DGT HOLDINGS CORP.

FORM 10-Q
(Quarterly Report)

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

[x] QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended May 1, 2004
or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to____________

Commission File Number 0-3319

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)	(I.R.S. Employer Identification No.)

One Commerce Park, Valhalla, NY 10595
(Address of principal executive offices) (Zip Code)

914-686-3600
(Registrant's telephone number including area code)
None

(Former name, former address and former fiscal year, if changed since last report)

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 whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act)

Yes / / No /X/

The number of shares of Registrant's common stock outstanding as of June 9,2004 was 10,335,048.

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES

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PART I FINANCIAL INFORMATION

ITEM 1 FINANCIAL STATEMENTS

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in Thousands except share data)
(Unaudited)

	Three Months Ended		Nine Months Ended	
	May 1, 2004	May 3, 2003	May 1, 2004	May 3, 2003

NET SALES	$24,413	$23,039	$75,958	$74,907
COST OF SALES	18,372	17,911	59,129	59,015
GROSS MARGIN	6,041	5,128	16,829	15,892
Selling, general and administrative	3,976	5,478	13,865	16,458
Research and development	413	702	1,144	1,748
Litigation settlement costs	-	2,126	3,199	2,126
Impairment of goodwill and other intangible assets	-	-	1,453	-
Facilities reorganization costs	-	253	-	706
Total operating expenses	4,389	8,559	19,661	21,038
OPERATING INCOME (LOSS)	1,652	(3,431)	(2,832)	(5,146)
Interest expense	915	315	1,562	1,028
Other (income)expense	(52)	35	(104)	(437)
INCOME (LOSS) BEFORE INCOME TAXES AND MINORITY INTEREST	789	(3,781)	(4,290)	(5,737)
INCOME TAX PROVISION	940	156	8,479	4,944
NET LOSS BEFORE MINORITY INTEREST	(151)	(3,937)	(12,769)	(10,681)
MINORITY INTEREST	138	(11)	484	106
NET LOSS	$ (289)	$(3,926)	$(13,253)	$(10,787)
LOSS PER COMMON SHARE:				
BASIC AND DILUTED	$ (0.03)	$ (0.38)	$(1.28)	$(1.04)
Weighted average number of common shares outstanding, basic and diluted	10,332,548	10,338,140	10,332,548	10,344,390

See notes to consolidated financial statements

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in Thousands)
(Unaudited)

ASSETS

	May 1, 2004	August 2, 2003

	May 1, 2004	August 2, 2003
CURRENT ASSETS		
Cash and cash equivalents	$ 6,753	$ 1,381
Trade receivables (net of allowance for doubtful accounts of $1,408 and $1,232 at May 1, 2004 and August 2, 2003, respectively)	17,337	17,063
Inventory - Net	17,132	18,448
Deferred income tax asset - current	-	2,591
Prepaid expenses and other current assets	876	730
Total current assets	42,098	40,213
REFUNDABLE INCOME TAXES	-	55
FIXED ASSETS - Net	8,396	9,293
DEFERRED INCOME TAX ASSET-NON CURRENT	927	6,148
GOODWILL	1,911	3,239
INTANGIBLES - Net	120	333
OTHER ASSETS	1,554	1,211
TOTAL ASSETS	$55,006	$60,492

See notes to consolidated financial statements

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in Thousands)
(Unaudited)

LIABILITIES AND SHAREHOLDERS' EQUITY

	May 1, 2004	August 2, 2003
CURRENT LIABILITIES		
Short-term credit facilities	$ 5,294	$ 6,446
Current portion of long-term debt	806	655
Accounts payable - trade	13,075	8,990
Accrued liabilities	8,324	7,730
Litigation settlement reserves	5,586	2,553
Income taxes payable	779	241
Total current liabilities	33,864	26,615
NON-CURRENT LIABILITIES		
Long-term debt	5,158	5,312
Subordinated note	1,921	1,788
Other long-term liabilities	2,690	2,545

Total liabilities	43,633	36,260
MINORITY INTEREST IN SUBSIDIARY	1,326	1,253
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY		
Common stock, $.10 par value; Authorized 20,000,000 shares; Issued and outstanding - 10,976,081 at May 1, 2004 and August 2, 2003	1,097	1,097
Additional paid-in capital	63,713	63,682
Accumulated other comprehensive gain	849	563
Accumulated deficit	(50,066)	(36,817)
Less common stock in treasury - 643,533 shares at May 1, 2004 and August 3, 2002	(5,546)	(5,546)
Total shareholders' equity	10,047	22,979
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 55,006	$ 60,492

See notes to consolidated financial statements

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in Thousands)
(Unaudited)

	Nine Months Ended	
	May 1,2004	May 3, 2003
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$(13,253)	$(10,787)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	1,533	1,856
Deferred income tax provision	7,903	4,730
Impairment of intangible assets	1,453	-
Imputed interest - Subordinated note	133	131
Minority interest	484	106
Stock based compensation expense	31	127
Loss on sale of fixed assets	72	97
Changes in operating assets and liabilities:		
Decease in marketable securities	-	45
Decrease in trade receivables	137	3,220
Decrease in inventory	1,731	2,004

Decrease in income taxes receivable	-	3,992
(Increase) decrease in prepaid expenses and other current assets	(123)	962
Decrease in refundable income taxes	55	91
(Increase)Decrease in other assets	(302)	156
Increase (decrease) in accounts payable - trade	3,866	(1,554)
Provision for DOD settlement	3,199	(2,347)
Increase(decrease) in accrued liabilities	114	(2,658)
Increase(decrease) in income taxes payable	525	(101)
Other	42	23
Net cash provided by operating activities	7,600	4,756
CASH FLOWS FROM INVESTING ACTIVITIES		
Fixed asset purchases	(345)	(1,800)
Net cash used in investing activities	(345)	(1,800)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of bank borrowings	(1,593)	(2,398)
Dividend paid to Villa minority shareholders	(505)	-
Net cash used in financing activities	(2,098)	(2,398)
EFFECT OF EXCHANGE RATE CHANGES	215	77
NET CHANGE IN CASH AND CASH EQUIVALENTS	5,372	635
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	1,381	895
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	$ 6,753	$ 1,530

See notes to consolidated financial statements

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share data)
(Unaudited)

BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the results for the interim period have been included. Results of operations for the interim periods are not necessarily indicative of the results that may be expected for the full year. These consolidated financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's annual report on Form 10-K filed with the Securities and Exchange Commission for the year ended August 2, 2003. Certain prior year's amounts have been reclassified to conform to the current period presentation.

The Company's fiscal year is based on a 52/53 week cycle ending on the Saturday nearest to July 31. Results of the Company's Milan, Italy based Villa Sistemi Medicali S.p.A ("Villa") subsidiary are reported on a one-month lag.

The Company recognizes revenue upon shipment, provided there is persuasive evidence of an arrangement, there are no uncertainties concerning acceptance, the sales price is fixed, collection of the receivable is probable and only perfunctory obligations related to the arrangement need to be completed. The Company's products are covered primarily by one year warranty plans and in some cases optional extended warranties for up to five years are offered. The Company establishes allowances for warranties as more fully described in the Product Warranty footnote herein. The Company recognizes service revenue when repairs or out of warranty repairs are completed. The Company has an FDA obligation to continue to provide repair service for certain medical systems for up to seven years past the warranty period, which are billed to the customers at market rates.

FINANCIAL CONDITION AND LIQUIDITY

As discussed in the Contingencies footnote herein, in February 2004 Del Global reached an agreement in principle with the US Government regarding a settlement of the civil and criminal aspects of the Department of Defense's (DOD's) investigation into certain business practices at its RFI subsidiary. The settlement would include the Company pleading guilty to one criminal count and agreeing to pay fines and restitution to the US Government of $4,600 if paid by June 30, 2004 and $5,000 if paid by September 30, 2004. There can be no assurance that the Company will enter into a binding agreement with the US Government regarding the settlement, or that the terms will not be changed. The Company does not expect to have funds available as early as June 30,2004 in order to pay the reduced settlement amount.

Del Global expects to work with the DOD to avoid any future limitations on the ability of the Company to do business with U.S. Government entities. Such limitations could include the U.S. Government seeking a "debarment" or exclusion of the Company from doing business with U.S. Government entities for a period of

time. Because management believes that it has been responsive in addressing the problems that affected RFI in the past, the Company believes this settlement will not limit or interrupt its ability to service the governmental and defense sectors of its business.

