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GOLDEN ENTERPRISES INC
Form 10-Q/A
August 26, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q/A
(Amendment No. 1)

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

For the quarterly period ended August 31, 2003

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

(205) 458-7316

(Registrant's telephone number, including area code)

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 No

Indicate the number of shares outstanding of each of the issuer's classes
of common stock, as of September 30, 2003.

Class -----	Outstanding at September 30, 2003 -----
Common Stock, Par Value \$0.66 2/3	11,883,305

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Explanatory Note

This form 10-Q/A amends the Registrant's quarterly report on form 10-Q as of and for the three months ended August 31, 2003 as filed on October 10, 2003 and is being filed to reflect the restatement of the Registrant's Consolidated Financial Statements for accruals for its vacation pay and self-insured health and casualty obligations. See Note 2 to the Restated Consolidated Financial Statements for the year ended May 31, 2003 for further discussion on this matter. Each item of the 2004 first quarter Form 10-Q as filed on October 10, 2003 that was affected by the restatement has been amended and restated.

The Registrant did not amend its Annual Report on Form 10-K or Quarterly Reports on Form 10-Q for periods affected by the restatement that ended prior to May 31, 2003, and the financial statements and related financial information contained in such reports should no longer be relied on.

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GOLDEN ENTERPRISES, INC.

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PART I. FINANCIAL INFORMATION

Item 1. RESTATED FINANCIAL STATEMENTS

The restated consolidated financial statements, including the notes to the restated consolidated financial statements, set forth in this item 1 have been revised to reflect the restatement of the original Form 10-Q.

GOLDEN ENTERPRISES, INC. AND SUBSIDIARY
CONDENSED CONSOLIDATED BALANCE SHEETS

	Restated August 31, 2003 ----- (Unaudited)	Restated May 31, 2003 ----- (Audited)
ASSETS		
Cash and cash equivalents	\$ 1,779,771	\$ 1,278,333
Receivables, net	7,849,476	7,846,254
Note Receivable, current	43,104	42,253
Inventories:		
Raw material and supplies	1,493,452	1,496,992
Finished goods	2,355,696	2,289,145
	-----	-----
	3,849,148	3,786,137
	-----	-----
Prepaid expense	2,633,845	2,881,121
Deferred income taxes	469,692	652,153
	-----	-----
Total current assets	16,625,036	16,486,251
	-----	-----
Property, plant and equipment, net	14,867,620	15,361,573
Long-term Note Receivable	1,854,646	1,865,747

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Other assets	2,777,972	2,777,972
	-----	-----
	\$ 36,125,274	\$ 36,491,543
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:		
Checks outstanding in excess of bank balances	\$ 699,694	\$ 1,157,108
Accounts payable	2,906,218	1,700,934
Other accrued expenses	4,194,908	4,289,448
Salary continuation plan	90,379	88,595
Note payable- bank, current	435,457	432,142
	-----	-----
Total current liabilities	8,326,656	7,668,227
	-----	-----
Long-Term Liabilities:		
Note payable-bank, non-current	1,062,290	1,990,767
Salary Continuation Plan	1,855,360	1,870,991
	-----	-----
Total long-term liabilities	2,917,650	3,861,758
	-----	-----
Deferred income taxes	743,107	884,033
	-----	-----
Stockholder's Equity:		
Common Stock - \$.66 - 2/3 par value:		
35,000,000 shares authorized		
Issued 13,828,793 shares	9,219,195	9,219,195
Additional paid-in capital	6,497,954	6,497,954
Retained earnings	18,953,889	18,893,553
	-----	-----
	34,671,038	34,610,702
Less: Cost of common shares in treasury (1,945,963 at August 31, 2004 and May 31, 2004)	(10,533,177)	(10,533,177)
	-----	-----
Total stockholders' equity	24,137,661	24,077,525
	-----	-----
Total	\$ 36,125,274	\$ 36,491,543
	=====	=====

See Accompanying Notes to Restated Condensed Consolidated Financial Statements.

