive of the Corporation, subject to the terms and conditions set forth in this Agreement.
Section 2. Duties. Executive shall serve as Vice President and General Manager of the Corporation and shall properly perform such duties consistent with the positions of Vice President and General Manager, as may be assigned to him from time to time by the Executive Vice President or the Chairman and Chief Executive Officer of the Corporation or Del Global Technologies Corp. ("Del"). Executive shall be employed at the Corporation's Chicago, Illinois facility and shall remain employed within a radius of 25 miles of such facility at all times during the term of this Agreement. If requested by the Corporation and with Executive's consent, the Executive shall serve

on the Board of Directors of the Corporation or any affiliates thereof, or on any committee of such Boards of Directors, without additional compensation, provided that Executive is indemnified to the same extent as other Directors of the Corporation. During the term of this Agreement, the Executive shall devote all of his business time to the performance of his duties hereunder unless otherwise authorized by the Board of Directors.

Section 3. Term of Employment. The term of the Executive's employment shall commence as of the date hereof and shall continue for three (3) years from the date hereof or until terminated pursuant to Section 5 hereof.

Section 4. Compensation of Executive.

4.1. Compensation. The Corporation shall pay to the Executive as annual compensation for his services hereunder a base salary ("Base Salary") as follows: (i) for the period commencing with the date hereof and ending twelve (12) months from the date hereof, the Executive shall be paid a Base Salary equal to One Hundred Twenty-Five Thousand ($125,000) Dollars; (ii) for the next twelve (12) month period, the Executive shall be paid a Base Salary equal to One Hundred Thirty-One Thousand Two Hundred Fifty ($131,250) Dollars; and (iii) for the next twelve (12) month period, the Executive shall be paid a Base Salary equal to One Hundred Thirty-Seven Thousand Eight Hundred Twelve ($137,812) Dollars. The Base Salary shall be payable bi-weekly, in accordance with the Corporation's regular payroll practices, less such deductions as shall be required to be withheld by applicable law and regulations. 10\187\ema1.10

4.2. Bonus. In addition to his annual Base Salary the Executive shall receive a bonus ("Bonus") with respect to each fiscal year, or portion thereof, of employment equal to three (3%) percent of the Corporation's Pre-Tax Net Income (as hereinafter defined) in excess of $500,000 for such year. The Executive shall receive the pro rata portion of the Bonus based on the portion of the Corporation's fiscal year that has elapsed, for the periods (i) commencing on the date hereof and ending July 30, 1996, the last day of the Corporation's 1996 fiscal year; and (ii) commencing on the first day of the Corporation's fiscal year beginning August 1997 and ending three years after the date of this Agreement. The Bonus shall be payable within sixty (60) days after the Corporation's regularly employed independent certified public accountants ("Accountants") determine the Pre-Tax Net Income for each fiscal year during the term of this Agreement.
4.3. Stock Options. Del, the Corporation's parent corporation, has previously granted to Executive the option to purchase 15,000 shares of its common stock, $.10 par value at an exercise price of $8.00 per share. Del represents and warrants that the shares of common stock underlying such options have been registered pursuant to an effective Form S-8 registration statement filed with the Securities and Exchange Commission.

Executive's Base Salary for such year, as determined by the Corporation's Accountants, a copy of which determination shall be delivered to Executive contemporaneously with the payment of the Bonus. No allocation shall be made for general or administrative expenses of Del or intercompany loans or for other allocations that do not confer a direct or indirect benefit to the Corporation and all transactions between the Corporation and affiliates shall be on a consistent basis as is Del's practice with its other affiliates.

4.5. Expenses. The Corporation shall pay or reimburse the Executive for all reasonable and necessary business, travel or other expenses, upon proper documentation thereof, which may be incurred by him in connection with the rendition of the services contemplated hereunder.

4.6. Benefits. Executive shall be entitled to participate in such group insurance, hospitalization, and group health benefit plans and option plans, profit sharing plans and all other benefits and plans as the Corporation provides to its executives to the extent that the Executive is eligible under the terms of such plans. The Corporation shall provide Executive with a monthly $400 automobile allowance and upon presentation of documentation thereof, the Corporation shall reimburse Executive for the reasonable fuel, maintenance and insurance expenses of such automobile.

4.7. Discretionary Payments. Nothing herein shall preclude the Corporation from paying Executive such bonus or bonuses or other compensation, as the Board of Directors, in their discretion, may authorize from time to time. 10\187\ema1.10

Section 5. Termination.

5.1. Termination of Employment. This Agreement shall terminate upon the death, Disability, as hereinafter defined, or termination of employment of the Executive For Cause, as hereinafter defined, or because Executive wrongfully leaves his employment hereunder. In the event of a termination For Cause or because Executive wrongfully leaves his employment hereunder, the Corporation shall pay Executive all accrued and unpaid Base Salary through the date of termination. In the event of termination upon the death or Disability of Executive or if Executive's employment is terminated by the Corporation without cause, the Corporation shall pay to the Executive, any person designated by the Executive in writing or if no such person is designated, to his estate, as the case may be, the aggregate amount of the accrued and unpaid Base Salary and accrued and unpaid Bonus, on a pro rata basis through the date of such termination. All payments for accrued pro rata payments of Bonus shall be payable in accordance with the provisions of Section 4.2 hereof. In addition, Executive or his estate shall be entitled to receive all benefits accrued to the date of termination pursuant to the Corporation's incentive or benefit plans.