As of January 31,2004 the Company was out of compliance with the Adjusted Earnings, Adjusted US Earnings, Senior Debt Ratio, and Fixed Charge Coverage Ratio covenants of its lending facility with General Electric Capital Corp ("GECC"). In March 2004, the Company received a waiver of these covenant defaults from GECC and signed a Fourth Amendment to the credit facility with GECC. This Fourth Amendment (i) includes revisions to the financial covenants, (ii) provides for a $100 waiver fee payable immediately and a $500 fee payable to GECC earned immediately but payable on the earlier to occur of (a)the expiration of the GECC Facility and/or (b) the date of repayment of all amounts outstanding under and the termination of the GECC Facility, (iii) includes the elimination of the early termination fee under the GECC facility, (iv) contains the consent of GECC for the Company to obtain funding from a junior lender to fund the proposed settlement regarding the DOD matter, (v) replaces the existing prime rate and LIBOR pricing with pricing based on 30 day Commercial Paper plus 3.5% and (vi) requires the Company to have entered into a written settlement agreement regarding the DOD matter on terms acceptable to GECC and to have paid the U.S. Government an amount not to exceed $5.0 million with respect to such settlement by September 30, 2004. The Company has included the $600 in fees associated with this amendment in Interest Expense for the three and nine months periods ended May 1, 2004 on the accompanying Consolidated Statement of Operations. While the Company is in compliance with these covenants as of May 1, 2004, there can be no assurance that the Company will be able to continue to meet them. If the Company were to breach the covenants, GECC could accelerate the amounts due under and foreclose on assets securing the GECC Facility and the Company would be forced to seek alternative sources of funding for its debt repayment obligations. Previously, the Company has breached certain financial covenants in the GECC Facility, including in the fourth quarter of fiscal 2003, for which it has obtained waivers of non-compliance. The GECC Facility expires on December 31, 2004. No assurances can be made that the Company will be able to renew or replace the GECC Facility on terms acceptable to the Company, or at all.

As of May 1, 2004, the Company does not have sufficient cash balances or borrowing availability under its lending facilities to fund the $5,000 required by the settlement with the US Government on September 30, 2004 or to fund the lesser amounts stipulated upon earlier payment.

The Company's Board of Directors has retained Imperial Capital, LLC, an investment bank, to assist the Company in exploring all strategic alternatives to raise the additional funding necessary to fund the proposed DOD settlement and to maximize returns to shareholders.

In particular, such alternatives include potential financings and asset sales. The Company would be required to obtain an amendment to, or other accommodations in, its existing credit facility from its current U.S. lender prior to the consummation of any additional financing or asset sales.

The Company's present lenders have indicated a willingness to work with the Company on these strategic alternatives. Presently management has received initial term sheets from lenders that would provide for the repayment of the existing lender and additional borrowings necessary to fund the DOD settlement.

There can be no assurance that the additional capital required to fund the DOD settlement will be available to the Company either through a replacement lender or through asset sales on terms acceptable to the Company or at all. If the Company is unable to fund the settlement with the US Government, it is possible the US Government could seek injunctive relief or other civil or criminal actions.

STOCK BASED COMPENSATION

SFAS No. 148, Accounting for Stock-based Compensation-Transition and Disclosure, an amendment of FASB Statement No. 123, amends SFAS No. 123 to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. It also amends the disclosure provisions of SFAS No. 123 to require prominent disclosure in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has elected to continue to account for stock-based awards to employees using the intrinsic value method of accounting in accordance with Accounting Principles Board Opinion No 25, "Accounting for Stock Issued to Employees." The Company's practice in granting these awards to employees is to set the exercise price of the stock options equal to the market price of our underlying stock on the date of grant. Therefore under the intrinsic value method, no compensation expense is recognized in the Company's Consolidated Statements of Operations.

Had compensation cost for the Company's stock option plans been determined based on the fair value at the grant dates for awards under those plans consistent with the methods recommended by SFAS 123, the Company's net loss and net loss per share for the three and nine months ended May 1, 2004 and May 3, 2003 would have been stated at the pro forma amounts indicated below:

	Three Months Ended		Nine Months Ended	
	May 1, 2004	May 3, 2003	May 1, 2004	May 3, 2003
Net loss - as reported	$ (289)	$(3,926)	$(13,253)	$(10,787)
Add: Total stock-based awards determined under fair value method	(114)	(161)	(342)	(483)
Proforma Net loss	$ (403)	$(4,087)	$(13,595)	$(11,270)
Loss per share - Basic and diluted				
As reported	$ (0.03)	$(0.38)	$ (1.28)	$(1.04)
Proforma	$ (0.04)	$(0.40)	$ (1.32)	$(1.09)

NEW ACCOUNTING PRONOUNCEMENTS

In January 2003, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation ("FIN") No. 46, "Consolidation of Variable Interest Entities." In December 2003, the FASB issued FIN No. 46 (Revised) ("FIN 46-R") to address certain FIN 46 implementation issues. This interpretation requires that the

assets, liabilities, and results of activities of a Variable Interest Entity ("VIE") be consolidated into the financial statements of the enterprise that has a controlling interest in the VIE. FIN 46R also requires additional disclosures by primary beneficiaries and other significant variable interest holders. For entities acquired or created before May 3, 2003, this interpretation is effective no later than the end of the first interim or annual reporting period ending after March 15, 2004, except for those VIE's that are considered to be special purpose entities, for which the effective date is no later than the end of the first interim or annual reporting period ending after December 15, 2003. For all entities that were acquired subsequent to May 1, 2003, this interpretation is effective as of the first interim or annual period ending after December 31, 2003. The adoption of this interpretation did not have a material impact on the Company's consolidated financial statements.

GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill represents the excess of the cost of acquisitions over the fair value of the identifiable assets acquired and liabilities assumed. Other intangible assets are the Company's distribution network and non-compete agreements acquired with the purchase of certain assets of a subsidiary. Intangibles are being amortized on a straight-line basis over their estimated useful lives, which range from 5 to 10 years. The components of our amortizable intangible assets are as follows:

	May 1, 2004		August 2, 2003	
	Gross Carrying Amounts	Accumulated Amortization	Gross Carrying Amounts	Accumulated Amortization
Non-Compete Agreements	$ -	$ -	$ 902	$ 738
Distribution Network	653	533	653	484
Total	$ 653	$ 533	$ 1,555	$ 1,222

Amortization expense for intangible assets during the three and nine months of fiscal year 2004 was $16 and $89, respectively, and for fiscal year 2003 was $36 and $108, respectively. Estimated amortization expense for the remainder of 2004 and the succeeding fiscal years is as follows:

2004 (remainder)	$ 16
2005	66
2006	38

There are no components of intangible assets that have an indefinite life.

At the end of the second quarter of fiscal year 2004, due to continuing operating losses at the Company's Del High Voltage division, the Company concluded that sufficient indicators of impairment were present to warrant a review of the goodwill and intangible assets of this reporting unit. In accordance with the provisions of SFAS 142, based on a recent valuation of this reporting unit, the Company compared the implied fair value of the goodwill to

the actual carrying value as of January 31, 2004, and concluded an impairment loss of $1,328 had occurred. Accordingly, a charge of $1,328 was recorded during the second quarter of fiscal year 2004 on the accompanying Consolidated Statement of Operations.

The Company also conducted an impairment test of the carrying value of non-compete agreements related to the Del High Voltage division. In accordance with the provision of SFAS 144, the Company compared the expected future cash flows related to the non-compete agreements to the carrying value and concluded and impairment loss of $125 had occurred. Accordingly, the Company recorded a charge of $125 during the second quarter of fiscal year 2004 on the accompanying Consolidated Statement of Operations.

INVENTORY

Inventory is stated at the lower of cost (first-in, first-out) or market. Inventories and their effect on cost of sales are determined by physical count for annual reporting purposes and are evaluated using perpetual inventory records for interim reporting periods. For certain subsidiaries during interim periods we estimate the amount of labor and overhead costs related to finished goods inventories. The estimation methodologies used for interim reporting purposes are described in Management's Discussion and Analysis of Financial Condition and Results of Operations under the subtitle "Critical Accounting Policies".

	May 1, 2004	August 2, 2003
Raw materials and purchased parts	$ 14,801	$ 15,161
Work-in-process	3,015	3,757
Finished goods	3,020	3,377
	20,836	22,295
Less allowance for obsolete and excess inventory	(3,704)	(3,847)
Total inventory, net	$ 17,132	$ 18,448

PRODUCT WARRANTIES

The Company's products are covered primarily by one-year warranty plans and in some cases optional extended contracts may be offered covering products for periods up to five years, depending upon the product and contractual terms of sale. The Company establishes allowances for warranties on an aggregate basis for specifically identified, as well as anticipated, warranty claims based on contractual terms, product conditions and actual warranty experience by product line.

During the first nine months of fiscal 2004, the Company incurred payments of $691 related to warranty claims submitted and accrued $1,206 related to product warranties issued during the first nine months of fiscal 2004. The liability related to warranties is included in accrued expenses on the accompanying Consolidated Balance Sheets and is $1,184 and $670 at May 1, 2004 and August 2, 2003, respectively.

DEFERRED INCOME TAX ASSET

Deferred income tax assets and liabilities represent the effects of the differences between the income tax basis and financial reporting basis of the assets and liabilities at the tax rates expected at the time the deferred tax

liability or asset is expected to be settled or realized. Based on information and forecasts available as of August 2003, the Company recorded a net deferred income tax asset of $8,739, with $2,591 classified as a current asset and the balance of $6,148 as a long term asset.

