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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 April 28, 2007

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.)

11550 West King Street, Franklin Park, IL 60131
(Address of principal executive offices) (Zip Code)

(Registrant's telephone number including area code)
847-288-7000

(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 a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one)

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer X

Indicate by check mark whether the registrant is a shell company (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 1, 2007 was 24,057,256.

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 per share data)
(Unaudited)

	Three Months Ended		Nine Months Ended	
	Apr 28, 2007	Apr 29, 2006	Apr 28, 2007	Apr 29, 2006
NET SALES	$27,122	$20,804	$73,179	$59,037
COST OF SALES	21,097	16,302	56,408	45,586
GROSS MARGIN	6,025	4,502	16,771	13,451
Selling, general and administrative	3,465	3,299	10,455	10,071
Research and development	540	409	1,508	1,191
Litigation settlement costs	--	(55)	--	445
Total operating expenses	4,005	3,653	11,963	11,707
OPERATING INCOME	2,020	849	4,808	1,744
Interest income	44	--	44	--
Interest expense	(241)	(349)	(929)	(943)
Other expense	(34)	(205)	(62)	(245)
NET INCOME BEFORE INCOME TAX PROVISION AND MINORITY INTEREST	1,789	295	3,861	556
INCOME TAX PROVISION	733	368	2,210	1,064
NET INCOME (LOSS) BEFORE MINORITY INTEREST	1,056	(73)	1,651	(508)
MINORITY INTEREST EXPENSE	--	--	--	108
NET INCOME (LOSS)	$ 1,056	$ (73)	$ 1,651	$ (616)
INCOME (LOSS) PER COMMON SHARE				
BASIC				
Net income (loss) per basic share	$ 0.06	$ (0.01)	$ 0.12	$ (0.06)
DILUTED				
Net income (loss) per diluted share	$ 0.06	$ (0.01)	$ 0.12	$ (0.06)
Weighted average number of common shares outstanding (in thousands):				
Basic	17,222	11,635	13,509	11,114
Diluted	17,577	11,635	13,808	11,114

See notes to consolidated financial statements.

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

ASSETS

	April 28, 2007	July 29, 2006

CURRENT ASSETS		
Cash and cash equivalents	$ 6,119	$ 333
Trade receivables (net of allowance for doubtful accounts of $1,243 and $1,095 at April 28, 2007 and July 29, 2006, respectively)	20,410	17,382
Inventories	22,212	16,436
Prepaid expenses and other current assets	1,202	808
Total current assets	49,943	34,959
Fixed assets - net	6,455	6,366
Deferred income tax asset-non current	1,036	1,159
Goodwill	6,437	6,437
Other assets	155	232
Total non-current assets	14,083	14,194
Total Assets	$64,026	$49,153

See notes to consolidated financial statements.

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

LIABILITIES AND SHAREHOLDERS' EQUITY

	April 28, 2007	July 29, 2006
CURRENT LIABILITIES		
Short-term credit facilities	$ --	$ 5,959
Current portion of long-term bank debt	970	1,142
Current portion of long-term subordinated debt	--	2,415
Accounts payable - trade	15,572	11,037
Accrued expenses	9,339	7,244
Litigation settlement reserves	--	200
Income taxes payable	1,382	27
Total current liabilities	27,263	28,024
NON-CURRENT LIABILITIES		
Long-term debt, less current portion	5,517	5,133
Deferred income taxes	302	302
Other long-term liabilities	3,189	2,880
Total non-current liabilities	9,008	8,315
Total liabilities	36,271	36,339
Commitments and contingencies		

SHAREHOLDERS' EQUITY		
Common stock, $.10 par value; authorized shares of 50,000,000 and 20,000,000 at April 28, 2007 and July 29, 2006, respectively; issued shares of 24,680,026 and 12,258,294 at April 28, 2007 and July 29, 2006, respectively	2,468	1,226
Additional paid-in capital	79,549	67,679
Accumulated other comprehensive income	1,738	1,610
Accumulated deficit	(50,454)	(52,155)
Less common stock in treasury - 622,770 shares	(5,546)	(5,546)
Total shareholders' equity	27,755	12,814
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$64,026	$49,153

See notes to consolidated financial statements.

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

	Nine months Ended	
	April 28, 2007	April 29, 2006
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$1,651	$ (616)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	673	653
Imputed interest - Subordinated note	185	192
Minority interest expense	-	108
Stock-based compensation expense	167	135
Deferred income tax provision (benefit)	188	(364)
Loss on sale of fixed assets	60	141
Non-cash litigation settlement costs	--	500
Payment of litigation settlement costs	(200)	(256)
Changes in operating assets and liabilities		
Trade receivables	(2,210)	541
Inventories	(4,990)	(4,243)
Prepaid expenses and other current assets	(360)	(42)
Other assets	79	(63)
Accounts payable - trade	3,934	2,377
Accrued expenses	1,458	1,851
Income taxes payable	1,331	217
Other long-term liabilities	136	134
Net cash provided by operating activities	2,102	1,265
CASH FLOWS FROM INVESTING ACTIVITIES:		
Fixed asset purchases	(553)	(544)
Acquisition of minority interest	--	(2,612)

Net cash used in investing activities	(553)	(3,156)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowing under short-term credit facilities	37,193	29,188
Repayment under short-term credit facilities	(43,247)	(29,935)
Borrowings of long-term debt	3,079	2,000
Repayment of long-term debt	(5,794)	(836)
Proceeds from rights offering, net of related costs	12,367	--
Proceeds from warrant exercises	551	2
Proceeds from stock option exercises	27	239
Net cash provided by financing activities	4,176	658
EFFECT OF EXCHANGE RATE CHANGES ON CASH	61	(3)
NET CHANGE IN CASH AND CASH EQUIVALENTS	5,786	(1,236)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	333	1,466
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	$ 6,119	$ 230

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

	Nine months Ended	
	April 28, 2007	April 29, 2006
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for		
Interest	$ 744	$ 751
Taxes	837	1,162
Non-Cash Transactions:		
Financing Activities:		
Acquisition of minority interest	$ --	$(2,950)
Investing Activities:		
Stock issued for purchase of minority interest	--	2,950

See notes to consolidated financial statements.

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES

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

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 of America 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. The July 29, 2006 balance sheet was derived from the annual audited financial statements. 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 Del Global Technologies Corp. and Subsidiaries' (the "Company") annual report on Form 10-K filed with the Securities and Exchange Commission for the year ended July 29, 2006. Certain prior year's amounts have been reclassified to conform to the current period presentation.

The Company's fiscal year-end is based on a 52/53-week cycle ending on the Saturday nearest to July 31. Results of the Company's wholly owned subsidiary, Villa Sistemi Medicali S.p.A. ("Villa"), are consolidated into the Company's consolidated financial statements based on a fiscal year that ends on June 30 and are reported on a one-month lag.

REVENUE RECOGNITION
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 maintains a sales return allowance, based upon historical patterns, to cover estimated normal course of business returns, including defective or out of specification product. 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 a Food and Drug Administration 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.

NEW ACCOUNTING PRONOUNCEMENTS
In February 2006, the FASB issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments - an amendment of FASB Statements No. 133 and 140," which simplifies accounting for certain hybrid instruments by permitting fair value remeasurement for any hybrid instrument that contains an embedded derivative that otherwise would require bifurcation and eliminates a restriction on the passive derivative instruments that a qualifying special-purpose entity may hold. SFAS No. 155 is effective for all financial instruments acquired, issued or subject to a remeasurement (new basis) event occurring after the beginning of an entity's first fiscal year that begins after September 15, 2006. The adoption of SFAS No. 155 is not expected to have any impact on our results of operations or our financial position.

