

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

GOLDEN ENTERPRISES INC
Form 10-Q
October 08, 2009

FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly (thirteen weeks) period ended August 28, 2009

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 _____ 0-4339 _____

GOLDEN ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

63-0250005

(State or other jurisdiction of incorporation or organization)

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

One Golden Flake Drive
Birmingham, Alabama

35205

(Address of Principle Executive Offices)

(Zip Code)

(205) 458-7316

(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

None

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

Title Of Class

Name of exchange on which registered

Capital Stock, Par Value \$0.66 2/3

NASDAQ

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (ss.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes () No ()

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Act). (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 -- -- --

1

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes () No (X)

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of September 30, 2009.

Class -----	Outstanding at September 30, 2009 -----
Common Stock, Par Value \$0.66 2/3	11,746,632

EXCHANGE ACT REPORTS AVAILABLE ON COMPANY WEBSITE

Under "SEC Filings" on the "Financial" page of the Company's website located at www.goldenflake.com, links to the following filings are made available as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (the "SEC") the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statement on Schedule 14A related to the Company's Annual Shareholders Meeting, and any amendments to those reports or statements filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Act of 1934. You may also read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet website located at <http://www.sec.gov> that contains the information we file or furnish electronically with the SEC.

2

GOLDEN ENTERPRISES, INC.

INDEX

Part I.	FINANCIAL INFORMATION
Item 1	Financial Statements (unaudited)
	Condensed Consolidated Balance Sheets
	August 28, 2009 (unaudited) and May 29, 2009

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

Condensed Consolidated Statements of Income (unaudited)
Thirteen Weeks Ended August 28, 2009 and August 29, 2008

Condensed Consolidated Statements of Cash Flows
(unaudited)- Thirteen Weeks Ended August 28, 2009 and August 29, 2008

Notes to Condensed Consolidated Financial
Statements (unaudited)

Report of Independent Registered Public Accounting Firm

Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations
Item 3	Quantitative and Qualitative Disclosure About Market Risk
Item 4	Controls and Procedures
Part II.	OTHER INFORMATION
Item 1	Legal Proceedings
Item 1-A	Risk Factors
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds
Item 3	Defaults Upon Senior Securities
Item 4	Submission of Matters to a Vote of Security Holders
Item 5	Other Information
Item 6	Exhibits

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
GOLDEN ENTERPRISES, INC. AND SUBSIDIARY
CONDENSED CONSOLIDATED BALANCE SHEETS

CURRENT ASSETS

Cash and cash equivalents
Receivables, net
Inventories:
Raw materials and supplies
Finished goods

ASSETS

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

Prepaid expenses
Deferred income taxes

Total current assets

Property, plant and equipment, net
Other assets

Total

LIABILITIES AND STOCKHOLDER'S EQUITY

CURRENT LIABILITIES

Checks outstanding in excess of bank balances
Accounts payable
Accrued income taxes
Other accrued expenses
Salary continuation plan
Line of credit outstanding

Total current liabilities

LONG-TERM LIABILITIES

Notes payable-bank, non-current
Salary continuation plan
Deferred income taxes

Total long-term liabilities

STOCKHOLDER'S EQUITY

Common stock - \$.66-2/3 par value:
35,000,000 shares authorized
Issued 13,828,793 shares
Additional paid-in capital
Retained earnings

Less: Cost of common shares in treasury (2,082,161 shares at August 28, 2009
and 2,082,161 shares at May 29, 2009)