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	August 31,	
	2003	2002

Net Sales	\$ 24,580,778	\$ 24,840,322
Cost of Sales	12,825,364	12,680,213

Gross Margin	11,755,414	12,160,109
Selling, general and administrative expenses	11,123,572	12,045,821

Operating income	631,842	114,288

Other income (expenses):		
Investment income	39,909	41,418
Gain on sale of assets	47,431	237,288
Other income	19,784	23,339
Interest expense	(53,629)	(70,101)

Total other income (expenses)	53,495	231,944

Income before income taxes	685,337	346,232
Income tax expense	253,645	124,002

Net income	\$ 431,692	\$ 222,230
	=====	
	=====	
PER SHARE OF COMMON STOCK:		
Net income	\$0.04	\$0.02
	=====	
Weighted average number of common shares outstanding	11,883,305	11,883,305
	=====	
Cash dividends paid per share of common stock	\$0.0313	\$0.0625
	=====	

See Accompanying Notes to Restated Condensed Consolidated Financial Statements.

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ITEM 1
GOLDEN ENTERPRISES, INC. AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Restated	
	Three Months Ended	
	August 31,	August 31,
	2003	2002

Cash flows from operating activities:		
Net income (Loss)	\$ 431,692	\$ 222,230
Adjustment to reconcile net income (loss) to		

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net cash provided by operating activities:		
Depreciation and amortization	594,933	662,302
Deferred income taxes	41,535	(297,346)
Gain on sale of property and equipment	(47,431)	(237,288)
Changes in operating assets and liabilities:		
(Increase) Decrease in receivable - net	(3,222)	908,363
(Increase) in inventories	(63,011)	(326,296)
Decrease (Increase) in pre-paid expenses	247,276	(1,201,475)
(Increase) in other assets - long-term	0	(1)
Increase in accounts payable	1,205,284	2,232,778
Increase (Decrease) in accrued expenses	(94,540)	(1,032,589)
(Decrease) increase in salary continuation	(13,847)	(13,094)
	-----	-----
Net cash provided by operating activities	2,298,669	917,584
	-----	-----
Cash flows from investing activities:		
Purchase of property, plant and equipment	(119,783)	(263,617)
Proceeds from sale of property, plant and equipment	66,234	329,598
Collection of note receivable	10,250	11,138
Investment securities available - for sale:		
Purchases		(801,013)
	-----	-----
Net cash (used in)		
Investing activities	(43,299)	(723,894)
	-----	-----
Cash flows from financing activities:		
Debt repayments	(925,162)	(924,164)
Increase (decrease) in checks outstanding in excess of bank balances	(457,414)	1,469,966
Cash dividends paid	(371,356)	(742,708)
	-----	-----
Net cash (used in) financing activities	(1,753,932)	(196,906)
	-----	-----
Net increase (decrease) in cash and cash equivalents	501,438	(3,216)
Cash and cash equivalents at beginning of year	1,278,333	286,480
	-----	-----
Cash and cash equivalents at end of quarter	\$ 1,779,771	\$ 283,264
	=====	=====
Supplemental information:		
Cash paid during the year for:		
Income taxes	\$ (248,830)	\$ 300
Interest	53,629	70,101

See Accompanying Notes to Restated Condensed Consolidated Financial Statements.

GOLDEN ENTERPRISES, INC. AND SUBSIDIARY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Throughout these notes to restated consolidated financial statements all referenced amounts for current and prior periods and prior period comparisons reflect the balances and amounts on a restated basis.

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1. The accompanying unaudited condensed consolidated financial statements 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 of normal recurring accruals considered necessary for a fair presentation have been included. For further information, refer to the restated consolidated financial statements and footnotes included in the Golden Enterprises, Inc. and subsidiary ("the Company") Amended Annual Report on Form 10-K/A for the year ended May 31, 2003.
2. This amendment to the Company's quarterly financial information previously reported on Form 10-Q for the quarterly period ended August 31, 2003 includes restated consolidated financial statements at August 31, 2003 and May 31, 2003 and for the three months ended August 31, 2003.

The following table presents the impact of the restatement adjustments on net earnings for the three months ended August 2003, and 2002.