Based on an evaluation conducted in February 2004, management concluded that due to recent results being lower than originally anticipated, it was prudent to establish an additional valuation allowance of $1,859 against current deferred tax assets and $5,312 against long term deferred tax assets. The valuation allowance was computed by estimating the amount of future taxable income expected over the net operating loss carryforward period, and that estimate was based principally on the Company's recent performance. The valuation allowance recorded is the estimate of the amount of deferred tax assets that are more likely than not to go unrealized by the Company. A corresponding amount of $7,171 was charged to the income tax provision for the six months ended January 1, 2004 to reflect this valuation allowance.

The total income tax provision, including the $7,171 valuation allowance and tax provision amounts recorded at Villa, was $940 and $8,479 for the three and nine month periods ended May 1, 2004, respectively. The provision of $940 recognized during the third quarter ended May 1, 2004 includes $732 in US income taxes recognized upon the receipt of a $1,922 intercompany dividend from the Company's Villa Sistemi Medicali ("Villa") subsidiary located in Milan, Italy. The Company estimates that it is more likely than not the remaining deferred asset will be utilized against future operating profits; however, no assurances can be given that results of operations will generate profits in the future.

COMPREHENSIVE LOSS

Comprehensive loss for the Company includes foreign currency translation adjustments and net loss reported in the Company's Consolidated Statements of Operations.

Comprehensive loss for 2004 and 2003 was as follows:

	Three Months Ended		Nine Months Ended	
	May 1, 2004	May 3, 2003	May 1, 2004	May 3, 2003
Net loss	$ (289)	$(3,926)	$(13,253)	$ (10,787)
Foreign currency translation adjustments	(304)	202	286	493
Comprehensive loss	$ (593)	$(3,724)	$(12,967)	$ (10,294)

LOSS PER SHARE

	Three Months Ended		Nine Months Ended	
	May 1, 2004	May 3, 2003	May 1, 2004	May 3, 2003
Numerator:				
Net loss	$ (289)	$(3,926)	$(13,253)	$(10,787)
Denominator:				
Denominator for basic loss per share - Weighted average shares outstanding	10,332,548	10,338,140	10,332,548	10,344,390
Effect of dilutive securities	-	-	-	-
Denominator for diluted loss per share	10,332,548	10,338,140	10,332,548	10,344,390
(Loss) per basic and diluted common share	$ (0.03)	$ (0.38)	$ (1.28)	$ (1.04)

Common shares outstanding for the current period and prior period ended were reduced by 643,533 shares of treasury stock. The computation of diluted shares outstanding does not include 2,110,230 and 2,165,055 employee stock options and 1,065,000 and 1,065,000 warrants to purchase Company common stock, as of May 1, 2004 and May 3, 2003, respectively, because the effect of their assumed conversion would be anti-dilutive.

SEGMENT INFORMATION

The Company has three reportable segments: Medical Systems Group, Power Conversion Group and Other. The "Other" segment includes unallocated corporate costs. Interim segment information is as follows:

For three months ended May 1, 2004	Medical Systems Group	Power Conversion Group	Other	Total
Net Sales to Unaffiliated Customers	$17,417	$ 6,996	-	$24,413
Cost of sales	13,346	5,026	-	18,372
Gross margin	4,071	1,970	-	$ 6,041
Operating expenses	2,482	1,463	$ 444	4,389
Litigation settlement costs	-	-	-	-
Impairment of Goodwill	-	-	-	-
Total operating expenses	2,482	1,463	444	4,389
Operating income / (loss)	$ 1,589	$ 507	$ (444)	$ 1,652

For three months ended May 3, 2003	Medical Systems Group	Power Conversion Group	Other	Total
Net Sales to Unaffiliated Customers	$13,415	$ 9,624	-	$23,039
Cost of sales	10,445	7,466	-	17,911
Gross margin	2,970	2,158	-	5,128
Operating expenses	2,865	2,250	$1,065	6,180
Litigation settlement costs (recovery)	-	2,347	(221)	2,126
Facilities reorganization costs	-	175	78	253
Total operating expenses	2,865	4,772	922	8,559
Operating income / (loss)	$ 105	$ (2,614)	$ (922)	$(3,431)

For nine months ended May 1, 2004	Medical Systems Group	Power Conversion Group	Other	Total
Net Sales to Unaffiliated Customers	$54,952	$ 21,006	-	$75,958
Cost of sales	41,890	17,239	-	59,129
Gross margin	13,062	3,767	-	16,829
Operating expenses	8,588	4,663	$1,758	15,009
Litigation settlement costs	-	3,199	-	3,199
Impairment of Goodwill	-	1,453	-	1,453
Total operating expenses	8,588	9,315	1,758	19,661
Operating income / (loss)	$ 4,474	$ (5,548)	$(1,758)	$(2,832)

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For nine months ended May 3, 2003	Medical Systems Group	Power Conversion Group	Other	Total
Net Sales to Unaffiliated Customers	$40,757	$34,150	-	$74,907
Cost of sales	31,510	27,505	-	59,015
Gross margin	9,247	6,645	-	15,892
Operating expenses	8,534	6,472	$ 3,200	18,206
Litigation settlement costs (recovery)	-	2,347	(221)	2,126
Facilities reorganization costs	-	564	142	706
Total operating expenses	8,534	9,383	3,121	21,038
Operating income / (loss)	$ 713	$(2,738)	$(3,121)	$(5,146)

CONTINGENCIES

Securities and Exchange Commission ("SEC") Investigation - On December 11, 2000, the Division of Enforcement of the SEC issued the SEC Order, designating SEC officers to take testimony and requiring the production of certain documents, in connection with matters giving rise to the need to restate the Company's previously issued financial statements. In conjunction with this investigation, the Company provided numerous documents and cooperated fully with the SEC staff.

In May 2004,the SEC's Commissioners approved a consent agreement the Company signed with the Staff of the SEC in December 2003 for a settlement of the SEC's claims against the Company that included a previously announced penalty of $400 and an injunction against future violations of the antifraud, periodic reporting, books and records and internal accounting control provisions of the federal securities law. The settlement remains subject to court approval. We can give no assurance that this settlement will receive court approval.

Previously, the Company had reached an agreement in principle with the SEC on these settlement terms, which management believed provided a reasonable basis for estimating the financial impact of this SEC investigation. As a result, the Company recorded a charge of $685 in the fourth quarter of fiscal year 2002 related to the agreement in principle with the SEC staff, which included associated legal costs.

Department of Defense Investigation - On March 8, 2002, RFI Corporation, a subsidiary of the Company and part of the Power Conversion Group segment, was served with a subpoena by the US Attorney Eastern District of New York in connection with an investigation by the US Department of Defense ("DOD"). RFI supplies electro magnetic interference filters for communications and defense applications. Since March 2002, the DOD has been investigating certain past practices at RFI which date back more than six years and pertain to RFI's Military Specification testing, record keeping and general operating procedures. Management retained special counsel to represent the Company on this matter. The Company has cooperated fully with this investigation, including voluntarily providing employees to be interviewed by the Defense Criminal Investigative Services division of the DOD.

In June 2003, the Company was advised that the US Government was willing to enter into negotiations regarding a comprehensive settlement of this investigation. Prior to the preliminary discussions with the US Government in June 2003, the Company had no basis to estimate the financial impact of this investigation. Based on preliminary settlement discussions with the US Government, discussions with the Company's legal advisors, consideration of settlements reached by other parties in investigations of this nature, and consideration of the Company's capital resources, management then developed an estimate of the low end of the potential range of the financial impact. Accordingly, during the third quarter of fiscal 2003, the Company recorded a charge of $2,347 which represents its estimate of the low end of a range of potential fines and legal and professional fees.

In February 2004, Del Global reached an agreement in principle with the US Government regarding settlement of the civil and criminal aspects of the DOD's investigation. The settlement would include the Company pleading guilty to one criminal count and agreeing to pay fines and restitution to the US Government of $4,600 if paid by June 30, 2004 and $5,000 if paid by September 30, 2004. There can be no assurance that the Company will enter into a binding agreement with the US Government regarding the proposed settlement, or that the terms will not be changed. The Company will need to raise additional capital to fund this settlement. There can be no assurance that additional capital will be available to the Company on terms acceptable to the Company or at all. The Company does not expect to have funds available as early as June 30,2004 in order to pay the reduced settlement amount.

In connection with this settlement, Del Global recognized an additional charge of approximately $3,199 in the second quarter of fiscal 2004. This charge represents the difference between the $2,347 charge taken during the third quarter of fiscal 2003, and the up to $5,000 in fines and restitution, plus estimated legal and professional fees related to this settlement. The liability associated with these charges is included in Litigation settlement reserves on the accompanying balance sheet.