Total stockholder's equity

Total

See Accompanying Notes to Condensed Consolidated Financial Statements

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

GOLDEN ENTERPRISES, INC. AND SUBSIDIARY CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	Thirteen Weeks Ended August 28, 2009	Thirteen Weeks Ended August 29, 2008
Net sales	\$ 32,592,162	\$ 29,850,688
Cost of sales	16,601,196	15,385,271
Gross margin	15,990,966	14,465,417
Selling, general and administrative expenses	14,329,853	13,879,057
Operating Income	1,661,113	586,360
Other income (expenses):		
Gain on sale of assets	36,931	44,911
Interest expense	(46,859)	(59,944)
Other income	10,750	9,496
Total other income (expenses)	822	(5,537)
Income before income taxes	1,661,935	580,823
Income taxes	622,051	226,357
Net income	\$ 1,039,884	\$ 354,466
PER SHARE OF COMMON STOCK		
Basic earnings per share	\$ 0.09	\$ 0.03
Diluted earnings per share	\$ 0.09	\$ 0.03
Weighted average number of common stock shares outstanding:		
Basic	11,746,632	11,783,385
Diluted	11,746,632	11,783,385
Cash dividends paid per share of common stock	\$ 0.0313	\$ 0.0313

See Accompanying Notes to Condensed Consolidated Financial Statements

GOLDEN ENTERPRISES, INC. AND SUBSIDIARY CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Thirteen Weeks Ended August 28, 2009	Thirteen Weeks Ended August 29, 2008
--	--	--

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

CASH FLOWS FROM OPERATING ACTIVITIES

Cash received from customers	\$ 33,259,455	\$ 29,782,981
Miscellaneous income	10,750	9,496
Cash paid to suppliers & employees	(14,843,970)	(14,372,274)
Cash paid for operating expenses	(15,454,198)	(14,317,509)
Income taxes paid	(165,640)	(198,870)
Interest expenses paid	(46,859)	(59,944)
Net cash provided by operating activities	2,759,538	843,880

CASH FLOWS FROM INVESTING ACTIVITIES

Purchase of property, plant and equipment	(4,415,414)	(274,457)
Proceeds from sale of property, plant and equipment	45,650	51,510
Net cash used in investing activities	(4,369,764)	(222,947)

CASH FLOWS FROM FINANCING ACTIVITIES

Debt proceeds	9,669,845	5,538,561
Debt repayments	(8,084,590)	(5,897,373)
Change in checks outstanding in excess of bank balances	(537,151)	8,426
Cash dividends paid	(367,405)	(368,566)
Purchases of treasury shares	-	(22,332)
Net cash provided by (used in) financing activities	680,699	(741,284)

Net change in cash and cash equivalents	(929,527)	(120,351)
Cash and cash equivalents at beginning of period	1,178,060	442,756
Cash and cash equivalents at end of period	\$ 248,533	\$ 322,405

See Accompanying Notes to Condensed Consolidated Financial Statements

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

	Thirteen Weeks Ended August 28, 2009	Thirt Weeks August 2
	-----	-----
Net Income	\$ 1,039,884	\$
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	568,013	
Gain on sale of property and equipment	(36,931)	
Changes in operating assets and liabilities:		
Change in receivables - net	667,293	
Change in inventories	8,038	
Change in prepaid expenses	(1,007,015)	
Change in other assets	91,030	
Change in accounts payable	1,347,282	1,
Change in accrued expenses	(352,949)	
Change in salary continuation	(21,518)	
Change in accrued income taxes	456,411	
	-----	-----
Net cash provided by operating activities	\$ 2,759,538	\$
	=====	=====

7

GOLDEN ENTERPRISES, INC. AND SUBSIDIARY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

- The accompanying unaudited condensed consolidated financial statements of Golden Enterprises, Inc. (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 to Regulation S-X. Accordingly, they do not include all information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting only of normal, recurring accruals) necessary for a fair presentation have been included. For further information, refer to the consolidated financial statements and footnotes included in the Golden Enterprises, Inc. and subsidiary ("the Company") Annual Report on Form 10-K for year ended May 29, 2009.
- The consolidated results of operations for the thirteen weeks ended August 28, 2009 are not necessarily indicative of the results to be expected for the fifty-two week fiscal year ending May 28, 2010.
- The following tables summarize the prepaid assets accounts at August 28, 2009 and May 29, 2009.