In June 2006, the FASB issued FASB Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109, "Accounting for Income Taxes" ("SFAS 109")", to clarify the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS 109. This Interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and

measurement of a tax position taken or expected to be taken in a tax return. FIN48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006. The Company has not evaluated the impact of FIN 48 on its financial statements at this time.

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin ("SAB") No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Current Year Misstatements." SAB No. 108 requires analysis of misstatements using both an income statement (rollover) approach and a balance sheet (iron curtain) approach in assessing materiality and allows for a one-time cumulative effect transition adjustment. SAB No. 108 is effective for our fiscal year 2007 annual financial statements but we do not expect adoption to have any impact on our results of operations or our financial position.

In September 2006, the FASB issued SFAS No. 157, FAIR VALUE MEASUREMENTS, which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements, but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. This statement is effective for the Company beginning July 1, 2008. The Company has not evaluated the impact that the adoption of SFAS No. 157 will have on its financial statements at this time.

In February 2007, the FASB released Statement No. 159, Fair Value Option for Financial Assets and Financial Liabilities. This statement permits entities to choose to measure many financial instruments and certain other items at fair value. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those years. The Company has not evaluated the impact that the adoption of SFAS No. 159 will have on its financial statements at this time.

INVENTORIES

Inventories are 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, the Company estimates the amount of labor and overhead costs related to finished goods inventories. As of April 28, 2007, finished goods represented approximately 28.0% of the gross carrying value of our total gross inventory. The Company believes the estimation methodologies used to be appropriate and are consistently applied.

	April 28, 2007	July 29, 2006
Raw materials and purchased parts	$15,353	$ 13,660
Work-in-process	4,595	3,747
Finished goods	6,230	2,732
	26,178	20,139
Less allowance for obsolete and excess inventories	(3,966)	(3,703)
Total inventories	$ 22,212	$ 16,436

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 third quarter and first nine months of fiscal 2007, the Company incurred payments of $40 and $618, respectively, related to warranty claims submitted and accrued $64 and $506, respectively, related to product warranties issued during the third quarter and first nine months of fiscal 2007. The liability related to warranties is included in accrued expenses on the accompanying Consolidated Balance Sheets and is $898 and $1,010 at April 28, 2007 and July 29, 2006, respectively.

COMPREHENSIVE INCOME(LOSS)

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

Comprehensive income(loss) for the fiscal 2007 and 2006 periods presented was as follows:

	Three Months Ended		Nine Months Ended	
	Apr 28, 2007	Apr 29, 2006	Apr 28, 2007	Apr 29, 2006
Net income(loss)	$1,056	$(73)	$1,651	$(616)
Foreign currency translation adjustments	137	105	127	(106)
Comprehensive income(loss)	$1,193	$ 32	$1,778	$(722)

INCOME (LOSS) PER SHARE

Common shares outstanding for all periods were reduced by 622,770 shares of treasury stock. The computation of dilutive securities includes the assumed conversion of warrants and employee stock options to purchase company stock if such conversion is dilutive.

	Three Months Ended		Nine months Ended	
	Apr 28, 2007	Apr 29, 2006	Apr 28, 2007	Apr 29, 2006
Numerator:				
Net income(loss)	$ 1,056	$ (73)	$ 1,651	$ (616)
Denominator: (shares in thousands)				
Denominator for basic income (loss) per share				
Weighted average number of common shares outstanding	17,222	11,635	13,509	11,114
Effect of dilutive securities	355	--	299	--

Denominator for diluted income(loss) per share	17,577	11,635	13,808	11,114
Income(loss) per common share:				
basic	$ 0.06	$(0.01)	$ 0.12	$ (0.06)
diluted	$ 0.06	$(0.01)	$ 0.12	$ (0.06)

Antidilutive securities excluded from above computations:

	Three Months Ended		Nine months Ended	
	Apr 28, 2007	Apr 29, 2006	Apr 28, 2007	Apr 29, 2006
Employee stock options	1,186,767	1,563,494	1,193,251	1,600,994
Warrants	--	940,370	--	941,370

SHORT-TERM CREDIT FACILITIES, LONG-TERM DEBT AND SUBORDINATED NOTE

Short-term credit facilities, long term debt and subordinated notes at April 28, 2007 and July 29, 2006 are summarized as follows:

	APRIL 28, 2007	JULY 29, 2006
Revolving lines of credit:		
Domestic	$ --	$ 2,672
Foreign	--	3,287
Total short-term credit facilities	$ --	$ 5,959
Domestic term loan	$ --	$ 1,817
Domestic subordinated note	--	2,415
Foreign capital lease obligations	2,705	2,800
Foreign credit facilities	2,664	324
Foreign Italian government loans	1,118	1,334
Total long term debt	6,487	8,690
Less current portion of long-term bank debt	(970)	(1,142)
Less current portion of subordinated debt	--	(2,415)
Long term debt, less current portion	$ 5,517	$ 5,133

On August 1, 2005, the Company entered into a three-year revolving credit and term loan facility with North Fork Business Capital (the "North Fork Facility") and repaid the prior facility. The North Fork Facility provides for a $6,000 formula based revolving credit facility based on the Company's eligible accounts receivable and inventories as defined in the credit agreement. In addition, the Company borrowed $2,000 under a term loan facility secured by the Company's Bay Shore, New York building. Interest on the revolving credit borrowings is payable at prime plus 0.5 % or alternatively at a LIBOR rate plus 2.5%. The $2,000 term loan was repayable in 36 monthly installments of $17 with a balloon payment of

the remaining balance due at the maturity in 2008. Interest on the term loan was payable monthly at prime plus 0.75% or a LIBOR rate plus 2.75%. As of April 28, 2007, the Company had approximately $6,000 of availability under the North Fork Facility, of which North Fork has reserved $1,000 against possible litigation settlements. The term loan was extinguished and the revolver was paid down to $0 with a portion of the proceeds received from a March 2007 Rights Offering discussed below. The North Fork Facility is subject to commitment fees of 0.5% per annum on the daily-unused portion of the facility, payable monthly. The Company granted a security interest to the lender on its US credit facility in substantially all of its accounts receivable, inventories, property plant and equipment, other assets and intellectual property in the US as well as 66% of the outstanding stock of its Italian subsidiary, Villa.

As of the end of the fourth quarter of fiscal 2006, the Company was non-compliant with the following covenants: the Adjusted US Earnings, Adjusted Earnings, Senior US Debt Ratio and Fixed Charge Coverage Ratio covenants under the North Fork Facility, due to the lower than anticipated performance during fiscal 2006. On October 25, 2006, the Company and North Fork signed an amendment to the facility that waived the non-compliance with these covenants for the fourth quarter of fiscal 2006 and adjusted the covenant levels going forward through the maturity of the credit facility. In addition, the amendment reversed $300 of a sinking fund reserved for the March 2007 maturity of the subordinated shareholder note and eliminated additional sinking fund reserves provisions related to the subordinated note.

As of the end of the first quarter of fiscal 2007, the Company was non-compliant with the tangible net worth covenant under the North Fork Facility. On December 6, 2006, North Fork waived the non-compliance with this covenant for the first quarter of fiscal 2007 and adjusted the covenant levels going forward through the maturity of the credit facility.