5.2. Disability Defined. As used herein, "Disability" shall mean the Executive is mentally or physically incapable or unable to perform his regular and customary duties of employment with the Corporation for a period of ninety (90) consecutive days or for a period of one hundred twenty (120) days in any one hundred eighty (180) day period. 10\187\ema1.10

5.3. "For Cause" Defined. As used herein, the term "For Cause" shall mean the following events only:

(i) Executive's conviction or indictment in a court of law of any crime or offense involving willful misappropriation of money or other property or any other crime (whether or not involving the Corporation) involving moral turpitude and which constitutes a felony; or

(ii) The material breach by Executive of any provision of this Agreement and Executive shall have failed to cure such breach within thirty (30) days of the receipt by Executive of written notice detailing the alleged breach of this Agreement; provided, however, that Executive shall not have the right to cure a material breach if a substantially similar breach of this Agreement has occurred at any other time during the term of this Agreement; or

(iii)Willful misconduct or reckless disregard of his responsibilities under this Agreement.

Section 6. Covenant Not To Compete.

6.1. Non-Compete. The parties confirm that it is reasonably necessary for the protection of the Corporation that Executive agree, and accordingly, Executive does hereby agree, that he will not, directly or indirectly, except for the benefit of the Corporation, at any time during the "Restricted Period", as hereinafter defined:

(i) engage in any business competitive with the business (the "Business") conducted by the Corporation or by Dynarad Corp. 10\187\ema1.10

("Dynarad"), an affiliate of the Corporation, for his account or render any services, which constitute engaging in the Business, in any capacity to any person (other than the Corporation or its affiliates); or become interested in any persons engaged in the Business (other than the Corporation or its affiliates) as a partner, shareholder, officer, director, principal, agent, employee, trustee, consultant or in any other relationship or capacity;
(ii) solicit, or cause or authorize, directly or indirectly, to be solicited, for or on behalf of himself or any third party, any employee, representative or agent of the Corporation or Dynarad; or
(iii) solicit directly or indirectly (x) any supplier which has sold products to the Corporation or Dynarad (or which has at the time of such termination a current quote or proposal to the Corporation or Dynarad or (y) any customer of the Corporation or Dynarad (or which has at the time of such termination a current quote or proposal from the Corporation or Dynarad).
6.2. Unenforceability. If any of the restrictions contained in this Section 6 shall be deemed to be unenforceable by reason of the extent, duration or geographical scope thereof, or otherwise, then the court making such determination shall have the right to reduce such extent, duration, geographical scope, or other provisions hereof, and in its reduced form this
Section shall then be enforceable in the manner contemplated hereby. 10\187\ema1.10

6.3. Restricted Period. The term "Restricted Period" as used in this Section 6, shall mean the period of Executive's employment hereunder plus one (1) year.

6.4. Survival. The provisions of this Section 6 shall survive the expiration or prior termination of Executive's employment hereunder and until the end of the Restricted Period as provided in Section 6.3 hereof.

6.5. Termination Without Cause. Notwithstanding anything to the contrary set forth in this Agreement, the covenant not to compete set forth in this Section 6 shall not apply in the event Executive's employment is terminated without cause.

Section 7. Disclosure of Confidential Information.

(i) Executive recognizes that he will have access to secret and confidential information regarding the Corporation and Dynarad, its product, know-how, customers and plans. Executive acknowledges that such information is of great value to the Corporation and Dynarad, is the sole property of the Corporation and Dynarad and has been and will be acquired by him in confidence. In consideration of the obligations undertaken by the Corporation herein, Executive will not, at any time, during or after his employment hereunder, reveal, divulge or make known to any person, any information acquired by Executive during the course of his employment, which is treated as confidential by the Corporation or its affiliates and not otherwise in the public domain; and

(ii) The provisions of this Section 7 shall survive Executive's employment hereunder.
Section 8. Injunctive Relief. Executive acknowledges that the services to be rendered under the provisions of this Agreement are of a special, unique and extraordinary character and that it would be difficult or impossible to replace such services. Accordingly, Executive agrees that any breach or threatened breach by him of Sections 6 or 7 of this Agreement shall entitle the Corporation, in addition to all other legal remedies available to it, to apply to any court of competent jurisdiction to enjoin such breach or threatened breach without the requirement of posting a bond or other security or showing special damages. The parties understand and intend that each restriction agreed to by Executive hereinabove shall be construed as separable and divisible from every other restriction, that the unenforceability of any restriction shall not limit the enforceability, in whole or in part, of any other restriction, and that one or more or all of such restrictions may be enforced in whole or in part as the circumstances warrant. In the event that any restriction in this Agreement is more restrictive than permitted by law in the jurisdiction in which the Corporation seeks enforcement thereof, such restriction shall be limited to the extent permitted by law.
Section 9. Severance Pay. In the event Executive's employment by the Corporation is not continued for an additional one (1) year beyond the term of this Agreement for any reason other than For Cause, at the end of such additional year the Corporation shall pay the Executive an amount equal to the difference between (x) the Base Salary of Executive during the last twelve (12) months of the term of this Agreement and (y) any compensation of any kind whatsoever which Executive is entitled to receive as a result of his employment 10\187\ema1.10

by another entity during such additional one (1) year period.

Section 10. Miscellaneous.

10.1. Entire Agreement. This Agreement constitutes and embodies the full and complete understanding and agreement of the parties with respect to the Executive's employment by the Corporation, supersedes all prior understandings and agreements, if any, whether oral or written with respect to the matters covered by this Agreement, between the Executive and the Corporation and shall not be amended, modified or changed except by an instrument in writing executed by the party to be charged. The invalidity or partial invalidity of one or more provisions of this Agreement shall not invalidate any other provision of this Agreement. No waiver by either party of any provision or condition to be performed shall be deemed a waiver of similar or dissimilar provisions or conditions at the same or any prior or subsequent time.

10.2. Binding Effect. This Agreement shall inure to the benefit of, be binding upon and enforceable against, the parties hereto and their respective successors and permitted assigns.