	August 28, 2009	May 29, 2009
	-----	-----
Truck shop supplies	\$ 672,684	\$ 687,570
Insurance deposit	138,959	138,959
Slotting fees	226,483	221,325
Deferred advertising fees	836,124	10,000
Prepaid insurance	487,895	284,095

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

Prepaid taxes/licenses	151,590	200,694
Prepaid dues/supplies	73,612	28,655
Other	28,458	37,492
	-----	-----
	\$ 2,615,805	\$ 1,608,790
	=====	=====

- The principal raw materials used in the manufacture of the Company's snack food products are potatoes, corn, vegetable oils and seasoning. The principal supplies used are flexible film, cartons, trays, boxes and bags. These raw materials and supplies are generally available in adequate quantities in the open market from sources in the United States and are generally contracted up to a year in advance.
- Inventories are stated at the lower of cost or market. Cost is computed on the first-in, first-out method.

8

- The following table provides a reconciliation of the denominator used in computing basic earnings per share to the denominator used in computing diluted earnings per share for the thirteen weeks ended August 28, 2009 and August 29, 2008:

	Thirteen
	Weeks Ended
	August 28, 2009

Weighted average number of common shares used in computing basic earnings per share	11,746,63
Effect of dilutive stock options	-----
Weighted average number of common shares and dilutive potential common stock used in computing dilutive earnings per share	11,746,63
	=====
Stock options excluded from the above reconciliation because they are anti-dilutive	329,00
	=====

- The Company has a letter of credit in the amount of \$2,264,857 outstanding at August 28, 2009 and May 29, 2009. The letter of credit supports the Company's commercial self-insurance program.
- The Company has a line-of-credit agreement with a local bank that permits borrowing up to \$2 million. The line-of-credit is subject to the Company's continued credit worthiness and compliance with the terms and conditions of the advance application. The Company's line-of-credit debt as of August 28, 2009 was \$1,782,850 with an interest rate of 4.00%, leaving the Company with \$217,150 of credit availability. The Company's line-of-credit debt as of May 29, 2009 was \$1,454,155 with an interest rate of 4.00%, leaving the

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

Company with \$545,845 of credit availability.

9. The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash equivalents and trade receivables.

The Company maintains deposit relationships with high credit quality financial institutions. The Company's trade receivables result primarily from its snack food operations and reflect a broad customer base, primarily large grocery store chains located in the Southeastern United States. The Company routinely assesses the financial strength of its customers. As a consequence, concentrations of credit risk are limited.

9

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have reviewed the accompanying condensed consolidated balance sheet of Golden Enterprises, Inc. and subsidiary as of August 28, 2009, and the related condensed consolidated statements of income and cash flows for the thirteen week periods ended August 28, 2009 and August 29, 2008. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the Public Company Accounting Oversight Board (United States). A review of interim financial statements consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited in accordance with the standards of the Public Company Accounting Oversight Board, the consolidated balance sheet as of May 29, 2009 and the related consolidated statements of income, changes in stockholders' equity and cash flows for the fiscal year then ended (not presented herein), and in our report dated August 14, 2009 we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of May 29, 2009, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

Birmingham, Alabama
October 7, 2009

DUDLEY, HOPTON-JONES, SIMS & FREEMAN PLLP

10

ITEM 2

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's discussion and analysis of our financial condition and results of operations are based upon the condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. This discussion should be read in conjunction with our recent SEC filings, including Form 10-K for the year ended May 29, 2009. The preparation of these financial statements requires us to make estimates and judgments about future events that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosures. Future events and their effects cannot be determined with absolute certainty. Therefore, management's determination of estimates and judgments about the carrying values of assets and liabilities requires the exercise of judgment in the selection and application of assumptions based on various factors, including historical experience, current and expected economic conditions and other factors believed to be reasonable under the circumstances. We routinely evaluate our estimates including those considered significant and discussed in detail in Form 10-K for the year ended May 29, 2009. Actual results may differ from these estimates under different assumptions or conditions and such differences may be material.