As of the end of the third quarter of fiscal 2007, the Company was in compliance with all covenants under the North Fork Facility.

On June 1, 2007, the North Fork Facility was amended and restated. The amendment increases the revolving credit facility to a maximum amount of $7,500 and provides a capital expenditure loan facility up to $1,500. Other changes to the terms and conditions of the original loan agreement include the modification of covenants, removal of the Villa stock as loan collateral and the removal of daily collateral reporting which was part of the previous asset-based facility requirements.

In connection with the settlement reached on January 29, 2002 with the plaintiffs in the class action litigation, the Company recorded the present value at 12% of the $2,000 of subordinated notes that were issued in April 2002 and matured in March 2007. The subordinated notes did not pay interest currently, but accrued interest at 6% per annum, and were recorded at issuance at a discounted present value of $1,519. The balance was paid on March 29, 2007 with a portion of the proceeds from a Rights Offering described below.

In addition to the domestic credit facilities described above, the Company has certain short-term credit facilities available at its Villa subsidiary, with interest rates ranging from 3.7% to 13.75%. The total amount outstanding on the Villa short-term credit facilities at April 28, 2007 and July 29, 2006 was $0 and $3,287, respectively. In addition, as of April 28, 2007 and July 29, 2006, approximately $10,800 and $4,400, respectively, of excess borrowing availability, respectively, was in place under these facilities.

In October 2006, Villa entered into a 2.0 million Euro loan with interest

payable at 4.7%. The note is repayable over a seven year term. The note contains a financial covenant which provides that the net equity of Villa cannot fall below 5.0 million Euros. This covenant could limit Villa's ability to pay dividends to the US parent company in the event future losses, future dividends or other events should cause Villa's equity to fall below the defined level.

Villa also has a foreign credit facility with an interest rate of 4.9% with principal payable semi-annually through maturity in September 2007, and interest payable quarterly. The variable interest rate at April 28, 2007 and July 29, 2006 on the other foreign credit facility, based on the formula Euribor + 1.0%, was 4.9% and 3.7%, respectively.

Interest on the two Italian Government long-term loans is 3.43% and principal payments are due annually through February 2010, and 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.

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 April 28, 2007	Medical Systems Group	Power Conversion Group	Other	Total
Net sales to external customers	$23,185	$ 3,937	--	$27,122
Cost of sales	18,646	2,451	--	21,097
Gross margin	4,539	1,486	--	6,025
Operating expenses	3,280	549	176	4,005
Operating income (loss)	$ 1,259	$ 937	$ (176)	$ 2,020

For three months ended April 29, 2006	Medical Systems Group	Power Conversion Group	Other	Total
Net Sales to Unaffiliated Customers	$17,639	$ 3,165	$ --	$20,804
Cost of sales	14,295	2,007	--	16,302
Gross margin	3,344	1,158	--	4,502
Operating expenses	2,813	444	396	3,653
Operating income (loss)	$ 531	$ 714	$ (396)	$ 849

For nine months ended April 28, 2007	Medical Systems Group	Power Conversion Group	Other	Total
Net sales to external customers	$63,706	$ 9,473	--	$73,179

Cost of sales	50,169	6,239	--	56,408
Gross margin	13,537	3,234	--	16,771
Operating expenses	9,081	1,684	1,198	11,963
Operating income (loss)	$ 4,456	$ 1,550	$(1,198)	$ 4,808

For nine months ended April 29, 2006	Medical Systems Group	Power Conversion Group	Other	Total
Net Sales to Unaffiliated Customers	$49,431	$ 9,606	$ --	$59,037
Cost of sales	39,178	6,408	--	45,586
Gross margin	10,253	3,168	--	13,451
Operating expenses	8,156	1,549	2,002	11,707
Operating income (loss)	$ 2,097	$ 1,649	$(2,002)	$ 1,744

STOCK OPTION PLAN

Effective July 31, 2005, the Company adopted SFAS No. 123 (R), "Share-Based Payments," which revises SFAS 123, "Accounting for Stock-Based Compensation." This standard requires that the Company measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. That cost will be recognized over the period in which the employee is required to provide the services - the requisite service period (usually the vesting period) - in exchange for the award. The grant date fair value for options and similar instruments will be estimated using option pricing models. Under SFAS 123 (R), the Company is required to select a valuation technique or option pricing model that meets the criteria as stated in the standard, which includes a binomial model and the Black-Scholes model. At the present time, the Company is continuing to use the Black-Scholes model. The adoption of SFAS 123 (R), applying the "modified prospective method," as elected by the Company, requires the Company to value stock options granted prior to its adoption of SFAS 123 (R) under the fair value method and expense these amounts over the remaining vesting period of the stock options.

On March 20, 2007, shareholders approved the 2007 Incentive Stock Plan. A total of 1,000,000 shares of the Company's common stock may be granted under the Plan.

During the quarter ended April 28, 2007, the Company granted options to purchase 39,000 shares of common stock under the 2007 Incentive Stock Plan at an exercise price of $2.11 per share that vest over four years. The fair value of these options was $58. During the nine months ended April 28, 2007, the Company granted options to purchase 449,000 shares at a weighted average price of $1.70 per share that vest over four years. The fair value of these options was $507.

The fair values of the grants awarded in the periods presented were determined using the following assumptions in the Black-Scholes model: an estimated life of seven years, estimated volatility of approximately 63% to 71%, risk free interest rate from 4.44% to 4.88% and the assumption that no dividends will be paid. Expected volatility is based on historical volatility of our stock. Risk free interest rates reflect the yield on zero-coupon U.S. Treasury securities. SFAS 123 (R) requires that the Company estimate forfeitures for stock options

and reduce compensation expense accordingly. The Company will evaluate experience against an estimated forfeiture rate of 2% going forward.

In the three months ended April 28, 2007 and April 29, 2006, the Company recorded $59 and $52, respectively, of compensation expense related to stock options. For the nine months ended April 28, 2007 and April 29, 2006, compensation expense related to stock options was $167 and $135, respectively.

At April 28, 2007, the aggregate intrinsic value of in-the-money options outstanding and options exercisable was $398 and $307, respectively. The intrinsic value is the amount by which the market value of the underlying stock exceeds the exercise price of the option.

Cash proceeds and intrinsic value related to total stock options exercised during the first three and nine months of fiscal years 2007 and 2006 are as follows:

	Three Months Ended		Nine months Ended	
	Apr 28, 2007	Apr 29, 2006	Apr 28, 2007	Apr 29, 2006
Proceeds from stock options exercised	$ 2	$173	$27	$239
Intrinsic value of stock options exercised	2	123	15	123

The Company expects future stock-based compensation related to awards granted through April 28, 2007 to be $503 through 2010.

CONTINGENCIES

EMPLOYMENT MATTERS - The Company had an employment agreement with Samuel Park, the previous Chief Executive Officer ("CEO"), for the period May 1, 2001 to April 30, 2004. The employment agreement provided for certain payments in the event of a 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.