10.3. Assignment. This Agreement, and the Executive's rights and obligations hereunder, may not be assigned by the Executive other than as expressly provided herein. Any purported assignment by Executive in violation hereof shall be null and void.

10.4. Captions. The captions contained in this Agreement are for convenience of reference only and shall not affect in any way the meaning or interpretation of this Agreement.
10.5. Notices. All notices, requests, demands and other communications required or permitted to be given hereunder shall be in writing and shall be deemed to have been duly given when personally delivered or sent by certified mail, postage prepaid, or special overnight delivery to the party at the address set forth above or to such other address as either party may hereafter give notice of in accordance with the provisions hereof.
10.6. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York. Except in respect of any action commenced by a third party in another jurisdiction, the parties hereto agree that any legal suit, action, or proceeding against them arising out of or relating to this Agreement shall be brought exclusively in the United States Federal Courts or Nassau County Supreme Court, in the State of New York. The parties hereto hereby accept the jurisdictions of such courts for the purpose of any such action or proceeding, and agree that venue for any action or proceeding brought in the State of New York shall lie in the Eastern District of New York or Supreme Court, Nassau County, as the case may be. Each of the parties hereto hereby irrevocably consents to the service of process in any action or proceeding in such courts by the mailing thereof by United States registered or certified mail postage prepaid at its address set forth herein. 10\187\ema1.10

10.7. Counterparts. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date set forth above.

As to Section 4.3 only:

DEL GLOBAL TECHNOLOGIES CORP.

By:/S/Leonard A. Trugman
- ------------------------
Leonard A. Trugman, Chairman
CEO and President

/S/John MacLennan
- -----------------
JOHN MACLENNAN

GENDEX-DEL MEDICAL IMAGING CORP.

By:/S/Leonard A. Trugman

Leonard A. Trugman, President

10\187\ema1.10

FIRST AMENDMENT
to
AMENDED AND RESTATED CREDIT AGREEMENT

FIRST AMENDMENT (the "Amendment"), dated as of August 2, 1996 (the "First Amendment Date") to Amended and Restated Credit Agreement, made by The Chase Manhattan Bank (successor by merger to The Chase Manhattan Bank, N.A.), a New York banking corporation having an office at 106 Corporate Park Drive, White Plains, New York 10604 (the "Bank") and DEL GLOBAL TECHNOLOGIES CORP., formerly known as Del Electronics Corp., a New York corporation having an office at One Commerce Park, Valhalla, New York 10595 ("Del"), RFI CORPORATION, a Delaware corporation having an office at 100 Pine Aire Drive, Bay Shore, New York 11706 ("RFI"), DYNARAD CORP., a New York corporation having an office at 19 Jefryn Boulevard, Deer Park, New York 11729 ("Dynarad"), BERTAN HIGH VOLTAGE CORP., formerly known as Del Acquisition Corp., a New York corporation having an office at 121 New South Road, Hicksville, New York 11801 ("Bertan High Voltage"), DEL MEDICAL SYSTEMS CORP., a New York corporation having an office at One Commerce Park, Valhalla, New York 10595 ("Del Medical"), and GENDEX-DEL MEDICAL IMAGING CORP., a Delaware corporation having an office at 11550 West King Street, Franklin Park, Illinois 60131 ("Gendex-DMI" and together with Del, RFI, Dynarad, Bertan High Voltage, and Del Medical hereinafter sometimes referred to collectively as the "Debtors").

W I T N E S S E T H

WHEREAS, the Debtors and the Bank entered into an Amended and Restated Credit Agreement (the "Agreement") dated as of March 5, 1996, pursuant to the terms of which the Bank agreed to make certain financial accommodations available to the Debtors;

WHEREAS, all capitalized terms used in the Agreement and not otherwise defined herein shall have the meanings given to them in the Agreement;

WHEREAS, as of the First Amendment Date, the outstanding principal balance of the Revolving Credit Loans is $100,000 and the outstanding principal balance of the Term Loan is $500,000, to both of which there are no defenses or offsets;

WHEREAS, the Debtors and the Bank have agreed, among other things, to convert the Term Loan facility to a standby term loan facility, to modify certain amortization provisions contained in the Agreement, to release the Bank's security interest in certain assets of the Debtors, to modify certain covenants contained in the Agreement, and to modify the interest rates applicable to loans made under the Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and undertakings herein contained, the Debtors and the Bank hereby agree as follows:

A. Modification of Agreement

1. Section 1.1. Section 1.1 of the Agreement is hereby modified as of the First Amendment Date by the addition of the following definitions in their proper alphabetical positions:

Acquisition shall mean the acquisition by Del or any of its wholly-owned subsidiaries of another entity or all or substantially all of the assets of another entity. Additional Term Loan shall have the meaning assigned to such term in Section 2.1.

Additional Term Note or Additional Term Notes shall mean the additional term loan note or notes executed and delivered by the Debtors pursuant to Section 2.3(b), in substantially the form of Exhibit A-1 hereto, as such may be amended, modified or restated from time to time.

Declaration of Restrictions shall mean the declaration of restrictions, in substantially the form of Exhibit N hereto, as such may be amended, modified or restated from time to time.

First Amendment shall mean the amendment to the Agreement dated as of August 2, 1996.

First Amendment Date shall mean August 2, 1996.

Negative Pledge Agreement shall mean the Negative Pledge Agreement, in substantially the form of Exhibit M hereto, as such may be amended, modified or restated from time to time.

Standby Term Loan Commitment shall mean the Standby Term Loan Commitment of the Bank as set forth in Section 2.1.

Standby Term Loan Commitment Fee shall mean the Standby Term Loan Commitment Fee as set forth in Section 2.6.