Overview

The Company manufactures and distributes a full line of snack items, such as potato chips, tortilla chips, corn chips, fried pork skins, baked and fried cheese curls, onion rings and puff corn. The products are all packaged in flexible bags or other suitable wrapping material. The Company also sells a line of cakes and cookie items, canned dips, pretzels, peanut butter crackers, cheese crackers, dried meat products and nuts packaged by other manufacturers using the Golden Flake label.

No single product or product line accounts for more than 50% of the Company's sales, which affords some protection against loss of volume due to a crop failure of major agricultural raw materials. Raw materials used in manufacturing and processing the Company's snack food products are purchased on the open market and under contract through brokers and directly from growers. A large part of the raw materials used by the Company consists of farm commodities which are subject to precipitous changes in supply and price. Weather varies from season to season and directly affects both the quality and supply available. The Company has no control of the agricultural aspects and its profits are affected accordingly.

The Company sells its products through its own sales organization and independent distributors to commercial establishments that sell food products primarily in the Southeastern United States. The products are distributed to independent distributors and route representatives by the Company's trucking fleet. All of the route representatives are employees of the Company and use the Company's direct-store delivery system.

Liquidity and Capital Resources

At August 28, 2009 and May 29, 2009, working capital was \$3,760,386 and \$5,603,395, respectively.

The Company did not purchase shares of treasury stock this quarter. The Company's current ratio was 1.28 to 1.00 at August 28, 2009 compared to 1.46 to 1.00 at May 29, 2009.

Accounts Receivable and Allowance for Doubtful Accounts

At August 28, 2009 and May 29, 2009 the Company had accounts receivables in the

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

amount of \$8,630,141 and \$9,297,434, net of an allowance for doubtful accounts of \$70,000 and \$127,130, respectively.

11

The following table summarizes the Company's customer accounts receivable profile as of August 28, 2009 and May 29, 2009:

Amount Range	No. of Customers	
	August 28, 2009	May 29, 2009
Less than \$1,000.00	1,074	1,055
\$1,001.00-\$10,000.00	540	542
\$10,001.00-\$100,000.00	116	137
\$100,001.00-\$500,000.00	8	7
\$500,001.00-\$1,000,000.00	2	2
\$1,000,001.00-\$2,500,000.00	0	0

Total All Accounts	1,740	1,743
	=====	

The following table summarizes the significant contractual obligations of the Company as of August 28, 2009:

Contractual Obligations	Total	Current	2-3 Years	4-5 Years
Vehicle Lease	\$ 2,834,648	\$ 901,049	\$ 1,601,302	\$ 332,297
Salary Continuation Plan	1,535,733	145,826	328,967	385,842

Total Contractual Obligations	\$ 4,370,381	\$ 1,046,875	\$ 1,930,269	\$ 718,139
	=====			

Other Commitments

Available cash, cash from operations and available credit under the line-of-credit are expected to be sufficient to meet anticipated cash expenditures and normal operating requirements for the foreseeable future.

Operating Results

For the thirteen weeks ended August 28, 2009, net sales increased 9.2% from the comparable period in fiscal 2009. This year's first quarter cost of sales was 50.9% of net sales compared to 51.5% for last year's first quarter. This year's first quarter, selling, general, and administrative expenses were 44.0% of net sales compared to 46.5% for last year's first quarter.

The following tables compare manufactured products to resale products:

Manufactured Products-Resale Products

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

	Thirteen Weeks Ended August 28, 2009		Thirteen Weeks Ended August 29, 2008		
Sales					
Manufactured Products	\$	26,228,539	80.5%	\$ 23,835,378	79.8%
Resale Products		6,363,623	19.5%	6,015,310	20.2%
		-----	-----	-----	-----
Total	\$	32,592,162	100.0%	\$ 29,850,688	100.0%
		=====	=====	=====	=====
Gross Margin					
Manufactured Products	\$	13,641,814	52.0%	\$ 12,106,591	50.8%
Resale Products		2,349,152	36.9%	2,358,826	39.2%
		-----	-----	-----	-----
Total	\$	15,990,966	49.1%	\$ 14,465,417	48.5%
		=====	=====	=====	=====

12

The Company's gain on sale of assets for the thirteen weeks ended August 28, 2009 in the amount of \$36,931 was from the sale and trade in of used transportation and manufacturing equipment.