Del Global expects to work with the DOD to avoid any future limitations on the ability of the Company to do business with U.S. Government entities. Such limitations could include the U.S. Government seeking a "debarment" or exclusion of the Company from doing business with U.S. Government entities for a period of time. Because management believes that it has been responsive in addressing the problems that affected RFI in the past, the Company believes this settlement will not limit or interrupt its ability to service the governmental and defense sectors of its business. There can be no assurance that a debarment will be avoided and that the Company will be able to generate sufficient funds to pay either the $5,000 in fines or restitution or accelerate payment to pay a reduced amount.

The Company's Board of Directors has retained Imperial Capital, LLC, an investment bank, to assist the Company in exploring all strategic alternatives to raise the additional funding necessary to fund the proposed settlement with the US Government regarding the DOD investigation, and to maximize returns to shareholders. In particular, such alternatives include potential financings and asset sales. The Company would be required to obtain an amendment to, or other accommodations in, its existing credit facility from its current U.S. lender prior to the consummation of any additional financing or asset sales.

Shareholder Suit - On February 6, 2004, a motion was filed for summary judgment to enforce a January 2002 class action settlement agreement entered into by the Company. The motion seeks damages in the amount of $1,250 together with interest, costs and disbursements, and a declaration that $2,000 in promissory notes issued as part of the class action settlement are immediately due and payable, as the value of damages due to the Company's failure to timely complete a registration statement related to the common shares underlying certain warrants granted in the class action settlement. The Company filed opposition to this matter on March 5, 2004. Plaintiffs filed reply papers on March 19, 2004. In addition, the Company filed a registration statement related to the warrant shares on March 23,2004, and it was declared effective by the SEC on May 7,2004. The Company believes that the motion for summary judgment is without merit and intends to vigorously defend this matter. There can be no assurances, however, that the Company will be successful in defending this motion.

ERISA Matters - During the year ended July 28, 2001, management of the Company concluded that violations of the Employee Retirement Income Security Act, ("ERISA") existed relating to a defined benefit plan for which accrual of benefits had been frozen as of May 3, 1986. The violations related to excess concentrations of the Common stock of the Company in the plan assets. In July 2001, management of the Company decided to terminate this plan, subject to having available funds to finance the plan in accordance with rules and regulations relating to terminating pension plans. This plan has not been terminated yet, but the Company expects to start the process of terminating this plan in calendar 2004. At time of settlement, the Company expects to recognize a related charge of approximately $500, including a cash disbursement of approximately $200.

Employment Matters - The Company has an employment agreement with Samuel Park, the previous CEO, for the period May 1, 2001 to April 30, 2004. The terms of this agreement provided a base salary, bonuses and deferred compensation. The bonus provided by this agreement was based on a percentage of the base salary, if certain performance goals established by the Board were achieved. In addition, the employment agreement provided for certain payments in the event of death, disability or change in the control of the Company.

On October 10, 2003, the Company announced the appointment of Walter F. Schneider as President and CEO to replace Mr. Park, effective as of such date. As a result, the Company recorded a charge of $200 during the first quarter of fiscal 2004 to accrue the balance remaining under Mr. Park's employment agreement.

In addition, the Company's Board of Directors elected at the Company's Annual Meeting of Shareholders held on May 29, 2003 had previously reviewed the "change in control" provisions regarding payments totaling up to approximately $1,800 under the employment agreement between the Company and Mr. Park. As a result of this review and based upon, among other things, the advice of special counsel, the Company's Board of Directors determined that no obligation to pay these amounts had been triggered. Prior to his departure from the Company on October 10, 2003, Mr. Park orally informed the Company that, after reviewing the matter with his counsel, he believed that the obligation to pay these amounts had been triggered. On October 27, 2003, the Company received a letter from Mr. Park's counsel demanding payment of certain sums and other consideration pursuant to the Company's employment agreement with Mr. Park, including these change in control payments. On November 17, 2003, the Company filed a complaint against Mr. Park seeking a declaratory judgment that no change in control payment was or is due to Mr. Park, and that an amendment to the employment contract with Mr. Park regarding advancement and reimbursement of legal fees is invalid and unenforceable. Mr. Park answered the complaint and asserted counterclaims seeking payment from the Company based on his position that a "change in control" occurred in June 2003. Mr. Park is also seeking other consideration he believes he is owed under his employment agreement. The Company filed a reply to Mr. Park's counterclaims denying that he is entitled to any of these payments. If paid in a lump sum, these payments may have a material adverse effect on the Company's liquidity. It is not possible to predict the outcome of these claims. However, the Company's Board of Directors does not believe that such a claim is reasonably likely to result in a material decrease in the Company's liquidity in the foreseeable future.

Indemnification Legal Expenses - Pursuant to indemnification and undertaking agreements with certain former officers, directors and employees, the Company has advanced legal expenses in connection with the Company's previously reported accounting irregularities and the related shareholder litigation and governmental enforcement actions. During fiscal 2003, the Company spent approximately $310 in the advancement of legal expenses pursuant to these agreements. Management is unable to estimate at this time the amount of legal fees that the Company may have to pay in the future related to these matters. Further, there can be no assurance that those to whom we have been advancing expenses will have the financial means to repay the Company pursuant to undertaking agreements that they executed, if it is later determined that such individuals were not entitled to be indemnified.

In addition, the Company is a defendant in several other legal actions arising from the normal course of business in various US and foreign jurisdictions. Management believes the Company has meritorious defenses to such actions and that the outcomes will not be material to the Company's consolidated financial statements.

SUBSEQUENT EVENTS

On April 7, 2004, the Company began employment termination proceedings against the General Manager of its Villa Subsidiary, and on April 30, 2004, she was removed from her position as Managing Director by resolution of Villa shareholders. On April 29,2004 the former Managing Director took a preliminary action which may ultimately allow her to institute legal proceedings alleging certain damages based on a Change in Control provision of her contract and seek various additional actions or damages available under Italian law. The Company believes the former Managing Director's Change in Control provision has not been violated and that her dismissal was justified in accordance with the provisions of Italian law. The Company continues to evaluate this situation and has not recorded a provision for possible charges associated with this matter in the accompanying financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations and the current economic environment. We caution that these statements are not guarantees of future performance. They involve a number of risks and uncertainties that are difficult to predict including, but not limited to, our ability to implement our business plan, retention of management, changing industry and competitive conditions, obtaining anticipated operating efficiencies, securing necessary capital facilities, favorable determinations in various legal and regulatory matters, including a settlement of the Department of Defense investigation on terms that we can afford and that does not include a debarment from doing business with the US Government, and favorable general economic conditions. Actual results could differ materially from those expressed or implied in the forward-looking statements. Important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements are specified in the Company's filings with the Securities and Exchange Commission including our Annual Report on Form 10-K for the fiscal year ended August 2, 2003.

OVERVIEW

The Company is a leader in developing, manufacturing and marketing medical imaging equipment and power conversion subsystems and components worldwide. Our products include stationary and portable medical diagnostic imaging equipment, high voltage power systems and electronic systems and components such as electronic filters, transformers and capacitors. We manage our business in two operating segments; our Medical Systems Group and our Power Conversion Group. In addition, we have a third reporting segment, Other, comprised of certain unallocated corporate general and administrative expenses.

CRITICAL ACCOUNTING POLICIES

Complete descriptions of significant accounting policies are outlined in Note 1 of our Form 10-K for the fiscal year ended August 2, 2003. Within these policies, we have identified the accounting for deferred tax assets and the allowance for obsolete and excess inventory as being critical accounting policies due to the significant amount of estimates involved. In addition, for interim periods, we have identified the valuation of finished goods inventory as being critical due to the amount of estimates involved.

DEFERRED INCOME TAXES

We account for deferred income taxes in accordance with Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes," whereby we recognize an asset related to our net operating loss carry forwards and other temporary differences between financial reporting basis and income tax basis. As of August 2, 2003, this deferred income tax asset represented approximately 14% of our total assets. The valuation of our deferred tax assets and the recognition of tax benefits in each period assumes future taxable income and profitability. We periodically evaluate the likelihood of the recoverability of our deferred tax asset recognized, based upon our actual operating results and expectations of future operating profits.

During February 2004, as part of its customary six month planning and review cycle, management updated each business units' forecasts for the second half of fiscal 2004. After reviewing the second half expectations, coupled with lower than expected first half operating results and the uncertain economic outlook, management concluded that it was prudent to record an additional valuation allowance of $7.2 million, thereby increasing the total valuation allowance to $17.2 million against both long and short-term deferred tax assets. The valuation allowance was computed by estimating the amount of future taxable income expected over the net operating loss carryforward period, and that estimate was based principally on the Company's recent performance. The valuation allowance recorded is the estimate of the amount of deferred tax assets that are more likely than not to go unrealized by the Company.

A corresponding amount of $7.2 million was recorded as an income tax provision for the three and six month periods ended January 31, 2004. We anticipate that it is more likely than not the remaining deferred tax asset will be utilized against future operating profits or as an offset to dividend income received from our Villa subsidiary. However, we can make no assurances that our business will generate profits in the future.