Standby Term Loan Commitment Period shall mean the period from and including the First Amendment Date to, but not including the Term Loan Maturity Date.

Term Loan "A" shall have the meaning assigned to such term in Section 2.1.

2. Section 1.1. Section 1.1 of the Agreement is hereby further modified by

the deletion of the definitions for the terms, "Loans," "Note or Notes," and "Term Loan" and the substitution of the following therefor:

Loans shall mean the Term Loans, the Revolving Credit Loan, the Letter of Credit Facility or any or all of them, as the context may require.

Note or Notes shall mean the Term Note, the Additional Term Notes and/or the Revolving Credit Note, as the context may require.

Term Loan or Term Loans shall mean any or all of Term Loan "A" and the Additional Term Loans, as the context may require.

3. Section 1.1 Section 1.1 of the Agreement is hereby further modified by the deletion of the terms, "Bertan Security Agreement," "Del Medical Security Agreement," "Del Security Agreement," "Dynarad Security Agreement," "Gendex-DMI Security Agreement," "Indemnification Agreement," "Mortgage," "Mortgage Modification Agreement No. 3," "Mortgagor," "Modification and Reaffirmation of Indemnity," "RFI Security Agreement," "Subordinate Mortgage," and "Third Mortgage."

4. Section 2.1. Section 2.1 of the Agreement is hereby deleted as of the First Amendment Date and the following substituted therefor:

2.1 Term Loans. The Bank has heretofore made a term loan to the Debtors, the outstanding principal balance of which was, as of the Restatement Date, $10,000,000.00, and is, as of the First Amendment Date, $500,000.00 ("Term Loan A"). Subject to the terms and conditions hereof, the Bank agrees to make additional term loans (each, an "Additional Term Loan") to the Debtors from time to time during the Standby Revolving Credit Commitment Period which in the aggregate of the original principal amounts thereof, when added to the outstanding principal balance as of the First Amendment Date of Term Loan "A", shall not exceed $10,000,000.00 (the "Standby Term Loan Commitment"). Payments made on Term Loans may not be reborrowed. The Debtors shall have the right to reduce or terminate the amount of the unused Standby Term Loan Commitment at any time or from time to time, provided that: (a) the Debtors shall have given notice of each such reduction or termination to the Bank as provided in Section 2.15; and
(b) each partial reduction shall be in an aggregate amount at least equal to $100,000.00. The Standby Term Loan Commitment once reduced or terminated may not be reinstated.

5. Section 2.3. Section 2.3 of the Agreement is hereby deleted as of the First Amendment Date and the following substituted therefor:

2.3 Notes

(a) Term Loans. Term Loan "A" shall be evidenced by a replacement promissory note of the Debtors substantially in the form of Exhibit A hereto with appropriate insertions (the "Term Note") payable to the order of the Bank and dated the First Amendment Date. The principal amount of the Term Note shall be payable in 19 equal consecutive quarterly installments, each in the amount of $26,315.27, payable on the last business day of each fiscal quarter of Del, commencing November 30, 1996 and continuing thereafter until the entire unpaid principal balance of the Term Note, together with all accrued and unpaid interest, shall be paid in full on the Term Loan Maturity Date. The Additional Term Loans shall each be evidenced by a promissory note of the Debtors substantially in the form of Exhibit A-1 hereto, dated the date on which such Additional Term Loan is made, with appropriate insertions (each an "Additional Term Note") payable to the order of the Bank and representing the obligation of the Debtors to pay the unpaid principal amount of such Additional Term Loan, with interest thereon as hereinafter provided. The principal amount of each Additional Term Loan shall be payable in equal consecutive quarterly installments, payable on the last business day of each fiscal quarter of Del, commencing on the last business day of the fiscal quarter in which such Loan is made. Term Loans, or portions thereof, subject to limitations set forth in Section 2.4(c) and
Section 2.16 hereof, may be outstanding as Variable Rate Loans or Eurodollar Loans.

6. Section 2.4(d) Section 2.4(d) of the Agreement is hereby deleted as of the First Amendment Date and the following substituted therefor:

(d) The Margin that shall apply to Term Loans is set forth below and is based on the Debtors' Consolidated Interest Expense Coverage Ratio for the six-month period ending on the most recent Interest Measurement Date and the Debtors' Leverage Ratio on the most recent Interest Measurement Date, as reported in the applicable financial statement provided to the Bank pursuant to Section 5.5 hereof:

Criteria			Variable Rate Margin: Basis Points	Eurodollar Margin: Basis Points
Leverage Ratio		Interest Coverage Ratio		
Greater than 1.25 to 1.00	and/or	Less than 3.00 to 1.00	0	275

Equal to or less than 1.25 to 1.00	and	Equal to or greater than 3.00 to 1.00 but less than 3.50 to 1.00	0	250
Equal to or less than 1.25 to 1.00	and	Equal to or greater than 3.50 to 1.00 but less than 4.00 to 1.00	0	200
Equal to or less than 1.00 to 1.00	and	Equal to or greater than 4.00 to 1.00 but less than 4.50 to 1.00	0	175
Equal to or less than .75 to 1.00	and	Equal to or greater than 4.50 to 1.00 but less than 5.00 to 1.00	0	150
Equal to or less than .50 to 1.00	and	Equal to or greater than 5.00 to 1.00 but less than 5.50 to 1.00	0	125
Equal to or less than .25 to 1.00	and	Equal to or greater than 5.50 to 1.00	0	100

Upon acceptance by the Bank of such calculations, Margin adjustments resulting from such calculations shall become retroactively effective as of the first day of the calendar month in which the above referenced financial statements shall have been presented to the Bank.