The Company's Board of Directors, elected at the Company's Annual Meeting of Shareholders held on May 29, 2003, had reviewed the "change of control" provisions regarding payments totaling up to approximately $1,800 under the employment agreement between the Company and its former CEO, 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 of control payments. On November 17, 2003, the Company filed a complaint in the United States District Court, Southern District of New York, 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. Discovery in this matter was conducted and completed. Following discovery, the Company and Mr. Park filed motions for summary judgment on the issues related to the change in control and the amendment to the employment agreement, which motions have been fully submitted to the court for consideration. To date, no decision has been issued by the court on these motions. If Mr. Park prevails on his claims and the payments he seeks are required to be 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 Company has not recorded an accrual for any potential settlements of this claim as it has no basis upon which to estimate either the outcome or amount of loss.

On June 28, 2002, Jeffrey N. Moeller, the former Director of Quality Assurance and Regulatory Affairs of Del Medical, commenced an action in the Circuit Court of Cook County, Illinois, against the Company, Del Medical and Walter Schneider, the former President of Del Medical. In the most current iteration of this pleading, the third amended complaint, Mr. Moeller alleges four claims against the defendants in the action: (1) retaliatory discharge from employment with Del Medical, allegedly in response to Mr. Moeller's complaints to officers of Del Medical about purported prebilling and his stopping shipment of a product that allegedly did not meet regulatory standards, (2) defamation, (3) intentional interference with his employment relationship with Del Medical and his relationship with prospective employers, and (4) to hold the Company liable for any misconduct of Del Medical under a theory of piercing the corporate veil. By order dated September 15, 2006, the Court denied in part and granted in part defendants' motion requesting summary judgment dismissing the third amended complaint. The Court granted the motion only to the extent of dismissing that part of Mr. Moeller's claim of interference with his employment relationship with Del Medical and his relationship with prospective employers, addressed to alleged interference with his relationship with prospective employers. The parties appeared for mediation in January 2007 but the mediation did not result in a disposition of the action. Accordingly, it appears that the action will proceed to trial. A status conference before the Court was held March 8, 2007, and subsequently, a trial date has been scheduled for October 1, 2007. The Company and Del Medical intend to defend vigorously against Mr. Moeller's claims. Mr. Moeller is seeking $1,900 in damages consisting of alleged income loss, including salary and benefits, and the present value of his alleged lost income and benefits in the future after lump sum tax adjustments. The Company has recorded an accrual of $100 relating to potential liability in the settlement of these claims.

ACQUISITION OF MINORITY INTEREST IN VILLA

On December 23, 2005, the Company acquired the remaining 20% of Villa for $2,612 plus 904,762 restricted shares of Company common stock. These shares were valued at $3.26 a share, or $2,950, and are subject to SEC Rule 144 limitations as to holding periods and trading volume limitations. Goodwill in the amount of $4,525 was recorded and $934 of minority interest was reversed after recognition of a $388 dividend. Due to the previous 80% ownership interest existing at the time of the original acquisition, the assets and liabilities of the Villa subsidiary were fully consolidated before the transaction and considered to be at fair market value with no additional adjustments necessary.

AUTHORIZED SHARES OF THE CORPORATION'S COMMON STOCK

At a special meeting of shareholders of the Company held on November 17, 2006,

the Company's shareholders approved an Amendment of the Certificate of Incorporation of the Corporation (the "Amendment") to increase the number of authorized shares of the Corporation's common stock, par value $.10 per share, from twenty million (20,000,000) shares to fifty million (50,000,000) shares in order to have a sufficient number of shares of Common Stock to provide a reserve of shares available for issuance to meet business needs as they may arise in the future. Such business needs may include, without limitation, rights offerings, financings, acquisitions, establishing strategic relationships with corporate partners, providing equity incentives to employees, officers or directors, stock splits or similar transactions. Issuances of any additional shares for these or other reasons could prove dilutive to current shareholders or deter changes in control of the Company, including transactions where the shareholders could otherwise receive a premium for their shares over then current market prices.

RIGHTS OFFERING AND STOCKHOLDER'S RIGHTS PLAN

On December 12, 2006, the Company filed a registration statement for a subscription rights offering with the SEC that became effective January 30, 2007. Under terms of this rights offering, the Company distributed to shareholders of record as of February 5, 2007, non-transferable subscription rights to purchase one share of the Company's common stock for each share owned at that date at a subscription price of $1.05 per share. On March 12, 2007, the Company completed the rights offering, selling 12,027,378 shares of its common stock at $1.05 per share. Total proceeds to the Company net of $262 of expenses related to the rights offering, was $12,367.

The purpose of this rights offering was to raise equity capital in a cost-effective manner with the proceeds being used for debt repayment, anticipated working capital needs and general corporate purposes. A portion of the net proceeds may also be used to acquire or invest in businesses, products and technologies that Company management believes are complementary to the Company's business.

In addition, on January 22, 2007, the Company entered into a stockholders rights plan (the "Rights Plan"). The Rights Plan provides for a dividend distribution of one Common Stock purchase right for each outstanding share of the Company's Common Stock. The Company's Board of Directors adopted the Rights Plan to protect stockholder value by protecting the Company's ability to realize the benefits of its net operating losses ("NOLs") and capital loss carryforwards. The Company has experienced substantial operating and capital losses in previous years. Under the Internal Revenue Code and rules promulgated by the Internal Revenue Service, the Company may "carry forward" these losses in certain

circumstances to offset current and future earnings and thus reduce its federal income tax liability, subject to certain requirements and restrictions. Assuming that the Company has future earnings, the Company may be able to realize the benefits of NOLs and capital loss carryforwards. These NOLs and capital loss carryforwards constitute a substantial asset to the Company. If the Company experiences an "Ownership Change," as defined in Section 382 of the Internal Revenue Code, its ability to use the NOLs and capital loss carryforwards could be substantially limited or lost altogether. In general terms, the Rights Plan imposes a significant penalty upon any person or group that acquires certain percentages of the Company's common stock by allowing other shareholders to acquire equity securities at half their fair values.

SUBSEQUENT EVENT

On May 24, 2007, the Company's RFI subsidiary was served with a subpoena to testify before a grand jury from the United States District Court, Eastern District of New York to provide items and records from its Bay Shore, NY offices regarding U.S. Department of Defense contracts and a search warrant from the United States District Court, Eastern District of New York was issued and executed with respect to such offices. The Company believes it is in full

compliance with the quality standards its customers require and is fully cooperating with investigators to assist them with their review. The Company's RFI subsidiary is continuing to ship products to the U.S. Government as well as its commercial customers.

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 contain 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 and favorable determinations in various legal and regulatory matters. 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 July 29, 2006 and Current Reports on Form 8-K.

OVERVIEW

The Company is primarily engaged in the design, manufacture and marketing of cost-effective medical and dental diagnostic imaging systems consisting of stationary and portable imaging systems, radiographic/fluoroscopic systems, dental imaging systems and digital radiography systems. The Company also manufactures electronic filters, high voltage capacitors, pulse modulators, transformers and reactors, and a variety of other products designed for industrial, medical, military and other commercial applications. The Company manages its business in two operating segments: the Medical Systems Group and the Power Conversion Group. In addition, the Company has a third reporting segment, Other, comprised of certain unallocated corporate General and Administrative expenses. See "Segment Information" in Part I, Item 1 of this Quarterly Report on Form 10-Q for the fiscal quarter ended April 28, 2007 (this "Quarterly Report") for discussions of the Company's segments.

CRITICAL ACCOUNTING POLICIES

Complete descriptions of significant accounting policies are outlined in Note 1 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended July 29, 2006. 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.