OBSOLETE AND EXCESS INVENTORY

Another significant estimate is our allowance for obsolete and excess inventory. We re-evaluate our allowance for obsolete inventory once a quarter, and this allowance comprises the most significant portion of our inventory reserves. The re-evaluation of reserves is based on a written policy, which requires at a minimum that reserves be established based on our analysis of historical actual usage on a part-by-part basis. In addition, if management learns of specific obsolescence in addition to this minimum formula, these additional reserves will be recognized as well. Specific obsolescence might arise due to a technological or market change, or based on cancellation of an order. As we typically do not purchase inventory substantially in advance of production requirements, we do not expect cancellation of an order to be a material risk. However, market or technology changes can and do happen.

VALUATION OF FINISHED GOODS INVENTORIES

In addition, we use certain estimates in determining interim operating results. The most significant estimates in interim reporting relate to the valuation of finished goods inventories. For certain subsidiaries, for interim periods, we estimate the amount of labor and overhead costs related to finished goods inventories. As of May 1, 2004, finished goods represented approximately 14.5% of the gross carrying value of our total gross inventory. We believe the estimation methodologies used to be appropriate and consistently applied.

CONSOLIDATED RESULTS OF OPERATIONS

Consolidated net sales of $24.4 million for the third quarter of fiscal 2004 increased by $1.4 million or 6.0% from fiscal 2003 third quarter net sales of $23.0 million, with decreases at the Power Conversion Group more than offset by increases at our Medical Systems Group. The Medical Systems Group's third quarter fiscal 2004 sales of $17.4 million improved by $4.0 million or 29.8% from the prior year's third quarter with increases at international locations partially offset by a $0.4 million decline at domestic locations, plus favorable exchange rate effects from the translation of Villa's financial statements from euros. The Power Conversion Group's third quarter fiscal 2004 sales of $7.0 million decreased by $2.6 million, or 27.3% from last year's levels, primarily due to decreases in Explosive Detection System ("EDS") business and the shift to in-house production of components formerly purchased from us by a large customer.

Consolidated net sales of $76.0 million for the first nine months of fiscal 2004 were slightly higher than the $74.9 million reported in the first nine months of fiscal 2003, with increases at our Medical Systems Group partially offset by decreases at the Power Conversion Group. The Medical Systems Group's first nine month fiscal 2004 sales of $55.0 million improved by $14.2 million, or 34.8%, from the prior year's first nine months, with strong increases at international locations offsetting a decline at domestic locations, plus favorable exchange rate effects from the translation of Villa's financial statements from euros. This increase in sales included the second quarter fiscal 2004 shipment of $8.5

million of medical equipment to the Ministry of Social Services in Mexico. The Power Conversion Group's first nine month fiscal 2004 sales of $21.0 million decreased by $13.1 million or 38.5% from last year's levels, primarily due to decreases in Explosive Detection System ("EDS") business and the shift to in-house production of components formerly purchased from us by a large customer, both of which took place after the end of last fiscal year's third quarter.

Consolidated backlog at May 1, 2004 was $35.5 million versus backlog at August 2, 2003 of approximately $26.3 million. The backlog in the Medical Systems Segment increased $12.3 million on strong international orders, partially offset by a $3.0 million decrease in the Power Conversion Group backlog from levels at beginning of the fiscal year. Substantially all of the backlog should result in shipments within the next 12 months.

Gross margins as a percent of sales were 24.7% for the third quarter of fiscal 2004, compared to 22.3% in the third quarter of fiscal 2003. The Power Conversion Group's margins for the third quarter of fiscal 2004 were 28.2%, versus 22.4% in the prior year quarter. The fiscal 2004 third quarter margins increased due to improvements in procurement practices resulting in lower average material costs. The Medical Systems Group's fiscal 2004 third quarter gross margins of 23.4% were slightly higher than the 22.1% level in the prior year third quarter due to higher margins domestically as a result of cost control measures.

Selling, General and Administrative expenses ("SG&A") for the third quarter of fiscal 2004 were $4.0 million (16.3% of sales), compared to $5.5 million (23.8% of sales) in the prior year's third quarter. The decline in SG&A as a percent of sales is due to reduced headcount and lower legal and accounting fees.

SG&A expenses for the first nine months of fiscal 2004 were $13.9 million (18.3% of sales), compared to $16.5 million (22.0% of sales) in the same period in the prior year. The decline in SG&A during the first nine months of fiscal 2004 is a result of reduced corporate legal and accounting costs, reductions in headcount and cost savings due to the consolidation of the Company's Hicksville, NY facility into the Valhalla NY facility during fiscal 2003.

We have reached an agreement in principal with the U.S. Government regarding a settlement of the civil and criminal aspects of the previously disclosed Department of Defense ("DOD") investigation of our RFI subsidiary (See Part II Item 1 "Legal Proceedings"). The settlement would include the Company pleading guilty to one criminal count and agreeing to pay fines and restitution to the US Government of $4.6 million if paid by June 30, 2004 and $5.0 million if paid by September 30, 2004.

In connection with this settlement, Del Global recognized an additional charge for Litigation settlement costs of approximately $3.2 million in the second quarter of fiscal 2004. This charge represents the difference between the $2.3 million charge taken during the third quarter of fiscal 2003, and the up to $5.0 million in fines and restitution, plus estimated legal and professional fees, related to this settlement. The liability associated with these charges is included in Litigation settlement reserves on the accompanying balance sheet There can be no assurance that the Company will enter into a binding agreement with the US Government regarding the proposed settlement, or that the terms will not be changed. The Company will need to raise additional capital to fund this settlement. There can be no assurance that additional capital will be available to the Company on terms acceptable to the Company or at all.

During the second quarter of fiscal 2004, due to the continued operating losses at the High Voltage division, we wrote off $1.5 million in goodwill and intangible assets associated with this business. The High Voltage division is part of the Power Conversion Group.

As a result of the foregoing, we recognized third quarter fiscal 2004 operating income of $1.7 million compared to an operating loss of $3.4 million in the third quarter of fiscal 2003. The third quarter fiscal 2004 operating income was comprised of $1.6 million in income at the Medical Systems Group and $0.5 million in income at the Power Conversion Group, partially offset by unallocated corporate costs of $0.4 million. For the first nine months, we recognized an operating loss of $2.8 million, compared to an operating loss of $5.1 million in the first nine months of fiscal 2003. The Medical Systems Group posted operating income of $4.5 million in the first nine months of fiscal 2004, offset by a $5.6 million operating loss at the Power Conversion Group and unallocated corporate costs of $1.8 million.

Interest expense for third quarter and first nine months of fiscal 2004 was higher than the prior year's comparable periods reflecting $0.6 million in fees related to a revolving credit loan amendment.

During the first nine months of fiscal 2003, the Company recognized other income of $0.5 million related to the settlement of a dispute in connection with a 1999 product line acquisition. During the first nine months of fiscal 2004, the

Company recognized other income of $0.1 million, which included $0.2 million of income related to favorable settlements of product royalty disputes, offset by foreign exchange losses at the Villa subsidiary.

Provision for income taxes for the three and six month period ended January 31, 2004 reflects the establishment of a $7.2 million deferred tax valuation allowance as discussed in Critical Accounting Policies, above. Management periodically evaluates the likelihood of the recoverability of the deferred tax asset recognized on our balance sheet. Based on management analysis, we believe it is more likely than not that the remaining deferred tax assets will be realized. Other than the establishment of a valuation allowance, we recorded no adjustments to our current or deferred tax accounts during the first nine months of fiscal 2004 with the exception of current tax provision amounts recorded at Villa Sistemi, our foreign subsidiary, and an amount of $0.7 million related to US income taxes due upon the receipt of the Company's $2.0 million share of a dividend paid by Villa during the third quarter. During the three and nine month periods of fiscal year 2003, we had recorded a deferred tax valuation allowance of $4.7 million.

Reflecting the above, we recorded a net loss of $0.3 million or $0.03 per share in the third quarter of fiscal 2004, as compared to a net loss of $3.9 million, or $0.38 per share, in the third quarter of the prior year. Our loss was $13.3 million or $1.28 per share in the first nine months of this year compared to a loss of $10.8 million or $1.04 per share for the first nine months of fiscal 2003.

FINANCIAL CONDITION

LIQUIDITY AND CAPIAL RESOURCES

We fund our investing and working capital needs through a combination of cash flow from operations and short-term credit facilities.

Working Capital - At May 1, 2004 and August 2, 2003, our working capital was approximately $8.2 million and $13.6 million, respectively. At such dates, we had approximately $6.8 million and $1.4 million, respectively, in cash and cash equivalents. As of May 1, 2004 we had approximately $2.1 million of excess borrowing availability under our domestic revolving credit facility compared to $3.8 million at August 2, 2003.

In addition, as of May 1, 2004, our Villa subsidiary had an aggregate of approximately $7.0 million of excess borrowing availability under its various short-term credit facilities compared to $6.7 million of excess borrowing availability at August 2, 2003. Terms of the Italian credit facilities do not permit the use of borrowing availability to finance operating activities at our U.S. subsidiaries.