	Three Months Ended August 31,	
	2003	2002
Net Income (loss) as originally reported	\$ 258,945	\$ (33,681)
Adjustments (pre-tax):		
Accrued Vacation Liability	(634)	10,950
Self Insurance Liability	273,407	356,242
Other	-0-	36,899
	272,773	404,091
Total adjustments (pre-tax)		
Total taxes	100,026	148,180
	172,747	255,911
Total net adjustments	\$ 172,747	\$ 255,911
Net income as restated	\$ 431,692	\$ 222,230
	431,692	222,230
 Per share of Common Stock:		
Net income (loss) - Basic as originally reported	\$ 0.02	\$ 0.00
Effect of net adjustments	0.02	0.02
	0.04	0.02
Net income - Basic as restated	\$ 0.04	\$ 0.02
	0.04	0.02
 Net income - Diluted as originally reported		
	\$ 0.02	\$ 0.00
Effect of net adjustments	0.02	0.02
	0.04	0.02
Net income - Diluted as restated	\$ 0.04	\$ 0.02
	0.04	0.02

The following table sets forth the effects of the restatement adjustments discussed below on the Consolidated Statement of Operations for each of the 3 months ended August 31, 2003 and 2002, respectively.

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	Quarter Ended August 31, 2003		Quarter Ended Au
	As Originally Reported	As Restated	As Originally Reported
Net Sales	\$ 24,580,778	\$ 24,580,778	\$ 24,803,423
Cost of Goods Sold	12,882,936	12,825,364	12,897,329
Selling, General and Administrative Expenses	11,338,773	11,123,572	12,195,897
Other income (expenses)	53,495	53,495	231,944
(Loss) income before cumulative effect of a change in accounting policy and income taxes	412,564	685,337	(57,859)
Provision for income taxes	153,619	253,645	(24,178)
Net income (Loss)	\$ 258,945	\$ 431,692	\$ (33,681)
Net income per share - Basic	\$ 0.02	\$ 0.04	\$ 0.00
Average Shares Outstanding	11,883,305	11,883,305	11,883,305
Net income per share - Diluted	\$ 0.02	\$ 0.04	\$ 0.00
Average Shares Outstanding	11,883,305	11,883,305	11,908,488

The following table sets forth the effects of the restatement discussed below on the Consolidated Balance Sheet at August 31, 2003 and May 31, 2003.

	August 31, 2003		May 31
	As Originally Reported	As Restated	As Originally Reported
Assets			
Current Assets			
Cash and cash equivalents	\$ 1,779,771	\$ 1,779,771	\$ 1,278,333
Receivables, net	7,942,137	7,849,476	7,938,916
Notes receivable, current	43,104	43,104	42,253
Inventories	3,849,148	3,849,148	3,786,137
Prepaid expenses	3,279,208	2,633,845	3,645,298
Deferred income taxes	-0-	469,692	-0-
Total current assets	16,893,368	16,625,036	16,690,937
Property, Plant and Equipment	14,867,620	14,867,620	15,361,573
Notes receivable, long-term	1,854,646	1,854,646	1,865,747
Other	2,777,972	2,777,972	2,777,972
Total Assets	\$ 36,393,606	\$ 36,125,274	\$ 36,696,229
Liabilities and Stockholders' Equity			
Current liabilities			
Checks outstanding in excess of bank balances	699,694	699,694	1,157,108
Accounts payable	2,906,218	2,906,218	1,700,934
Current portion of long-term debt	435,457	435,457	432,142
Other accrued expenses	2,403,827	4,194,908	2,381,975

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Deferred income taxes	304,698	0	304,698
Salary continuation plan	90,379	90,379	88,595
	-----	-----	-----
Total current liabilities	6,840,273	8,326,656	6,065,452
Long-term liabilities	1,062,290	1,062,290	1,990,767
Note payable - bank, non-current	1,855,360	1,855,360	1,870,991
Deferred income taxes	743,107	743,107	764,032
	-----	-----	-----
Total Liabilities	10,501,030	11,987,413	10,691,242
Stockholders' equity			
Common stock - \$.66 2/3 par value:			
Authorized 35,000,000 shares:			
issued 13,828,793 shares	9,219,195	9,219,195	9,219,195
Additional paid-in capital	6,497,954	6,497,954	6,497,954
Retained earnings	20,708,604	18,953,889	20,821,015
Treasury shares - at cost (1,945,488)	(10,533,177)	(10,533,177)	(10,533,177)
	-----	-----	-----
Total stockholders' equity	25,892,576	24,137,861	26,004,987
	-----	-----	-----
Total liabilities and stockholders' equity	36,393,606	36,125,274	36,696,229
	=====	=====	=====

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The following table presents the impact of the restatement adjustments on stockholders' equity as of June 1, 2000.