REVENUE RECOGNITION

The Company recognizes revenue upon shipment, provided there is persuasive evidence of an arrangement, there are no uncertainties concerning acceptance,

the sale price is fixed, collection of the receivable is probable and only perfunctory obligations related to the arrangement need to be completed. The Company maintains a sales return allowance, based upon historical patterns, to cover estimated normal course of business returns, including defective or out of specification product. 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 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. The Company recognizes service revenue when repairs or out of warranty repairs are completed. The Company has a Food and Drug Administration obligation to continue to provide repair service for certain medical systems for up to seven years past the warranty period. These repairs are billed to the customers at market rates.

DEFERRED INCOME TAXES

The Company accounts for deferred income taxes in accordance with Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes," whereby it recognizes deferred tax assets and liabilities for temporary differences between its financial reporting basis and income tax reporting basis and for tax net operating loss carry forwards.

The Company periodically assesses the realization of its net deferred tax asset. This evaluation is primarily based upon current operating results and expectations of future operating results. A valuation allowance is recorded if the Company believes its net deferred tax assets will not be realized. The Company's assessment of realization is based on the more likely than not result.

During fiscal year 2006, the Company reported operating income on a consolidated basis and a business unit basis. However, the Company's other reporting segment incurred approximately $2.5 million in losses. This segment's losses are considered U.S. losses for income tax purposes, which resulted in a consolidated U.S. taxable loss for fiscal year 2006. Based on this result and expectations of future results, the Company concluded that it should continue to carry a 100% valuation allowance on its net U.S. deferred tax asset.

For its quarter and year-to-date ended April 28, 2007, the Company continues to carry a 100% valuation allowance on its net U.S. deferred tax asset.

The Company has recorded a non-U.S. tax provision with respect to the income of Villa in all periods presented. While the Company can make no assurances that its Villa subsidiary will generate profits in the future, the Company believes that it is more likely than not that its $1.0 million Villa-related net deferred tax asset at April 28, 2007 will be realized.

OBSOLETE AND EXCESS INVENTORY

The Company re-evaluates its allowance for obsolete inventory once a quarter, and this allowance comprises the most significant portion of its 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 the Company typically does not purchase inventory substantially in advance of production requirements, it does not expect cancellation of an order to be a material risk. However, market or technology changes can occur.

VALUATION OF FINISHED GOODS INVENTORIES

In addition, the Company uses 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, the Company estimates the amount of labor and overhead costs related to finished goods inventories. As of April 28, 2007, finished goods represented approximately 17.5% of the gross carrying value of total gross inventory. The Company believes the estimation methodologies used to be appropriate and consistently applied.

CONSOLIDATED RESULTS OF OPERATIONS

Consolidated net sales of $27.1 million for the third quarter of fiscal 2007 increased by $6.3 million or 30.4% from fiscal 2006 third quarter net sales of $20.8 million primarily due to increased net sales at the Company's Medical Systems Group. The Medical Systems Group's third quarter fiscal 2007 sales of $23.2 million were $5.5 million or 31.4% more than the prior year's third quarter sales of $17.6 million due to increased international sales to the Russian market, stronger than expected dental systems sales and increased sales of higher priced digital products. The Power Conversion Group's third quarter fiscal 2007 sales of $3.9 million increased by $0.8 million, or 24.5%, from last year's levels due primarily to increased sales in the transformer business.

Consolidated net sales of $73.2 million for the first nine months of fiscal 2007 increased by $14.2 million or 24.0% from fiscal 2006 net sales of $59.0 million, due to an increase in Medical Systems Group sales of $14.3 million offset by a decrease in Power Conversion Group sales of $0.1 million. Medical System Group's sales for the first nine months of fiscal 2007 of $63.7 million increased $14.3 million or 28.9% from the prior year's period primarily due to increased sales to the Russian market as well as stronger than expected dental and digital equipment sales as noted above. The Power Conversion Group's sales for the first nine months of fiscal 2007 of $9.5 million decreased by $0.1 million or 1.4% from the prior year's levels due to lower government sales as a result of lower demand.

Consolidated backlog at April 28, 2007 was $39.8 million versus backlog at July 29, 2006 of approximately $22.4 million. The backlog in the Power Conversion Group at April 28, 2007 decreased $1.1 million from levels at beginning of the fiscal year due to the shipping of orders affected by inventory procurement delays in Q-1 and Q-2 2007. There was an $18.5 million increase in the April 28, 2007 backlog of our Medical Systems Segment from July 29, 2006 reflecting strong bookings during the nine month period in international markets. Substantially all of the backlog should result in shipments within the next 12 months.

Gross margins as a percent of sales were 22.2% for the third quarter of fiscal 2007, compared to 21.6% in the third quarter of fiscal 2006 due primarily to product mix as more fully described below.

Gross margins as a percent of sales were 22.9% for the nine months ended April 28, 2007, compared to 22.8% for the nine months ended April 29, 2006. The 0.1% variance is a result of the reversal of warranty reserves at the Medical Systems Group of .5%, offset by lower margins associated with increased sales of our digital products, also at the Medical Systems Group of 0.4%. Generally, digital products have a higher selling price than the non-digital product offerings, but they also have a higher cost resulting in lower gross margin percentages.

Selling, General and Administrative expenses ("SG&A") for the third quarter of fiscal 2007 were $3.5 million (12.8% of sales) compared to $3.3 million (15.9%

of sales) in the prior year's third quarter. The increase in SG&A in the third

quarter of fiscal 2007 reflects increased legal costs related to corporate issues.

SG&A for the first nine months of fiscal 2007 were $10.5 million (14.3% of sales) compared to $10.1 million (17.1% of sales) in the prior year's first nine months. The increase in SG&A in the first nine months of fiscal 2007 reflects increased corporate legal, accounting and severance costs, offset by reduced selling costs in the Power Conversion Group.

Research and development expenses ("R&D") for the third quarter of fiscal 2007 were $0.5 million (2.0% of sales) compared to $0.4 million (2.0% of sales) in the prior year's third quarter. The increase in R&D in the third quarter of fiscal 2007 reflects increased development costs associated with medical and dental equipment in the Medical Systems Group.

R&D for the first nine months of fiscal 2007 was $1.5 million (2.1% of sales) compared to $1.2 million (2.0% of sales) in the prior year's first nine months. The increase in R&D in the fiscal 2007 period reflects increased development costs associated with medical and dental equipment in the Medical Systems Group as discussed above.

Litigation settlement costs of $(0.1) and $0.5 million were recorded for the third quarter and first nine months of fiscal 2006, respectively. An accrual of $0.5 million was made based on a November 2005 settlement of litigation filed during fiscal 2005 by the potential buyers of the Company's Medical Systems Group, offset by a reversal of $0.1 million accrual related to previously settled litigation.

As a result of the foregoing, the Company recognized third quarter fiscal 2007 operating income of $2.0 million compared to an operating income of $0.8 million in the third quarter of fiscal 2006. The Medical Systems Group posted a third quarter fiscal 2007 operating profit of $1.3 million and the Power Conversion Group showed operating profit of $0.9 million, offset by unallocated corporate costs of $0.2 million. The Medical Systems Group posted a third quarter fiscal 2006 operating profit of $0.5 million and the Power Conversion Group had operating profit of $0.7 million, offset by unallocated corporate costs of $0.4 million.