Cash Flows from Operating Activities - For the nine months ended May 1, 2004 the Company generated approximately $7.5 million of cash from operations, compared to a generation of $4.8 million in the nine months of the prior fiscal year. Contributing to cash generation in the first nine months of fiscal 2004 were increases in trade payables and accrued liabilities as well as decreases in inventories The first nine months of fiscal 2003 included the collection of approximately $4.0 million in income tax receivable. This income tax receivable was the result of filing amended tax returns and carryback claims for fiscal 1997 through 2001 due to a change in the tax laws permitting loss carry-backs of five years from two years.

Cash Flows from Investing Activities - We have expended approximately $0.3 million for facility improvements and capital equipment for the nine months ended May 1, 2004. We anticipate fiscal 2004 capital expenditures will continue to be lower than the expenditures in fiscal 2003 due to the completion of the facility consolidation work in Valhalla and the HVAC system in Italy during fiscal 2003.

Cash Flows from Financing Activities - During the first nine months of fiscal 2004, we repaid a total of approximately $1.6 million of indebtedness on our domestic and Italian borrowings. In addition the Villa subsidiary paid a dividend of approximately $2.5 million, of which $0.5 million was paid to Villa's minority shareholders. The remaining $2.0 million, net of withholding taxes was an intercompany transaction with the Parent Company and eliminated in the accompanying financial statements.

The following table summarizes our contractual obligations, including debt and operating leases at August 2, 2003: (in thousands)

OBLIGATIONS	TOTAL (1)	WITHIN 1 YEAR	2-3 YEARS	4-5 YEARS	AFTER 5 YEARS
Long-Term Debt Obligations	$2,895	$508	$1,037	$771	$579
Capital Lease Obligations	3,072	148	358	641	1,925
Subordinated Note	2,000	-	-	2,000	-
Operating Lease Obligations	1,873	959	897	17	-
Total Contractual Cash Obligations	$9,840	$1,615	$2,292	$3,429	$2,504

(1) In addition, as of August 2, 2003 we had approximately $6.2 million in revolving credit debt in the U.S. and $0.2 million in Italy. The Italian credit facilities are generally renewed on a yearly basis and the US Credit Facility matures in December 2004. The maturity of the US Credit Facility is subject to acceleration upon certain events of default as defined in the credit agreement, including uncured covenant defaults. Upon

maturity, the Company anticipates refinancing any balances remaining on the U.S. facility.

Credit Facility and Borrowing - The Company has a $10 million senior revolving credit agreement entered into on June 10, 2002 with Transamerica Corporation. In January 2004, General Electric Credit Corporation ("GECC") completed the acquisition of Transamerica Corporation and assumed the ownership and administration of our US credit facility. This facility, as amended, expires on December 31, 2004. Interest under this US credit facility is based on thirty day commercial paper rates plus a margin of 3.5%. The interest rate on the revolving line of credit was 4.75% at August 2, 2003 and May 1, 2004. The GECC Facility is subject to commitment fees of 3/8% on the daily unused portion of the facility, payable monthly. Under terms of the GECC Facility, interest is calculated based on the higher of the actual balance, or a floor revolving credit balance of $5 million. The GECC Facility is secured by substantially all of the Company's accounts receivable, inventory, and fixed assets in the U.S. The terms of the GECC Facility require the Company to comply with various operational and financial covenants, and place limitations on the Company's ability to make capital expenditures and to pay dividends.

As of January 31, 2004, the Company was out of compliance with the Adjusted Earnings, Adjusted US Earnings, Senior Debt Ratio, and Fixed Charge Coverage Ratio covenants of the GECC Facility. In March 2004, the Company received a waiver of these covenant defaults from GECC and signed a Fourth Amendment to the credit facility with GECC. This Fourth Amendment (i) includes revisions to the

financial covenants, (ii) provides for a $100,000 waiver fee payable immediately and a $500,000 fee payable to GECC earned immediately but payable on the earlier to occur of (a) the expiration date of the GECC Facility and/or (b) the date of repayment of all amounts outstanding under and the termination of the GECC Facility, (iii) includes the elimination of the early termination fee under the GECC facility, (iv) contains the consent of GECC for the Company to obtain funding from a junior lender to fund the proposed settlement regarding the DOD matter, (v) replaces the existing prime rate and LIBOR pricing with pricing based on 30 day Commercial Paper plus 3.5% and (vi) requires the Company to have entered into a written settlement agreement regarding the DOD matter on terms acceptable to GECC and to have paid the US Government an amount not to exceed $5.0 million with respect to such settlement by September 30, 2004. While the Company expects to be able to meet these revised covenants, there can be no assurance that the Company will be able to continue to meet them. If the Company were to breach the covenants, GECC could accelerate the amounts due under and foreclose on assets securing the GECC Facility and the Company would be forced to seek alternative sources of funding for its debt repayment obligations. Previously, the Company has breached certain financial covenants in the GECC Facility, including in the fourth quarter of fiscal 2003, for which it has obtained waivers of non-compliance.

Our Villa subsidiary is a party to various short-term credit facilities with interest rates ranging from 6% to 14%. These facilities generally renew on a yearly basis and include overdraft, receivables and import export financing facilities. In addition, Villa is a party to various medium-term commercial and Italian Government long-term loans. Medium term facilities have interest rates ranging from 3 to 6%, with principal payable semi-annually through maturity in March 2007, and interest payable quarterly. The Government long-term facilities have an interest rate of 3.4% with principal payable annually through September 2010. Villa's manufacturing facility is subject to a capital lease obligation which matures in 2011 with an option to purchase. Villa is in compliance with all related financial covenants under these short and long-term financings.

As of May 1, 2004, the Company has a frozen defined benefit plan that is under funded. In accordance with SFAS No. 88, at the time of final settlement of the pension plan, the Company will recognize an expense to recognize its unfunded status. This plan has not been terminated yet, but the Company expects to start the process of terminating this plan in calendar 2004. At time of settlement, the Company expects to recognize a related charge of approximately $0.5 million, including a cash disbursement of approximately $0.2 million.

On March 23, 2004, we filed a registration statement with the SEC covering the issuance of one million shares of our common stock underlying warrants that were issued to certain shareholders in connection with the previous shareholder litigation. The SEC declared this registration statement effective on May 7, 2004. Shareholders are able to exercise the warrants issued as part of the shareholder litigation settlement and purchase the Company's common stock at a price of $2 per share subject to compliance with applicable blue sky laws. These warrants are also callable by the Company at a price of $0.25 per warrant, if the Common Stock trades at or above $4 per share for ten (10) consecutive days. We anticipate using any proceeds received from the exercise of the warrants to pay down our GECC Facility.

As described in "Legal Proceedings" Part II, Item 1 below, on February 6, 2004, a motion was filed for summary judgment to enforce a January 2002 class action settlement agreement entered into by the Company. The motion seeks damages in the amount of $1,250,000, together with interest, costs and disbursements, and a

declaration that $2,000,0000 in promissory notes issued as part of the class action settlement are immediately due and payable, as the value of damages due to the Company's failure to complete the registration statement noted above. The Company filed opposition to this matter on March 5, 2004. Plaintiffs filed reply papers on March 19, 2004. On March 23, 2004, the Company filed a Form S-3 Registration Statement with the Securities and Exchange Commission to register the shares of the Company's common stock underlying the warrants at issue. This Form S-3 Registration was declared effective on May 7, 2004 by the Securities and Exchange Commission. The Company believes that the motion for summary judgment is without merit and intends to vigorously defend this matter. There can be no assurances however that the Company will be successful in defending this motion.

As described in "Legal Proceedings" Part II, Item 1 below, management had previously developed an estimate of the low end of the potential range of the financial impact of a potential comprehensive settlement with the DOD regarding an ongoing investigation of our RFI subsidiary. Accordingly, during the third quarter of fiscal 2003, based on available information as of that time, we recorded a charge of $2.3 million, which represented our estimate of the low end of a range of potential fines and legal and professional fees. The liability associated with this charge is included in Litigation settlement reserves on the accompanying balance sheet.

In February 2004, Del Global reached an agreement in principle with the US Government regarding a settlement of the civil and criminal aspects of the DOD's investigation. The settlement would include the Company pleading guilty to one criminal count and agreeing to pay fines and restitution to the US Government of $4.6 million if paid by June 30, 2004 and $5.0 million if paid by September 30, 2004. There can be no assurance that the Company will enter into a binding agreement with the US Government regarding the proposed settlement, or that the terms will not be changed. The Company will need to raise additional capital to fund this settlement. There can be no assurance that additional capital will be available to the Company on terms acceptable to the Company, or at all. The Company does not expect to have funds available as early as June 30,2004 in order to pay the reduced settlement amount.

The Company's Board of Directors has retained Imperial Capital, LLC, an investment bank, to assist the Company in exploring all strategic alternatives to raise the additional funding necessary to meet its obligations under the potential DOD settlement, and to maximize returns to shareholders. In particular, such alternatives include potential financings and asset sales. The Company would be required to obtain an amendment to, or other accommodations in, its existing credit facility from its current U.S. lender prior to the consummation of any additional financing or asset sales.