Stockholders' Equity - June 1, 2000, as previously reported	\$ 24,686,435
Self-Insurance liability	(1,336,817)
Compensated absences	(1,643,177)
Tax effect of restatement adjustments	1,092,764

Decrease in Stockholders Equity	\$ (1,887,230)
Stockholders' Equity - June 1, 2000, as restated	\$ 22,799,205
	=====

Self-Insurance liability: The Company determined that there had been an error in its accounting for self-insurance related liabilities. The adjustments required included recognition of previously unrecorded liabilities and reductions in amounts previously recognized as pre-paid amounts to an employee trust which were incorrect.

Compensated absences: The Company determined that it had not recorded liabilities for earned vacation not yet taken as required by GAAP.

Other items: This category includes adjustments previously identified but deemed to be immaterial. Adjustments in this category change the timing of the items that were previously recognized.

3. The results of operations for the three months ended August 31, 2003 and 2002 are not necessarily indicative of the results to be expected for the full year.

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4. 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 material 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.

5. In June 2002, the FASB issued SFAS No. 146, "Accounting for Cost Associated with Exit or Disposal Activities." SFAS No. 146 requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan. Costs covered by SFAS No. 146 includes lease termination costs and certain employee severance costs that are associated with a restructuring, discontinued operations, plant closing or other exit disposal activity. SFAS No. 146 is effective for exit or disposal activities initiated after December 31, 2002. The adoption of this standard did not have a material impact on the Company's financial position, results of operations or cash flows.

6. In December 2002, the FASB issued SFAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure-an amendment of FASB Statement No. 123." SFAS No. 148. amends SFAS No. 123, "Accounting for Stock-Based Compensation" to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, SFAS No. 148 amends the disclosure requirements of SFAS No.123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has adopted the disclosure requirements of SFAS No. 148 effective May 31, 2003 in its consolidated financial statements. The Company will continue to account for stock-based compensation using the methods described in Note 8 below.

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7. 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 three months ended August 31, 2003 and 2002:

	August 31, 2003	August 31, 2002
	-----	-----
Weighted average number of common shares used in computing basic earnings per share	11,883,305	11,883,305
Effect of dilutive stock options	0	25,183
	-----	-----
Weighted average number of common shares and dilutive potential common stock used in computing dilutive earnings per share	11,883,305	11,908,488
	=====	=====
Stock options excluded from the above reconciliation because they are anti-dilutive	369,000	329,000
	=====	=====

8. The Company applies APB Opinion No. 25 in accounting for all of its stock option plans and, accordingly, no compensation cost has been recognized for its stock options in the financial statements. The table below presents the

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pro-forma net income effect of the options using the Black-Scholes option pricing model prescribed under SFAS No. 123.

	For the three months ended	
	August 31, 2003	August 31, 2002
Net income (loss) as reported	\$431,692	\$222,230
Earnings (loss) per share as reported - basic	.04	.02
Earnings (loss) per share as reported - diluted	.04	.02
Stock-based compensation costs, net of income tax, that would have been included in net income if the fair value method had been applied	(3,073)	(3,165)
Pro-forma net income (loss)	428,619	219,065
Pro-forma earnings (loss) per share - basic	.04	.02
Pro-forma earnings (loss) per share - diluted	.04	.02

9. The Company entered into a five year term product purchase commitment during the year ending May 31, 2001 with a supplier. Under the terms of the agreement the minimum purchase quantity and the unit purchase price were fixed resulting in a minimum first year commitment of approximately \$2,171,000. After the first year, the minimum purchase quantity was fixed and the purchase unit price was negotiable, based on current market. Subsequently, in September 2002, the product purchase agreement was amended to fix the purchase unit price and establish specific annual quantities.

10. The interest rate on the Company's bank debt is reset monthly to reflect the 30 days LIBOR rate. Consequently, the carrying value of the bank debt approximates fair value. During the three months ended August 31, 2003 the Company's bank debt was reduced by \$.92 million compared to \$.45 million last year. The interest rate at August 31, 2003 was 2.86% compared to 3.55% at August 31, 2002.

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11. 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 is limited.

The Company's notes receivable require collateral and buyer investment and management believes they are well secured.