7. Section 2.4(e) Section 2.4(e)of the Agreement is hereby deleted as of the First Amendment Date and the following substituted therefor:

(e) The Margin that shall apply to Revolving Credit Loans is set forth below and is based on the Debtors' Consolidated Interest Expense Coverage Ratio for the six-month period ending on the most recent Interest Measurement Date and the Debtors' Leverage Ratio on the most recent Interest Measurement Date, as reported in the applicable financial statement provided to the Bank pursuant to Section 5.5 hereof:

Criteria: Leverage Ratio		Criteria: Interest Coverage Ratio	Variable Rate Margin: Basis Points	Eurodollar Margin: Basis Points
Greater than 1.25 to 1.00	and/or	Less than 3.00 to 1.00	0	250
Equal to or less than 1.25 to 1.00	and	Equal to or greater than 3.00 to 1.00 but less than 3.50 to 1.00	0	225
Equal to or less than 1.25 to 1.00	and	Equal to or greater than 3.50 to 1.00 but less than 4.00 to 1.00	0	175
Equal to or less than 1.00 to 1.00	and	Equal to or greater than 4.00 to 1.00 but less than 4.50 to 1.00	0	150
Equal to or less than .75 to 1.00	and	Equal to or greater than 4.50 to 1.00 but less than 5.00 to 1.00	0	125
Equal to or less than .50 to 1.00	and	Equal to or greater than 5.00 to 1.00 but less than 5.50 to 1.00	0	100
Equal to or less than .25 to 1.00	and	Equal to or greater than 5.50 to 1.00	0	75

Upon acceptance by the Bank of such calculations, Margin adjustments resulting from such calculations shall become retroactively effective as of the first day of the calendar month in which the above referenced financial statements shall have been presented to the Bank.

8. Section 2.5 Section 2.5 of the Agreement is hereby deleted as of the First Amendment Date and the following substituted therefor:

2.5 Procedure for Revolving Credit and Term Loan Borrowing. The Debtors may borrow under the Revolving Credit Commitment during the Revolving Credit Commitment Period and under the Standby Term Loan Commitment during the Standby Term Loan Period on any Business Day by giving the Bank written or facsimile notice of a request for a Revolving Credit Loan or an Additional Term Loan hereunder, as the case may be, setting forth the amount of the Loan requested and the date thereof, and, in the case of an Additional Term Loan, setting forth the terms of the Acquisition to be financed by such Additional Term Loan and any information regarding such Acquisition that the Bank may reasonably require. Prior to the advance to the Debtors of an Additional Term Loan, or portion thereof, the Debtors shall deliver to the Bank an Additional Term Loan Note in the amount of the Additional Term Loan being requested. Additional Term Loans are subject to the Bank's prior written approval of the terms of the Acquisition to be financed by such Additional Term Loan, which approval shall be in the Bank's sole discretion, except that the Debtors shall be permitted to make Acquisitions without the Bank's approval, provided, however, that such Acquisitions do not exceed, in the aggregate, $3,000,000, calculated from the First Amendment Date. Except for borrowings which exhaust the full remaining amount of the Revolving Credit Commitment, or Standby Term Loan Commitment, as the case may be, and except for Eurodollar Loans, each borrowing under the Revolving Credit Commitment and each borrowing under the Standby Term Loan Commitment shall be in an amount at least equal to $100,000. Such notice shall be sufficient if given within the time period set forth therefor in Section 2.15, provided, however, that in the case of Additional Term Loans, the Bank shall have theretofore given its approval of the Acquisition being funded, where such approval is required.

9. Section 2.6 Section 2.6 of the Agreement is hereby deleted as of the First Amendment Date and the following substituted therefor:

2.6 Fees. (a) As additional compensation for the Revolving Credit Commitment and Letter of Credit Facility provided for herein, the Debtors, jointly and severally, agree to pay the Bank a Commitment Fee during the Revolving Credit Commitment Period at a rate equal to one-quarter of one percent (.25%) per annum of the average daily unused portion of the combined (i) Revolving Credit Commitment, and, without duplication, (ii) the Letter of Credit Facility. The Commitment Fee shall be payable quarterly in arrears on the last day of each January, April, July, and October during the Revolving Credit Commitment Period and at the time of the termination of the Revolving Credit Commitment.

(b) As additional compensation for the Standby Term Loan Commitment provided for herein, the Debtors, jointly and severally, agree to pay the Bank a Standby Term Loan Commitment Fee during the Standby Term Loan Commitment Period at a rate equal to one-quarter of one percent (.25%) per annum of the average daily unused portion of the Standby Term Loan Commitment (excluding all portions of the Standby Term Loan Commitment which have been borrowed and repaid by the Debtors). The Standby Term Loan Commitment Fee shall be payable quarterly in arrears on the last day of each January, April, August, and October during the Standby Term Loan Commitment Period and at the time of the termination of the Standby Term Loan Commitment.

10. Section 2.15 Section 2.15 of the Agreement is hereby deleted as of the First Amendment Date and the following substituted therefor:

2.15 Certain Notices. Notices by the Debtors to the Bank of each borrowing, prepayment or conversion, and each renewal hereunder shall be irrevocable and shall be effective only if received by the Bank not later than 2:00 p.m. (in the case of Variable Rate Loans) and 11:00 a.m. (in the case of Eurodollar Loans), both New York City time, and in the case of borrowings and prepayments of, conversions into and (in the case of Eurodollar Loans) renewals of (i) Variable Rate Loans, given not later than 2:00 p.m. on the date of such request; and (ii) Eurodollar Loans, given three Business Days prior thereto no later than 11:00 a.m. on the date of such request. Each such notice shall specify the Loans to be borrowed, prepaid, converted or renewed and the amount and type of the Loans to be borrowed, or converted, or prepaid or renewed (and, in the case of a conversion, the type of Loans to result from such conversion and, in the case of a Eurodollar Loan, the Interest Period therefor) and the date of the borrowing or prepayment, or conversion or renewal (which shall be a Business Day).