For last year's thirteen weeks the gain on sale of assets was \$44,911 from the sale of used equipment for cash.

The Company's effective tax rate for the first quarter was 37.4% compared to 39.0% for the last year's first quarter.

Market Risk

The principal market's risks (i.e., the risk of loss arising from adverse changes in market rates and prices), to which the Company is exposed, are interest rates on its bank loans, and commodity prices affecting the cost of its raw materials.

The Company is subject to market risk with respect to commodities because its ability to recover increased costs through higher pricing may be limited by the competitive environment in which it operates. The Company purchases its raw materials on the open market and under contract through brokers or directly from growers. Future contracts have been used occasionally to hedge immaterial amounts of commodity purchases, but none are presently being used.

Inflation

Certain costs and expenses of the Company are affected by inflation. The Company's prices for its products over the past several years have remained relatively flat. The Company will contend with the effect of further inflation through efficient purchasing, improved manufacturing methods, pricing and by monitoring and controlling expenses.

Environmental Matters

There have been no material effects of compliance with governmental provisions regulating discharge of materials into the environment.

Subsequent Event

Not applicable.

Significant Events

Not applicable.

Forward-Looking Statements

This discussion contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results could differ materially from those forward-looking statements. Factors that may cause actual results to differ materially include price competition, industry consolidation, raw material costs and effectiveness of sales and marketing activities, as described in the Company's filings with the Securities and Exchange Commission.

13

ITEM 3

QUANTITATIVE AND QUALITATIVE
DISCLOSURE ABOUT MARKET RISK

Not Applicable.

ITEM 4

CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this report. Any controls and procedures, no matter how well designed and operated can provide only reasonable assurance of achieving the desired control objectives. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures provided reasonable assurance that the disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act and in accumulating and communicating such information to management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the Company's internal control over financial reporting to determine whether any changes occurred during the Company's first fiscal quarter ended August 28, 2009 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Based on that evaluation, there has been no such change during the period covered by this report.

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

PART II OTHER INFORMATION

ITEM 1

LEGAL PROCEEDINGS

There are no material pending legal proceedings against the Company or its subsidiary other than routine litigation incidental to the business of the Company and its subsidiary.

ITEM 1-A

RISK FACTORS

There are no material changes in our risk factors from those disclosed in our 2009 Annual Report on Form 10-K.

14

ITEM 2

UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The Company did not sell any equity securities during the period covered by this report.

Registrant Purchases of Equity Securities.

The Company did not purchase any shares of treasury stock for the quarterly period ended August 28, 2009.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs
May 29 to June 26	-0-	-0-	-0-
June 27 to July 31	-0-	-0-	-0-
August 1 to August 28	-0-	-0-	-0-
Total First Quarter	-0-	-0-	-0-

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

ITEM 3

DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4

SUBMISSION OF MATTERS TO
A VOTE OF SECURITY HOLDERS

Not applicable.

ITEM 5

OTHER INFORMATION

Not applicable.

15

ITEM 6

EXHIBITS

- (3) Articles of Incorporation and By-laws of Golden Enterprises, Inc.
- 3.1 Certificate of Incorporation of Golden Enterprises, Inc. (originally known as "Golden Flake, Inc.") dated December 11, 1967 (incorporated by reference to Exhibit 3.1 to Golden Enterprises, Inc. May 31, 2004 Form 10-K filed with the Commission).
- 3.2 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated December 22, 1976 (incorporated by reference to Exhibit 3.2 to Golden Enterprises, Inc. May 31, 2004 Form 10-K filed with the Commission).
- 3.3 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated October 2, 1978 (incorporated by reference to Exhibit 3 to Golden Enterprises, Inc. May 31, 1979 Form 10-K filed with the Commission).
- 3.4 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated October 4, 1979 (incorporated by reference to Exhibit 3 to Golden Enterprises, Inc. May 31, 1980 Form 10-K filed with the Commission).
- 3.5 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated September 24, 1982 (incorporated by reference to Exhibit 3.1 to Golden Enterprises, Inc. May 31, 1983 Form 10-K filed with the Commission).