In connection with this settlement, Del Global recognized an additional charge of approximately $3.2 million in the second quarter of Fiscal 2004. This charge represents the difference between the $2.3 million charge taken during the third quarter of Fiscal 2003, and the up to $5 million in fines and restitution, plus estimated legal and professional fees, related to this settlement. The liability associated with these charges is included in Litigation settlement reserves on the accompanying balance sheet.

Del Global expects to work with the DOD to avoid any future limitations on the ability of the Company to do business with US Government entities. Such limitations could include the US Government seeking a "debarment" or exclusion from doing business with US Government entities for a period of time. Because management believes that it has been responsive in addressing the problems that

affected RFI in the past, the Company believes this settlement will not limit or interrupt its ability to service the governmental and defense sectors of its business. There can be no assurance that a debarment will be avoided and that the Company will be able to generate sufficient funds to pay either the $5 million in fines or restitution or accelerate payment to pay a reduced amount.

The Company's Board of Directors elected at the Company's Annual Meeting of Shareholders held on May 29, 2003 has reviewed the "change in control" provisions regarding payments totaling up to approximately $1.8 million under the employment agreement between the Company and its former Chief Executive Officer, Samuel Park. As a result of this review and based upon, among other things, the advice of special counsel, the Company's Board of Directors has determined that no obligation to pay these amounts has been triggered. Prior to his departure from the Company on October 10, 2003, Mr. Park orally informed the Company that, after reviewing the matter with his counsel, he believed that the obligation to pay these amounts has been triggered. On October 27, 2003, the Company received a letter from Mr. Park's counsel demanding payment of certain sums and other consideration pursuant to the Company's employment agreement with Mr. Park, including these change in control payments. On November 17, 2003, the Company filed a complaint against Mr. Park seeking a declaratory judgment that no change in control payment was or is due to Mr. Park and that an amendment to the employment contract with Mr. Park regarding advancement and reimbursement of legal fees is invalid and unenforceable. Mr. Park answered the complaint and asserted counterclaims seeking payment from the Company based on his position that a "change in control" occurred in June 2003. Mr. Park is also seeking other consideration he believes he is owed under his employment agreement. The Company filed a reply to Mr. Park's counterclaims denying that he is entitled to any of these payments. If paid in a lump sum, these payments may have a material adverse effect on the Company's liquidity. It is not possible to predict the outcome of these claims; however, the Company's Board of Directors does not believe that such a claim is reasonably likely to result in a material decrease in the Company's liquidity in the foreseeable future.

The outcome of the elections at the Company's Annual Meeting of Shareholders held on May 29, 2003 represents a change in control under change in control agreements between the Company and each of four other members of executive management. However, as each of these agreements contains "double-triggers" requiring the termination of the individual, no change in control payments are currently due to any such individuals.

We anticipate that cash generated from strategic alternatives, including asset sales and additional financings, operations and amounts available from credit facilities will be sufficient to satisfy our obligations under the DOD Settlement and currently projected operating cash needs for at least the next twelve months, and for the foreseeable future. However, there is no assurance that any alternatives will be available to the Company on acceptable terms at such time or at all. The GECC Facility expires on December 31, 2004. No assurances can be given that the Company will be able to renew or replace the GECC facility on terms acceptable to the Company, or at all.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We do not ordinarily hold market risk sensitive instruments for trading purposes. We do, however, recognize market risk from interest rate and foreign currency exchange exposure. There have been no changes in financial market risk as originally discussed in the Company's Annual Report on Form 10-K for the fiscal year ended August 2, 2003.

ITEM 4 CONTROLS AND PROCEDURES

The Company, under the supervision and with the participation of the Company's management, including Walter F. Schneider, Chief Executive Officer and Thomas V. Gilboy, Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's "disclosure controls and procedures", as such term is defined in Rules 13a-15e and 15d-15e promulgated under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this Form 10-Q. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this Form 10-Q to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Securities Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms.

In the ordinary course of business, the Company routinely enhances its information systems by either upgrading its current systems or implementing new systems. There were no changes in the Company's internal controls or in other factors that could significantly affect these controls, during the Company's third fiscal quarter ended May 1, 2004 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Securities and Exchange Commission ("SEC") Investigation - On December 11, 2000, the Division of Enforcement of the SEC issued an Order designating SEC officers to take testimony and requiring the production of certain documents, in connection with matters giving rise to the need to restate the Company's previously issued financial statements. In conjunction with this investigation, the Company provided numerous documents and cooperated fully with the SEC staff.

In May 2004,the SEC's Commissioners approved a consent agreement the Company signed with the Staff of the SEC in December 2003 for a settlement of the SEC's claims against the Company that included a previously announced penalty of $400,000 and an injunction against future violations of the antifraud, periodic reporting, books and records and internal accounting control provisions of the federal securities law. The settlement remains subject to court approval. We can give no assurance that this settlement will receive court approval.

Previously, the Company had reached an agreement in principle with the SEC on these settlement terms, which management believed provided a reasonable basis for estimating the financial impact of this SEC investigation. As a result, the Company recorded a charge of $685,000 in the fourth quarter of fiscal year 2002 related to the agreement in principle with the SEC staff, which includes associated legal costs.

Department of Defense Investigation - On March 8, 2002, RFI Corporation, a subsidiary of the Company and part of the Power Conversion Group segment, was served with a subpoena by the US Attorney Eastern District of New York in connection with an investigation by the US Department of Defense ("DOD"). RFI supplies electromagnetic interference filters for communications and defense applications. Since March 2002, the DOD has been investigating certain past practices at RFI, which date back more than six years and pertain to RFI's Military Specification testing, record keeping and general operating procedures. Management retained special counsel to represent the Company on this matter. The Company has cooperated fully with this investigation, including voluntarily providing employees to be interviewed by the Defense Criminal Investigative Services division of the DOD.

In June 2003, the Company was advised that the US Government was willing to enter into negotiations regarding a comprehensive settlement of this investigation. Prior to the preliminary discussions with the US Government in June 2003, the Company had no basis to estimate the financial impact of this investigation. Based on preliminary settlement discussions with the US Government, discussions with the Company's legal advisors, consideration of settlements reached by other parties in investigations of this nature, and consideration of the Company's capital resources, management then developed an estimate of the low end of the potential range of the financial impact. Accordingly, during the third quarter of fiscal 2003, the Company recorded a charge of $2,347,000 which represented its estimate of the low end of a range of potential fines and legal and professional fees.

In February 2004, Del Global reached an agreement in principle with the US Government regarding a settlement of the civil and criminal aspects of the DOD's investigation. The settlement would include the Company pleading guilty to one criminal count and agreeing to pay fines and restitution to the US Government of $4.6 million if paid by June 30, 2004 and $5.0 million if paid by September 30, 2004. There can be no assurance that the Company will enter into a binding agreement with the US Government regarding the proposed settlement, or that the terms will not be changed. The Company will need to raise additional capital to fund this settlement. There can be no assurance that additional capital will be available to the Company on terms acceptable to the Company or at all. The Company does not expect to have funds available as early as June 30,2004 in order to pay the reduced settlement amount.

In connection with this settlement, Del Global recognized an additional charge of approximately $3.2 million in the second quarter of Fiscal 2004. This charge represents the difference between the $2.3 million charge taken during the third quarter of Fiscal 2003, and the up to $5 million in fines and restitution, plus estimated legal and professional fees, related to this settlement. The liability associated with these charges is included in Litigation settlement reserves on the accompanying balance sheets as of August 2, 2003 and May 1, 2004.

Del Global expects to work with the DOD to avoid any future limitations on the ability of the Company to do business with US Government entities. Such limitations could include the US Government seeking a "debarment" or exclusion from doing business with US Government entities for a period of time. Because management believes that it has been responsive in addressing the problems that affected RFI in the past, the Company believes this settlement will not limit or interrupt its ability to service the governmental and defense sectors of its business. There can be no assurance that a debarment will be avoided and that the Company will be able to generate sufficient funds to pay either the $5 million in fines or restitution or accelerate payment to pay the reduced amount.

The Company's Board of Directors has retained Imperial Capital, LLC, an investment bank, to assist the Company in exploring all strategic alternatives to raise the additional funding necessary to meet its obligations under the DOD settlement, and to maximize returns to shareholders. In particular, such alternatives include potential financings and asset sales. The Company would be required to obtain an amendment to, or other accommodations in, its existing credit facility from its current U.S. lender prior to the consummation of any additional financing or asset sales.