11. Section 3.12 Section 3.12 of the Agreement is hereby deleted and the words "Section 3.12 Intentionally Omitted" are inserted in its place.

12. Section 3.13 Section 3.13 of the Agreement is hereby modified as of the First Amendment Date by the addition of the following at the end thereof:

The proceeds of the Additional Term Loans shall be used only for the payment of the purchase price of the Acquisitions which, to the extent such proceeds of the Additional Term Loans exceed, in the aggregate, $3,000,000, calculated from the First Amendment Date, shall have been approved in writing prior thereto by the Bank.

13. Section 4.1 Section 4.1 of the Agreement is hereby modified as of the First Amendment Date by the addition of the following paragraph (e) at the end thereof:

(e) In the case of borrowings under the Standby Term Loan Commitment, the Bank shall have received an Additional Term Note in the amount of the borrowing, duly executed by the Debtors payable to its order and otherwise complying with the provisions of Section 2.3.

14. Section 5.3 Section 5.3 of the Agreement is hereby deleted as of the First Amendment Date and the following substituted therefor:

5.3 Insurance. Each Debtor will (a) keep its insurable properties adequately insured at all times by financially sound and reputable insurers, (b) maintain such other insurance, to such extent and against such risks, including fire and other risks insured against by extended coverage, as is customary with companies similarly situated and in the same or similar businesses, (c) maintain in full force and effect public liability insurance against claims for personal injury or death or property damage occurring upon, in, about or in connection with the use of any properties owned, occupied or controlled by such Debtor, in such amount as it shall reasonably deem necessary, and (d) maintain such other insurance as may be required by law or as may be reasonably requested by the Bank for purposes of assuring compliance with this Section 5.3. All such insurance shall provide for at least 30 days' prior written notice to the Bank of the cancellation or material modification thereof.

15. Section 6.1 Paragraph (h) of Section 6.1 of the Agreement is hereby deleted as of the First Amendment Date and the words "Paragraph (h) Intentionally Omitted" are inserted in its place.

16. Section 6.7 Section 6.7 of the Agreement is hereby deleted as of the First Amendment Date and the following substituted therefor:

6.7 Investments. (a) Own, purchase or acquire any stock, obligations, assets or securities of, or any interest in, or make any capital contribution or loan or advance to, any other person, or make any other investments with an aggregate fair market value exceeding $250,000.00 (valued at the time of the acquisition thereof), except that the Debtors may (i) own, purchase or acquire certificates of deposit of the Bank or any FDIC-insured commercial bank registered to do business in any state of the United States having capital and surplus in excess of $500,000,000; (ii) own, purchase or acquire obligations of the United States government or any agency thereof which are backed by the full faith and credit of the United States; (iii) own, purchase or acquire commercial paper of a domestic issuer rated at least A-1 by Standard and Poor's Corporation or P-1 by Moody's Investors Service, Inc.; (iv) subject to the provisions of Section 6.7(b) hereof, purchase or acquire during any fiscal year of Del (a "Fiscal Year") shares of the common stock of Del ("Common Stock") with an aggregate fair market value of not more than $1,500,000 (valued at the time of the acquisition thereof), and thereafter own all such shares so purchased or acquired; (v) own, purchase, or acquire stock, obligations and/or securities of any other person provided that such stock, obligations and/or securities are held by the Debtors in the deferred compensation account(s) which are maintained by Del for the benefit of Leonard A. Trugman; and (vi) make Acquisitions with the proceeds of Additional Term Loans provided, however, that the Bank shall have given its prior written approval of such Acquisitions to the extent that they exceed, in the aggregate, $3,000,000 calculated from the First Amendment Date.

(b) The right of the Debtors to repurchase shares of Common Stock pursuant to Section 6.7(a)(iv) hereof is subject to the following:

(i) The Debtors may during any Fiscal Year repurchase shares of the Common Stock with an aggregate fair market value of not more than $750,000 (valued at the time of the acquisition thereof) if (A) no default under Section 6.4, Section 6.8, Section 6.9 or Section 6.11 of this Agreement shall have occurred and be continuing at the time of such repurchase and (B) after giving effect to such repurchase of shares, no default shall exist under Section 6.9 hereof.

(ii) In addition to the shares of Common Stock which may be repurchased pursuant to subsection (i) above, during any Fiscal Year the Debtors may repurchase additional shares of the Common Stock with an aggregate fair market value (valued at the time of the acquisition thereof) equal to (A) the dollar amount of the increase in Consolidated Tangible Net Worth of the Debtors for the Fiscal Year, minus (B) $1,250,000; provided, however, that (x) in no event may the Debtors during any Fiscal Year repurchase additional shares of Common Stock pursuant to the provisions of this subsection (ii) with an aggregate fair market value in excess of $750,000 (valued at the time of the acquisition thereof) and (y) in no event may the Debtors repurchase additional shares of Common Stock pursuant to the provisions of this subsection (ii) if, after giving effect to such repurchase of additional shares, a default shall exist under Section 6.9 hereof.