Operating income for the first nine months of fiscal 2007 was $4.8 million compared to an operating income of $1.7 million in the prior year period. The Medical Systems Group had an operating profit of $4.5 million and the Power Conversion Group achieved an operating profit of $1.5 million, offset by unallocated corporate costs of $1.2 million. The Medical Systems Group had an operating profit of $2.1 million for the first nine months of fiscal 2006 and the Power Conversion Group achieved an operating profit of $1.6 million, partly offset by unallocated corporate costs of $2.0 million.

Interest expense for the third quarter of fiscal 2007 of $0.2 million was slightly lower than prior year's third quarter of $0.3 million due to lower debt balances when compared to the prior year and interest income earned on net proceeds from the Rights Offering previously discussed.

Interest expense for the first nine months of fiscal 2007 of $0.9 million was unchanged from the prior year's first nine months interest expense as higher interest rates and higher average borrowings when compared to the prior year

through February 2007 were offset by a reduction in borrowings as a result of the payment of our subordinated debentures and the revolving credit agreement and term loan with the proceeds of the Rights Offering in March 2007.

The Company did not provide for a U.S. domestic income tax benefit in fiscal 2007. With the exception of tax provisions and adjustments recorded at Villa,

our Italian subsidiary, we recorded no adjustments to our current or net deferred tax accounts during the fiscal 2007 or fiscal 2006 periods.

Reflecting the above, we recorded net income of $1.1 million or $0.06 per share(basic and diluted) in the third quarter of fiscal 2007, as compared to a net loss of ($0.1) million, or ($0.01) per share(basic and diluted), during the third quarter of fiscal 2006. We recorded net income of $1.7 million or $0.12 per share (basic and diluted) in the first nine months of fiscal 2007, as compared to a net loss of ($0.6) million or ($0.06) per share (basic and diluted) in the first nine months of the prior year. The average shares outstanding for fiscal 2007 were higher than the comparable periods in the prior year due to the Rights Offering in the third quarter of fiscal 2007.

FINANCIAL CONDITION
LIQUIDITY AND CAPITAL RESOURCES

The Company funds it's investing and working capital needs through a combination of cash flow from operations, short-term credit facilities and the proceeds from the Rights Offering discussed above.

Working Capital -- At April 28, 2007 and July 29, 2006, the Company's working capital was approximately $22.7 million and $6.9 million, respectively. At such dates, we had approximately $6.1 million and $0.3 million, respectively, in cash and cash equivalents, the increase primarily due to net proceeds of the Rights Offering discussed above offset by domestic revolver and debt repayments. As of April 28, 2007, the Company had approximately $5.0 million of excess borrowing availability under our domestic revolving credit facility compared to $1.0 million at July 29, 2006.

In addition, as of April 28, 2007 and July 29, 2006, our Villa subsidiary had an aggregate of approximately $10.8 million of excess borrowing availability under its various short-term credit facilities. Terms of the Italian credit facilities do not permit the use of borrowing availability to directly finance operating activities at our US subsidiaries.

Cash Flows from Operating Activities - For the nine months ended April 28, 2007, the Company generated approximately $2.1 million of cash from operations, compared to cash generated of $1.3 million in the prior fiscal year directly attributable to net changes in working capital accounts and better earnings in fiscal 2007.

Cash Flows from Investing Activities -- The Company has made $0.6 million of facility improvements and capital equipment purchases for the nine month period ended April 28, 2007 as compared to $0.5 million for the comparable prior year period ended April 29. 2006. In December, 2005, the Company acquired the remaining 20% of its Italian subsidiary for $2.6 million and other non-cash consideration.

Cash Flows from Financing Activities -- During the nine month period ended April 28, 2007, the Company repaid approximately $8.8 million of indebtedness on its domestic and Italian borrowings, as compared to net borrowings of approximately $0.4 million in the prior year period. In addition, on March 12, 2007, the

Company generated $12.4 million as a result of the rights offering described below. Also during the nine month period ended April 28, 2007, the Company received proceeds from the exercise of warrants and options totaling $0.6 million as compared to $0.2 million in the prior year period.

The Company's contractual obligations including debt and operating leases, as previously disclosed on our Annual Report on Form 10-K for the fiscal year ended July 29, 2006, has not changed materially at April 28, 2007 with the exception of adding a 2.0 million Euro loan and paying down domestic borrowings as

described below.

Credit Facility and Borrowing -- On August 1, 2005, the Company entered into a three-year revolving credit and term loan facility with North Fork Business Capital (the "North Fork Facility") and repaid the prior facility. The North Fork Facility provides for a $6 million formula based revolving credit facility based on the Company's eligible accounts receivable and inventories as defined in the credit agreement. In addition, the Company borrowed $2 million under a term loan facility secured by the Company's Bay Shore, New York building. Interest on the revolving credit borrowings is payable at prime plus 0.5% or alternatively at a LIBOR rate plus 2.5%. The $2 million term loan was repayable in monthly installments of $16,667 with a balloon payment of the remaining balance due at the maturity in 2008. Interest on the term loan was payable monthly at prime plus 0.75% or a LIBOR rate plus 2.75%. As of April 28, 2007, the Company had approximately $6.0 million of availability under the North Fork Facility, of which North Fork has reserved $1 million against possible litigation settlements. The term loan was extinguished and the revolver was paid down to $0 with a portion of the proceeds received from a March 2007 Rights Offering discussed below. The North Fork Facility is subject to commitment fees of 0.5% per annum on the daily-unused portion of the facility, payable monthly. The Company granted a security interest to the lender on its US credit facility in substantially all of its accounts receivable, inventories, property plant and equipment, other assets and intellectual property in the US as well as 66% of the outstanding stock of its Italian subsidiary, Villa.

As of the end of the fourth quarter of fiscal 2006, the Company was non-compliant with the following covenants: the Adjusted US Earnings, Adjusted Earnings, Senior US Debt Ratio and Fixed Charge Coverage Ratio covenants under the North Fork Facility, due to the lower than anticipated performance during fiscal 2006. On October 25, 2006, the Company and North Fork signed an amendment to the facility that waived the non-compliance with these covenants for the fourth quarter of fiscal 2006 and adjusted the covenant levels going forward through the maturity of the credit facility. In addition the amendment reversed $0.3 million of a sinking fund reserved for the March 2007 maturity of the subordinated shareholder notes and eliminated additional sinking fund reserves provisions related to the subordinated notes.

As of the end of the first quarter of fiscal 2007, the Company was non-compliant with the tangible net worth covenant under the North Fork Facility. On December 6, 2006, North Fork waived the non-compliance with this covenant for the first quarter of fiscal 2007 and adjusted the covenant levels going forward through the maturity of the credit facility.

As of the end of the third quarter of fiscal 2007, the Company was in compliance with all covenants under the North Fork Facility.

On June 1, 2007, the North Fork Facility was amended and restated. The amendment increases the revolving credit facility to a maximum amount of $7.5 million and provides a capital expenditure loan facility up to $1.5 million. Other changes

to the terms and conditions of the original loan agreement include the modification of covenants, removal of the Villa stock as loan collateral and the removal of daily collateral reporting which was part of the previous asset-based facility requirements.

In connection with the settlement reached on January 29, 2002, with the plaintiffs in the class action litigation, the Company recorded the present value at 12% of the $2 million of subordinated notes that were issued in April 2002 and matured in March 2007. The subordinated notes did not pay interest currently, but accrued interest at 6% per annum, and were recorded at issuance at a discounted present value of $1.5 million. The balance was paid on March 29, 2007 with a portion of the proceeds from a Rights Offering described below.