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

- 3.6 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated September 22, 1983 (incorporated by reference to Exhibit 19.1 to Golden Enterprises, Inc. Form 10-Q Report for the quarter ended November 30, 1983 filed with the Commission).
- 3.7 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated October 3, 1985 (incorporated by reference to Exhibit 19.1 to Golden Enterprises, Inc. Form 10-Q Report for the quarter ended November 30, 1985 filed with the Commission).
- 3.8 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated September 23, 1987 (incorporated by reference to Exhibit 3.1 to Golden Enterprises, Inc. May 31, 1988 Form 10-K filed with the Commission).
- 3.9 By-Laws of Golden Enterprises, Inc. (incorporated by reference to Exhibit 3.4 to Golden Enterprises, Inc. May 31, 1988 Form 10-K filed with the Commission).

(10) Material Contracts.

16

- 10.1 A Form of Indemnity Agreement executed by and between Golden Enterprises, Inc. and Each of its Directors (incorporated by reference as Exhibit 19.1 to Golden Enterprises, Inc. Form 10-Q Report for the quarter ended November 30, 1987 filed with the Commission).
- 10.2 Amended and Restated Salary Continuation Plans for John S. Stein (incorporated by reference to Exhibit 19.1 to Golden Enterprises, Inc. May 31, 1990 Form 10-K filed with the Commission).
- 10.3 Indemnity Agreement executed by and between the Company and S. Wallace Nall, Jr. (incorporated by reference as Exhibit 19.4 to Golden Enterprises, Inc. May 31, 1991 Form 10-K filed with the Commission).
- 10.4 Salary Continuation Plans - Retirement Disability and Death Benefits for F. Wayne Pate (incorporated by reference to Exhibit 19.1 to Golden Enterprises, Inc. May 31, 1992 Form 10-K filed with the Commission).
- 10.5 Indemnity Agreement executed by and between the Registrant and F. Wayne Pate (incorporated by reference as Exhibit 19.3 to Golden Enterprises, Inc. May 31, 1992 Form 10-K filed with the Commission).
- 10.6 Golden Enterprises, Inc. 1996 Long-Term Incentive Plan (incorporated by reference as Exhibit 10.1 to Golden Enterprises, Inc. May 31, 1997 Form 10-K filed with the Commission).
- 10.9 Amendment to Salary Continuation Plans, Retirement and Disability for F. Wayne Pate dated April 9, 2002 (incorporated by reference to Exhibit 10.2 to Golden Enterprises, Inc. May 31, 2002 Form 10-K filed with the Commission).
- 10.10 Amendment to Salary Continuation Plans, Retirement and Disability for John S. Stein dated April 9, 2002 (incorporated by reference to Exhibit 10.3 to Golden Enterprises, Inc. May 31, 2002 Form 10-K filed with the Commission).
- 10.11 Amendment to Salary Continuation Plan, Death Benefits for John S. Stein dated April 9, 2002 (incorporated by reference to Exhibit 10.4 to Golden Enterprises, Inc. May 31, 2002 Form 10-K filed with the Commission).

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

- 10.12 Retirement and Consulting Agreement for John S. Stein dated April 9, 2002 (incorporated by reference to Exhibit 10.5 to Golden Enterprises, Inc. May 31, 2002 Form 10-K filed with the Commission).
- 10.13 Salary Continuation Plan for Mark W. McCutcheon dated May 15, 2002 (incorporated by reference to Exhibit 10.6 to Golden Enterprises, Inc. May 31, 2002 Form 10-K filed with the Commission).
- 10.14 Trust Under Salary Continuation Plan for Mark W. McCutcheon dated May 15, 2002 (incorporated by reference to Exhibit 10.7 to Golden Enterprises, Inc. May 31, 2002 Form 10-K filed with the Commission).