17. Section 6.8 Section 6.8 of the Agreement is hereby deleted as of the First Amendment Date and the following substituted therefor:

6.8 Current Ratio. Permit the Consolidated Current Ratio of the Debtors at any time to be less than 2.50:1.00.

18. Section 6.9 Section 6.9 of the Agreement is hereby deleted as of the First Amendment Date and the following substituted therefor:

6.9 Tangible Net Worth. Permit the Consolidated Tangible Net Worth of the Debtors at any time during the periods specified below to be less than:

Period	Amount
Fiscal year ending 8/2/96	$33,450,000
Fiscal year ending 8/1/97	$34,800,000
Fiscal year ending 7/31/98	$36,050,000
Fiscal year ending 7/31/99	$37,300,000
Fiscal year ending 7/29/00	$38,550,000
Fiscal year ending 7/31/01	$39,800,000

19. Section 6.16 Section 6.16 of the Agreement is hereby deleted as of the First Amendment Date and the following substituted therefor:

6.16 Leverage Ratio. Permit the Leverage Ratio of the Debtors in any fiscal year to exceed 1.25.

20. Section 9.1 Section 9.1 of the Agreement is hereby deleted as of the First Amendment Date and the words "Section 9.1 Intentionally Omitted" inserted in its place.

21. Security. As of the First Amendment Date, the Bertan Security Agreement, the Del Medical Security Agreement, the Del Security Agreement, the Dynarad Security Agreement, the Gendex-DMI Security Agreement, the RFI Security Agreement, and the Indemnification Agreement are hereby canceled and all references in the Agreement to any security interests or mortgages given for the benefit of the Bank to secure the obligations of the Debtors under the Agreements are hereby deleted, it being the intention of the parties hereto that (a) the Loans shall be unsecured and (b) the assets being released from the Bank's liens shall not be given as security for any other indebtedness and shall not become subject to any other liens. In furtherance of the foregoing, (i) the Bank shall execute and deliver to the Debtors such UCC-3 financing statements and a satisfaction of each of (a) the Mortgage, (b) the Subordinate Mortgage, and (c) the Third Mortgage,(ii) the Debtors shall execute and deliver to the Bank the Negative Pledge Agreement, in the form of Exhibit M to the Agreement, pursuant to which they shall agree not to transfer any of their respective assets (except for the sale of inventory in the normal course of business) and not to encumber any of their respective assets except as specifically permitted by Section 6.1 of the Agreement, and (iii) RFI shall execute and deliver to the Bank a Declaration of Restrictions, in the form of Exhibit N to the Agreement, pursuant to which RFI shall agree not to transfer, assign, mortgage or otherwise encumber its interest in the RFI Real Property.

22. Exhibits. The Agreement is hereby modified as of the First Amendment Date by: (a) the deletion of Exhibit A and the substitution therefor of a new Exhibit A, in the form of Exhibit 1 to this Amendment; (b) the addition of Exhibit A-1 immediately following Exhibit A, in the form of Exhibit 2 to this Amendment; and (c) the addition of Exhibits M and N immediately following Exhibit L, in the form, respectively of Exhibits 3 and 4 to this Agreement.

B. Condition of Effectiveness

The obligation of the Bank to enter into this Amendment to the Loan Agreement and to make or provide any financial accommodation to the Debtors pursuant to the terms of this Amendment is subject to the condition precedent that the Bank shall have received each of the following documents, in form and substance satisfactory to the Bank and its counsel, and each of the following requirements shall have been fulfilled:

1. This Amendment. The Debtors and the Bank shall each have executed and delivered this Amendment.

2. The Notes. The Debtors shall have executed and delivered to the Bank the Term Note in the form of Exhibit 1 to this Amendment and the Additional Term Note in the form of Exhibit 2 to this Amendment.

3. Negative Pledge Agreement. The Debtors shall have executed and delivered to the Bank a Negative Pledge Agreement in the form of Exhibit 3 to this Amendment.

4. Declaration of Restrictions. RFI shall have executed and delivered to the Bank a Declaration of Restrictions in the form of Exhibit 4 to this Amendment.

5. Evidence of Corporate Action by Company. The Bank shall have received a certificate of the Secretary or Assistant Secretary of each of the Debtors, dated the First Amendment Date, in substantially the form of Exhibit 5 to this Amendment, attesting to all corporate action taken by such Debtor, including resolutions of its Board of Directors, authorizing the execution, delivery, and performance of this Amendment and each other document to be delivered pursuant to or in connection with this Amendment, and including a copy of all amendments to such Debtor's certificate of incorporation and by-laws which are subsequent to the Restatement Date, a current good standing certificate, and an incumbency and signature certificate.

6. Officer's Certificate. The following statements shall be true and the Bank shall have received a certificate, dated the First Amendment Date, in substantially the form of Exhibit 6 to this Amendment, signed by a duly authorized officer of each of the Debtors stating that to the best of his knowledge:

a. The representations and warranties contained in Section 3 of the Agreement and in each of the other Credit Documents are correct on and as of the First Amendment Date, as though made on and as of such dates; and

b. No default or Event of Default has occurred and is continuing, or would result from the execution and performance by the Debtors of this Amendment or the Agreement (as amended by this Amendment) or any of the other Credit Documents; and

c. There has been no material adverse change in the business, operations, assets or condition, financial or otherwise, of the Debtors since the date of the most recent financial statements provided to the Bank.

7. Opinion Letter. The Bank shall have received an opinion of counsel to the Debtors, substantially in the form of Exhibit 7 to this Amendment

8. Costs and Expenses. The Debtors shall have paid, or reimbursed the Bank, for all costs, expenses and charges (including, without limitation, all expenses and reasonable fees of legal counsel for the Bank) incurred in connection with the negotiation, preparation, reproduction, execution and delivery of this Amendment and any other instruments and documents to be delivered hereunder.

C. Reference to and Effect on the Loan Documents

1. Upon the effectiveness of this Amendment, each reference in the Agreement to "this Agreement," "hereunder," "hereof," "herein," or words of like import, and each reference in the other Credit Documents to the Agreement, shall mean and be a reference to the Agreement as amended hereby.