In addition to the domestic credit facilities discussed above, the Company has certain short-term credit facilities available at its Villa subsidiary, with interest rates ranging from 3.7% to 13.75%. 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. The total amount outstanding on the Villa short-term credit facilities at April 28, 2007 and July 29, 2006 was $0.0 million and $3.3 million, respectively. In addition, as of April 28, 2007 and July 29, 2006, approximately $10.8 million and $4.4 million, respectively, of excess borrowing availability, respectively, were in place under these facilities.

In October 2006, Villa entered into a 2.0 million Euro loan with interest payable at 4.7%. The note is repayable over a seven year term. The note contains a financial covenant which provides that the net equity of Villa cannot fall below 5.0 million Euros. This covenant could limit Villa's ability to pay dividends to the US parent company in the event future losses, future dividends or other events should cause Villa's equity to fall below the defined level.

Villa is also party to a foreign credit facility and Italian Government long-term loan with an interest rate of 4.9% with principal payable semi-annually through maturity in September 2007, and interest payable quarterly. The variable interest rate at April 28, 2007 and July 29, 2006 on the other foreign credit facility, based on the formula Euribor + 1%, was 4.9% and 3.7%, respectively.

Interest on the Italian Government long-term facilities is 3.4% with principal payable annually through February and 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.

EQUITY TRANSACTIONS

On December 12, 2006, the Company filed a registration statement for a subscription rights offering with the SEC that became effective January 30, 2007. Under terms of this rights offering, the Company distributed to shareholders of record as of February 5, 2007, non-transferable subscription rights to purchase one share of the Company's common stock for each share owned at that date at a subscription price of $1.05 per share. On March 12, 2007, the Company completed the rights offering, selling 12,027,378 shares of its common stock at $1.05 per share. Total proceeds to the Company net of expenses related to the rights offering, was $12.4 million.

The purpose of this rights offering was to raise equity capital in a cost-effective manner with the proceeds being used for debt repayment, anticipated working capital needs and general corporate purposes. A portion of the net proceeds may also be used to acquire or invest in businesses, products and technologies that Company management believes are complementary to the Company's business.

In addition, on January 22, 2007, the Company entered into a stockholders rights plan (the "Rights Plan"). The Rights Plan provides for a dividend distribution of one Common Stock purchase right for each outstanding share of the Company's Common Stock. The Company's Board of Directors adopted the Rights Plan to protect stockholder value by protecting the Company's ability to realize the benefits of its net operating losses ("NOLs") and capital loss carryforwards. The Company has experienced substantial operating and capital losses in previous years. Under the Internal Revenue Code and rules promulgated by the Internal Revenue Service, the Company may "carry forward" these losses in certain circumstances to offset current and future earnings and thus reduce its federal income tax liability, subject to certain requirements and restrictions. Assuming

that the Company has future earnings, the Company may be able to realize the benefits of NOLs and capital loss carryforwards. These NOLs and capital loss carryforwards constitute a substantial asset to the Company. If the Company experiences an "Ownership Change," as defined in Section 382 of the Internal Revenue Code, its ability to use the NOLs and capital loss carryforwards could be substantially limited or lost altogether. In general terms, the Rights Plan imposes a significant penalty upon any person or group that acquires certain percentages of the Company's common stock by allowing other shareholders to acquire equity securities at half their fair values.

LITIGATION MATTERS

The Company had an employment agreement with Samuel Park, the previous Chief Executive Officer ("CEO"), for the period May 1, 2001 to April 30, 2004. The employment agreement provided for certain payments in the event of a 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 $0.2 million during the first quarter of fiscal 2004 to accrue the balance remaining under Mr. Park's employment agreement.

The Company's Board of Directors, elected at the Company's Annual Meeting of Shareholders held on May 29, 2003, had reviewed the "change of control" provisions regarding payments totaling up to approximately $1.8 million under the employment agreement between the Company and its former CEO, 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 of control payments. On November 17, 2003, the Company filed a complaint in the United States District Court, Southern District of New York, 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. Discovery in this matter was conducted and completed. Following discovery, the Company and Mr. Park filed motions for summary judgment on the issues related to the change in control and the amendment to the employment agreement, which motions have been fully submitted to the court for consideration. To date, no decision has been issued by the court on these motions. If Mr. Park prevails on his claims and the payments he seeks are required to be 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 Company has not recorded an accrual for any potential settlements of this claim as it has no basis upon which to estimate either the outcome or amount of loss.

On June 28, 2002, Jeffrey N. Moeller, the former Director of Quality Assurance and Regulatory Affairs of Del Medical, commenced an action in the Circuit Court of Cook County, Illinois, against the Company, Del Medical and Walter Schneider,

the former President of Del Medical. In the most current iteration of this pleading, the third amended complaint, Mr. Moeller alleges four claims against the defendants in the action: (1) retaliatory discharge from employment with Del Medical, allegedly in response to Mr. Moeller's complaints to officers of Del Medical about purported prebilling and his stopping shipment of a product that allegedly did not meet regulatory standards, (2) defamation, (3) intentional interference with his employment relationship with Del Medical and his relationship with prospective employers, and (4) to hold the Company liable for any misconduct of Del Medical under a theory of piercing the corporate veil. By order dated September 15, 2006, the Court denied in part and granted in part defendants' motion requesting summary judgment dismissing the third amended complaint. The Court granted the motion only to the extent of dismissing that part of Mr. Moeller's claim of interference with his employment relationship with Del Medical and his relationship with prospective employers, addressed to alleged interference with his relationship with prospective employers. The parties appeared for mediation in January 2007 but the mediation did not result in a disposition of the action. A status conference before the Court was held March 8, 2007, and subsequently, a trial date has been scheduled for October 1, 2007. The Company and Del Medical intend to defend vigorously against Mr. Moeller's claims. Mr. Moeller is seeking $1.9 million in damages consisting of alleged income loss, including salary and benefits, and the present value of his alleged lost income and benefits in the future after lump sum tax adjustments. The Company has recorded an accrual of $0.1 million relating to potential liability in the settlement of these claims.

On May 24, 2007, the Company's RFI subsidiary was served with a subpoena to testify before a grand jury from the United States District Court, Eastern District of New York to provide items and records from its Bay Shore, NY offices regarding U.S. Department of Defense contracts and a search warrant from the United States District Court, Eastern District of New York was issued and executed with respect to such offices. The Company believes it is in full compliance with the quality standards its customers require and is fully cooperating with investigators to assist them with their review. The Company's RFI subsidiary is continuing to ship products to the U.S. Government as well as its commercial customers.

ACQUISITION OF MINORITY INTEREST IN VILLA
On December 23, 2005, the Company acquired the remaining 20% of Villa for $2.6 million plus 904,762 restricted shares of Company common stock. These shares were valued at $3.26 a share, or $3.0 million, and are subject to SEC Rule 144 limitations as to holding periods and trading volume limitations. Goodwill in the amount of $4.5 million was recorded and $0.9 million of minority interest was reversed after recognition of a $0.4 million dividend. Due to the previous 80% ownership interest existing at the time of the original acquisition, the assets and liabilities of the Villa subsidiary were fully consolidated before the transaction and considered to be at fair market value with no additional adjustments necessary.

The Company did not have any investments in unconsolidated variable interest entities or other off balance sheet arrangements during any of the periods presented in this Quarterly Report on Form 10-Q.