17

- 10.15 Lease of aircraft executed by and between Golden Flake Snack Foods, Inc., a wholly-owned subsidiary of Golden Enterprises, Inc., and Joann F. Bashinsky dated February 1, 2006 (incorporated by reference to Exhibit 10.15 to Golden Enterprises, Inc. June 2, 2006 Form 10-K filed with the Commission).
- 10.16 Real Property Purchase and Sale Agreement dated May 2, 2008 whereby Golden Flake Snack Foods, Inc., a wholly-owned subsidiary of Golden Enterprises, Inc. re-acquired certain real property in Nashville, Tennessee (incorporated by reference to Exhibit 10.16 to Golden Enterprises, Inc. May 30, 2008 Form 10-K filed with the commission).
- 10.18 Purchase and Sale Agreement executed by and between Golden Flake Snack Foods, Inc. as Seller, and Michael L. Rankin, as Purchaser, with an effective date of August 20 2008, for the sale of real property located at 2926 Kraft Drive, Nashville, County of Davidson, State of Tennessee and undeveloped real property located across the road from 2926 Kraft Drive (incorporated by reference to Exhibit 10.18 to Golden Enterprises, Inc. August 29, 2008 Form 10-Q filed with the Commission).
- 10.19 Purchase and Sale Agreement executed by and between Golden Flake Snack Foods, Inc., as Seller, and Steve Bacorn, as Purchaser, with an effective date of July 7, 2008, for the sale of land and improvements located in Cobb County, Address being 321 Marble Mill Road, Marietta, Georgia (incorporated by reference to Exhibit 10.19 Golden Enterprises, Inc. August 29, 2008 Form 10-Q filed with the Commission).
- 10.20 Amendment to Salary Continuation Plan for Mark W. McCutcheon dated December 30, 2008 (incorporated by reference to Exhibit 10.20 Golden Enterprises, Inc. February 27, 2009 Form 10-Q filed with the Commission).
- 14.1 Golden Enterprises, Inc.'s Code of Conduct and Ethics adopted by the Board of Directors on April 8, 2004 (incorporated by reference to Exhibit 14.1 to Golden Enterprises, Inc. May 31, 004 From 10-K with the Commission).

(18) Letter Re: Change in Accounting Principles

- 18.1 Letter from the Registrant's Independent Accountant dated August 12, 2005 indicating a change in the method of applying accounting practices followed by the Registrant for the fiscal year ended June 3, 2005 (incorporated by reference to Exhibit 18.1 to Golden Enterprises, Inc.'s June 3, 2005 Form 10-K filed with the Commission)

- 21 Subsidiaries of the Registrant (incorporated by reference to Exhibit 21 to Golden Enterprises, Inc. May 31, 2004 Form 10-K filed with the Commission)

(31) Certifications

Edgar Filing: GOLDEN ENTERPRISES INC - Form 10-Q

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002.

18

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002.

32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(99) Additional Exhibits

99.1 A copy of excerpts of the Last Will and Testament and Codicils thereto of Sloan Y. Bashinsky, Sr. and of the SYB Common Stock Trust created by Sloan Y. Bashinsky, Sr. providing for the creation of a Voting Committee to vote the shares of common stock of Golden Enterprises, Inc. held by SYB, Inc. and the Estate/Testamentary Trust of Sloan Y. Bashinsky, Sr. (Incorporated by reference to Exhibit 99.1 to Golden Enterprises, Inc. May 31, 2005 Form 10-k filed with the Commission).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOLDEN ENTERPRISES, INC.

(Registrant)

Dated: October 8, 2009

/s/Mark W. McCutcheon

Mark W. McCutcheon
President and
Chief Executive Officer

Dated: October 8, 2009

/s/ Patty Townsend

Patty Townsend
Vice-President and
Chief Financial Officer
(Principal Accounting Officer)

19