2. Except as specifically amended above, the Agreement and the other Credit Documents shall remain in full force and effect and are hereby ratified and confirmed.

3. The execution, delivery and effectiveness of this Amendment shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of the Bank under any of the Credit Documents, nor constitute a waiver of any provision of any of the Credit Documents.

D. Miscellaneous

1. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of New York.
2. Headings. Section headings in this Amendment are included herein for convenience of reference only and do not constitute a part of this Amendment for any other purpose.
3. Exhibits. Exhibits 1-7 shall constitute integral parts of this Amendment.
4. Counterparts. This Amendment may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument, and any party hereto may execute this Amendment by signing any such counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the day and year first above written.

(Corporate Seal) DEL GLOBAL TECHNOLOGIES CORP.

ATTEST: *By:* */S/ David Engel*

David Engel, Executive Vice President

/S/ Michael Taber
- --------------------
Michael Taber, Secretary

(Corporate Seal) RFI CORPORATION

ATTEST: *By:* */S/ David Engel*

David Engel, Executive Vice President

/S/ Michael Taber
- --------------------
Michael Taber, Secretary

(Corporate Seal) DYNARAD CORP.

ATTEST: *By:* */S/ David Engel*

David Engel, Executive Vice President

/S/ Michael Taber
- --------------------
Michael Taber, Assistant Secretary

(Corporate Seal) BERTAN HIGH VOLTAGE CORP.

ATTEST: *By:* */S/ David Engel*

David Engel, Executive Vice President

/S/ Michael Taber
- --------------------
Michael Taber, Secretary

(Corporate Seal)
DEL MEDICAL SYSTEMS CORP.

ATTEST: *By:* */S/ David Engel*

David Engel, Executive Vice President

/S/ Michael Taber
- --------------------
Michael Taber, Secretary

(Corporate Seal)
GENDEX-DEL MEDICAL IMAGING CORP.

ATTEST: *By:* */S/ David Engel*

David Engel, Executive Vice President

/S/ Michael Taber
- --------------------
Michael Taber, Secretary

Exhibit 11

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES

COMPUTATION OF EARNINGS PER COMMON SHARE

FISCAL YEAR ENDED AUGUST 3, 1996

	Primary	Fully Diluted
Reconciliation of net income per statement of income to amount used in earnings per computation:		
Net Income	$2,915,422	$2,915,422
Assumed reduction of - Interest on short-term debt, net of tax effect on application of assumed proceeds from exercise of options subject to limitations under the Modified Treasury Stock method	45,808	28,843
Net income, as adjusted	$2,961,230	$2,944,265
Reconciliation of weighted average number of shares outstanding to amount used in earnings per share computation:		
Weighted average number of shares outstanding	4,793,144	4,793,144
Add - shares issuable from assumed exercise of options subject to limitations under the Modified Treasury Stock method	1,141,077	1,141,077
Weighted average number of shares outstanding as adjusted	5,934,221	5,934,221
Net income per common share	$ .50	$ .50

The Company utilized the Modified Treasury Stock method for computing net income per common share. Under this method, the funds obtained by the assumed exercise of all options and warrants were applied to repurchase common stock at the average market price but limited to an amount of repurchased shares to no greater than 20 percent of the then outstanding actual common shares. Any assumed funds still available after the repurchase of 20 percent of outstanding actual common shares were assumed to be utilized to reduce the existing short-term debt. The adjustment to net income has been shown net of tax effect.

Exhibit 21

SUBSIDIARIES OF DEL GLOBAL TECHNOLOGIES CORP.

RFI Corporation

Dynarad Corp

Bertan High Voltage Corp.

Gendex-Del Medical Imaging Corp.

Del Medical Systems Corp.

Del Electronics Foreign Sales Corp.

Exhibit 23

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in the Registration Statements No. 33-61025 and 333-09131 on Form S-3, and in the Registration Statements No. 33-65439 and 033-09133 on Form S-8 of Del Global Technologies Corp. (formerly Del Electronics Corp.) and subsidiaries, of our report dated October 23, 1996, appearing in this Annual Report on Form 10-K of Del Global Technologies Corp. and subsidiaries for the fiscal year ended August 3, 1996.

S/DELOITTE & TOUCHE LLP
DELOITTE & TOUCHE LLP

New York, New York
November 12, 1996

ARTICLE 5

CIK: 0000027748

NAME: DEL GLOBAL TECHNOLOGIES CORP.

PERIOD TYPE	YEAR
FISCAL YEAR END	AUG 03 1996
PERIOD START	JUL 30 1995
PERIOD END	AUG 03 1996
CASH	5,817,800
SECURITIES	545,651
RECEIVABLES	9,416,103
ALLOWANCES	194,775
INVENTORY	23,819,882
CURRENT ASSETS	41,079,700
PP&E	13,590,798
DEPRECIATION	4,052,309
TOTAL ASSETS	57,729,752
CURRENT LIABILITIES	8,527,405
BONDS	0
PREFERRED MANDATORY	0
PREFERRED	0
COMMON	722,340
OTHER SE	46,347,188
TOTAL LIABILITY AND EQUITY	57,729,752
SALES	43,745,454
TOTAL REVENUES	43,745,454
CGS	27,355,262
TOTAL COSTS	27,355,262
OTHER EXPENSES	10,933,020
LOSS PROVISION	0
INTEREST EXPENSE	1,148,639
INCOME PRETAX	4,308,533
INCOME TAX	1,393,111
INCOME CONTINUING	2,915,422
DISCONTINUED	0
EXTRAORDINARY	0
CHANGES	0
NET INCOME	2,915,422
EPS PRIMARY	0.50
EPS DILUTED	0.50