The Company anticipates that cash generated from the rights offering noted above, operations and amounts available from credit facilities will be sufficient to satisfy currently projected operating cash needs for at least the next twelve months, and for the foreseeable future.

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 July 29, 2006.

ITEM 4T CONTROLS AND PROCEDURES

The Company, under the supervision and with the participation of the Company's management, including James A. Risher, Chief Executive Officer, and Mark A. Zorko, 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 Quarterly Report. 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 Quarterly Report 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 of 2007 ended April 28, 2007, 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

EMPLOYMENT MATTERS - The Company had an employment agreement with Samuel Park, the previous Chief Executive Officer ("CEO"), for the period May 1, 2001 to April 30, 2004. The employment agreement provided for certain payments in the event of a 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 $0.2 million during the first

quarter of fiscal 2004 to accrue the balance remaining under Mr. Park's employment agreement.

The Company's Board of Directors, elected at the Company's Annual Meeting of Shareholders held on May 29, 2003, had reviewed the "change of control" provisions regarding payments totaling up to approximately $1.8 million under the employment agreement between the Company and its former CEO, 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 of control payments. On November 17, 2003, the Company filed a complaint in the United States District Court, Southern District of New York, 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. Discovery in this matter was conducted and completed. Following discovery, the Company and Mr. Park filed motions for summary judgment on the issues related to the change in control and the amendment to the employment agreement, which motions have been fully submitted to the court for consideration. To date, no decision has been issued by the court on these motions. If Mr. Park prevails on his claims and the payments he seeks are required to be 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 Company has not recorded an accrual for any potential settlements of this claim as it has no basis upon which to estimate either the outcome or amount of loss.

On June 28, 2002, Jeffrey N. Moeller, the former Director of Quality Assurance and Regulatory Affairs of Del Medical, commenced an action in the Circuit Court of Cook County, Illinois, against the Company, Del Medical and Walter Schneider, the former President of Del Medical. In the most current iteration of this pleading, the third amended complaint, Mr. Moeller alleges four claims against the defendants in the action: (1) retaliatory discharge from employment with Del Medical, allegedly in response to Mr. Moeller's complaints to officers of Del

Medical about purported prebilling and his stopping shipment of a product that allegedly did not meet regulatory standards, (2) defamation, (3) intentional interference with his employment relationship with Del Medical and his relationship with prospective employers, and (4) to hold the Company liable for any misconduct of Del Medical under a theory of piercing the corporate veil. By order dated September 15, 2006, the Court denied in part and granted in part defendants' motion requesting summary judgment dismissing the third amended complaint. The Court granted the motion only to the extent of dismissing that part of Mr. Moeller's claim of interference with his employment relationship with Del Medical and his relationship with prospective employers, addressed to alleged interference with his relationship with prospective employers. The parties appeared for mediation in January 2007 but the mediation did not result in a disposition of the action. Accordingly, it appears that the action will proceed to trial. A status conference before the Court was held March 8, 2007, and subsequently, a trial date has been scheduled for October 1, 2007. The

Company and Del Medical intend to defend vigorously against Mr. Moeller's claims. Mr. Moeller is seeking $1.9 million in damages consisting of alleged income loss, including salary and benefits, and the present value of his alleged lost income and benefits in the future after lump sum tax adjustments. The Company has recorded an accrual of $0.1 million relating to potential liability in the settlement of these claims.

On May 24, 2007, the Company's RFI subsidiary was served with a subpoena to testify before a grand jury from the United States District Court, Eastern District of New York to provide items and records from its Bay Shore, NY offices regarding U.S. Department of Defense contracts and a search warrant from the United States District Court, Eastern District of New York was issued and executed with respect to such offices. The Company believes it is in full compliance with the quality standards its customers require and is fully cooperating with investigators to assist them with their review. The Company's RFI subsidiary is continuing to ship products to the U.S. Government as well as its commercial customers.

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

ITEM 1A. RISK FACTORS

In addition to the risk factors disclosed in Part 1, Item 1A, in the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2006, the following are important factors which could cause actual results or events to differ materially from those contained in any forward-looking statements made by or on behalf of the Company.

WE DO NOT INTEND TO PAY DIVIDENDS ON SHARES OF OUR COMMON STOCK IN THE FORESEEABLE FUTURE.

We currently expect to retain our future earnings, if any, for use in the operation and expansion of our business. We do not anticipate paying any cash dividends on shares of our common stock in the foreseeable future. Our credit facility with our U.S. lender restricts our ability to pay dividends.

COMPLIANCE WITH CHANGING REGULATION OF CORPORATE GOVERNANCE AND PUBLIC DISCLOSURE MAY RESULT IN ADDITIONAL EXPENSES.

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, are creating uncertainty for companies such as ours. We are committed to maintaining high standards of corporate governance and public disclosure. As a result, we intend to invest reasonably necessary resources to comply with evolving standards, and this investment may result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities, which could harm our business prospects.

ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Company's Annual Meeting of Shareholders held on March 20, 2007 (the "Annual Meeting"), the Company's shareholders reelected four (4) members of the board of directors of the Company (Gerald M. Czarnecki, James R. Henderson, General Merrill A. McPeak, James A. Risher) all of whom were incumbent directors

elected at the Company's Annual Meeting of Stockholders held on June 13, 2006.

The votes cast for all nominees were as follows:

STEEL NOMINEES:	IN FAVOR	WITHHELD
Gerald M. Czarnecki	9,943,975	154,517
James R. Henderson	9,917,310	181,182
General Merrill A. McPeak	9,930,312	168,180
James A. Risher	9,917,310	181,182

The votes cast for, against and abstain for the approval of the Company's 2007 Incentive Stock Plan and Broker No Votes were as follows:

FOR: 5,146,775	AGAINST: 1,457,901
ABSTAIN: 11,291	BROKER NO VOTES: 3,482,525

The votes cast for, against and abstain to ratify the appointment of BDO Seidman, LLP as our independent registered public accountants for the fiscal year ending July 31, 2007 were as follows:

FOR: 10,052,239	AGAINST: 38,393	ABSTAIN: 7,860

ITEM 6. EXHIBITS

31.1* Certification of the Chief Executive Officer, James A. Risher, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2* Certification of Chief Financial Officer, Mark A. Zorko, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1* Certification of the Chief Executive Officer, James A. Risher, 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, Mark A. Zorko, pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed herewith

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/ James A. Risher

James A. Risher
Chief Executive Officer

/s/ Mark A. Zorko

Mark A. Zorko
Chief Financial Officer

Dated: June 5, 2007

EXHIBIT 31.1

CERTIFICATIONS

I, James A. Risher, 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 5, 2007

/s/ James A. Risher

James A. Risher

Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Mark A. Zorko, 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 5, 2007

/s/ Mark A. Zorko

Mark A. Zorko
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 April 28, 2007:

In connection with the Quarterly Report of Del Global Technologies Corp. (the "Company") on Form 10-Q for the period ended April 28, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James A. Risher, 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/ James A. Risher

Name: James A. Risher
Chief Executive Officer
Date: June 5, 2007

(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 PRINCIPAL ACCOUNTING 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 April 28, 2007:

In connection with the Quarterly Report of Del Global Technologies Corp. (the "Company") on Form 10-Q for the period ended April 28, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark A. Zorko, Principal Accounting 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/ Mark A. Zorko

Name: Mark A. Zorko
Chief Financial Officer
Date: June 5, 2007

(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.