Shareholder Litigation - On February 6, 2004, a motion for summary judgment to enforce a settlement agreement entered into by the Company in January 2002, related to a class action suit filed against the Company, was filed in the United States District Court, Southern District of New York by Philip Maley, Gene Waters and Patsy Waters, on behalf of themselves and all others similarly situated. The motion seeks an order and judgment that the Company has breached the settlement agreement and seeks damages in the amount of $1,250,000 together with interest, costs and disbursements, and a declaration declaring that promissory notes, in the aggregate amount of $2,000,000 that were part of the settlement, are immediately due and payable, as the value of damages suffered by the Class due to the Company's failure to timely register with the Securities and Exchange Commission shares of the Company's common stock underlying the 1,000,000 warrants issued in settlement of the action. The Company filed

opposition to this matter on March 5, 2004, which set forth numerous procedural, legal, and factual opposition to the motion. Plaintiffs filed reply papers on March 19, 2004. On March 23, 2004, the Company filed a Form S-3 Registration Statement with the Securities and Exchange Commission to register the shares of the Company's common stock underlying the warrants at issue. This Form S-3 Registration was declared effective on May 7, 2004 by the Securities and Exchange Commission.

The Company believes that the motion for summary judgment is without merit and intends to vigorously defend this matter. There can be no assurances however that the Company will be successful in defending this motion.

ERISA Matters - During the year ended July 28, 2001, management of the Company concluded that violations of the Employee Retirement Income Security Act, ("ERISA") existed relating to a defined benefit plan for which accrual of benefits had been frozen as of May 3, 1986. The violations related to excess concentrations of the Common stock of the Company in the plan assets. In July 2001, management of the Company decided to terminate this plan, subject to having available funds to finance the plan in accordance with rules and regulations relating to terminating pension plans. This plan has not been terminated yet, but the Company expects to start the process of terminating this plan in calendar 2004. At time of settlement, the Company expects to recognize a related charge of approximately $0.5 million, including a cash disbursement of approximately $0.2 million.

Employment Matters - The Company had an employment agreement with Samuel Park, the previous CEO, for the period May 1, 2001 to April 30, 2004. The terms of this agreement provided a base salary, bonuses and deferred compensation. The bonus provided by this agreement was based on a percentage of the base salary, if certain performance goals established by the board were achieved. In addition, the employment agreement provided for certain payments in the event of death, disability or change in the control of the Company.

On October 10, 2003, the Company announced the appointment of Walter F. Schneider as President and CEO to replace Mr. Park, effective as of such date. As a result, the Company recorded a charge of $200,000 during the first quarter of fiscal 2004 to accrue the balance remaining under Mr. Park's employment agreement.

In addition, the Company's Board of Directors elected at the Company's Annual Meeting of Shareholders held on May 29, 2003 had previously reviewed the "change in control" provisions regarding payments totaling up to approximately $1.8 million under the employment agreement between the Company and Mr. Park. As a result of this review and based upon, among other things, the advice of special counsel, the Company's Board of Directors determined that no obligation to pay these amounts has been triggered. Prior to his departure from the Company on October 10, 2003, Mr. Park orally informed the Company that, after reviewing the matter with his counsel, he believed that the obligation to pay these amounts has been triggered. On October 27, 2003, the Company received a letter from Mr. Park's counsel demanding payment of certain sums and other consideration pursuant to the Company's employment agreement with Mr. Park, including these change in control payments. On November 17, 2003, the Company filed a complaint

against Mr. Park seeking a declaratory judgment that no change in control payment was or is due to Mr. Park and that an amendment to the employment contract with Mr. Park regarding advancement and reimbursement of legal fees was invalid and unenforceable. Mr. Park answered the complaint and asserted counterclaims seeking payment from the Company based on his position that a "change in control" occurred in June 2003. Mr. Park is also seeking other consideration he believes he is owed under his employment agreement. The Company filed a reply to Mr. Park's counterclaims denying that he is entitled to any of these payments. If paid in a lump sum, these payments may have a material adverse effect on the Company's liquidity. It is not possible to predict the outcome of these claims.

Other Employment Matters On April 7, 2004, the Company began employment termination proceedings against the General Manager of its Villa Subsidiary, and on April 30, 2004, she was removed from her position as Managing Director by resolution of Villa shareholders. On April 29, 2004, the former Managing Director took a preliminary action which may ultimately allow her to institute legal proceedings alleging certain damages based on a Change in Control provision of her contract and seek various additional actions or damages available under Italian law. The Company believes the former Managing Director's Change in Control provision has not been violated and that her dismissal was justified in accordance with the provisions of Italian law.

Indemnification Legal Expenses - Pursuant to indemnification and undertaking agreements with certain former officers, directors and employees, the Company has advanced legal expenses in connection with the Company's previously reported accounting irregularities and the related shareholder litigation and governmental enforcement actions. During fiscal 2003, the Company spent approximately $310,000 in the advancement of legal expenses pursuant to these agreements. Management is unable to estimate at this time the amount of legal fees that the Company may have to pay in the future related to these matters. Further, there can be no assurance that those to whom we have been advancing expenses will have the financial means to repay the Company pursuant to undertaking agreements that they executed, if it is later determined that such individuals were not entitled to be indemnified.

In addition, the Company is a defendant in several other legal actions arising from the normal course of business in various US and foreign jurisdictions. Management believes the Company has meritorious defenses to such actions and that the outcomes will not be material to the Company's consolidated financial statements.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a: Exhibits

31.1* Certification of Chief Executive Officer, Walter F. Schneider, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2* Certification of Chief Financial Officer, Thomas V. Gilboy, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1* Certification of the Chief Executive Officer, Walter F. Schneider, pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2* Certification of the Chief Financial Officer, Thomas V. Gilboy, pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

*filed herewith

b: Reports on Form 8-K

On March 12, 2004, the Company filed a Current Report on Form 8-K under Item 5. "Other Events," and Item 7. "Financial Statements, Pro Forma Financial Information and Exhibits," to announce that the Company planned to issue financial results for its fiscal 2004 second quarter and six-month period ended January 31, 2004 on March 15, 2004 and host a conference call to discuss the financial results.

On March 15, 2004, the Company filed a Current Report on Form 8-K under Item 5. "Other Events," Item 7. "Financial Statements, Pro Forma Financial Information and Exhibits," and Item 12. "Results of Operations and Financial Condition" to report that () it had reached and agreement in principle with the U.S. government regarding a settlement of the civil and criminal aspects of the previously disclosed Department of Defense investigation, (ii) it had received a waiver from its U.S. lender of certain financial covenant defaults and signed a fourth amendment to its U.S. Credit facility, (iii) the Company's Board of Directors has retained Imperial Capital, LLC, an investment bank, to assist the Company in exploring all strategic alternatives and (iv) it will host a conference call to discuss its Fiscal year 2004 second quarter financial results.

On April 23, 2004, the Company filed a Current Report on Form 8-K under Item 5. "Other Events," and Item 7. "Financial Statements,

Pro Forma Financial Information and Exhibits," to report the Del Medical Systems Group, a unit of the Company, and Source One Healthcare Technologies, Inc. have signed a contract giving Source One national marketing, distribution and service rights to the Company's radiographic and imaging systems product lines.

On April 23, 2004, the Company filed a Current Report on Form 8-K under Item 5. "Other Events, and" Item 7. "Financial Statements, Pro Forma Financial Information and Exhibits," to announce that its Medical Systems Group had delivered 22 remote R/F systems for installation in 18 Social Security healthcare facilities in Mexico and to announce the initial delivery schedule for delivery of remote R/F Systems to the ministry of Health in Romania.

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES

SIGNATURES

Pursuant to the requirements of the Securities and 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.

/s/ Walter F. Schneider

Walter F. Schneider
Chief Executive Officer
and President

/s/ Thomas V. Gilboy

Thomas V. Gilboy
Chief Financial Officer,
Vice President

Dated: June 15, 2004

EXHIBIT 31.1

CERTIFICATIONS

I, Walter F. Schneider, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Del Global Technologies Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 15, 2004

/s/ Walter F. Schneider

Walter F. Schneider

Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Thomas V. Gilboy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Del Global Technologies Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 15, 2004

/s/ Thomas V. Gilboy

Thomas V. Gilboy

Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER (1)

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the following certification is being made to accompany the Registrant's Quarterly Report on Form 10-Q for the period ended May 1, 2004:

In connection with the Quarterly Report of Del Global Technologies Corp. (the "Company") on Form 10-Q for the period ended May 1, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Walter F. Schneider, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Walter F. Schneider

Name: Walter F. Schneider
Chief Executive Officer
Date: June 15, 2004

(1) A signed original of this written statement required by Section 906 has been provided to Del Global Technologies Corp and will be retained by Del Global Technologies Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or

as a separate disclosure document.

EXHIBIT 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER (1)

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the following certification is being made to accompany the Registrant's Quarterly Report on Form 10-Q for the period ended May 1, 2004:

In connection with the Quarterly Report of Del Global Technologies Corp. (the "Company") on Form 10-Q for the period ended May 1, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas V. Gilboy, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Thomas V. Gilboy

Name: Thomas V. Gilboy
Chief Financial Officer
Date: June 15, 2004

(1) A signed original of this written statement required by Section 906 has been provided to Del Global Technologies Corp and will be retained by Del Global Technologies Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or

as a separate disclosure document.