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INDEPENDENT ACCOUNTANT'S REPORT

We have reviewed the accompanying restated interim consolidated balance sheet of Golden Enterprises, Inc. and subsidiary as of August 31, 2003 and the related restated interim consolidated statements of operations and cash flows for the three-month period then ended. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. 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.

As discussed in Note 2 to the accompanying restated consolidated financial statements, the Company has restated previously issued financial statements.

Based on our review, we are not aware of any material modifications that should be made to the accompanying restated 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 (United States), the restated consolidated balance sheet as of May 31, 2003, and the related restated consolidated statements of operations, changes in stockholders' equity and cash flows for the year then ended (not presented herein), and in our report dated July 21, 2004 we expressed an unqualified opinion on those related consolidated financial statements. In our opinion, the information set forth in the accompanying restated condensed consolidated balance sheet as of May 31, 2003, is fairly stated in all material respects in relation to the restated consolidated balance sheet from which it has been derived.

Birmingham, Alabama
July 21, 2004

DUDLEY, HOPTON-JONES, SIMS & FREEMAN PLLP

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ITEM 2

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

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The Management's Discussion and Analysis of Financial Condition and Results of Operations set forth in this Item 2 has been revised to reflect the August 31, 2003 10-Q/A Amendment No. 1 "Restatement."

The purpose of this discussion is to provide additional information about Golden Enterprises, Inc., its financial condition and the results of its operations. Readers should refer to the consolidated financial statements and other financial data presented throughout this report to fully understand the following discussion and analysis.

RESTATEMENT

The Company has restated its consolidated balance sheets as of August 31, 2003 and May 31, 2003 and its consolidated statements of operations and cash flows for the three months ended August 31, 2003 and 2002. The restatement affects periods prior to 2002. The impact of the restatement on such prior periods was reflected as an adjustment to retained earnings June 1, 2001. The restatement is reported in this Quarterly Report on Form 10-Q/A for its quarterly period ended August 31, 2003.

The restatement adjustment for the three months ended August 31, 2003 and 2002 resulted in an increase in net income of approximately \$.17 million and \$.26 million respectively. Basic and Diluted net income per share was increase \$.02 per share for the three month ended August 31, 2003 and \$.02 for the prior year. For a discussion of individual adjustment items, see Note 2 to the Restated Condensed Consolidated Financial Statements.

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 buttered popcorn. 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 cracker, cheese cracker, 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 by approximately 433 route representatives who are supplied with selling inventory 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.

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BASIS OF PRESENTATION

The Company's discussion and analysis of its financial condition and results of operations are based upon the accompanying unaudited condensed consolidated financial statements, which 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 of normal recurring accruals considered necessary for a fair presentation have been included.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's discussion and analysis of its financial condition and results of operations are based upon the Company unaudited condensed consolidated financial statements, the preparation of which in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that in certain circumstances affect amounts reported in the consolidated financial statements. In preparing these financial statements, management has made its best estimate and judgments of certain amounts included in the financial statements, giving due considerations to materiality. The Company does not believe there is a great likelihood that materially different amounts would be reported under different conditions or using different assumptions related to the accounting policies described below. However, application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates.

The Company believes the following to be critical accounting policies. That is, they are both important to the portrayal of the company's financial condition and results and they require management to make judgments and estimates about matters that are inherently uncertain.

Revenue Recognition

The Company recognizes sales and related costs upon delivery or shipment of products to its customers. Sales are reduced by returns and allowances to customers.

Accounts Receivable

The Company records accounts receivable at the time revenue is recognized. Amounts for bad debt expense are recorded in selling, general and administrative expenses on the Consolidated Statements of Operations. The amount of the allowance for doubtful accounts is based on management's estimate of the accounts receivable amount that is uncollectible. Management records a general reserve based on analysis of historical data. In addition, management records specific reserves for receivable balances that are considered high-risk due to known facts regarding the customer. The allowance for bad debts is reviewed quarterly, and it is determined whether the amount should be changed. Failure of a major customer to pay the Company amounts owed could have a material impact on the financial statements of the Company. At August 31, 2003 and May 31, 2003 the Company had accounts receivables in the amount of \$7.9 million and \$7.9 million, net of an allowance for doubtful accounts of \$0.2 million and \$0.2 million, respectively.

Inventories

Inventories are stated at the lower of cost or market. Cost is computed on

the first-in, first out method.

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Accrued Expenses

Management estimates certain material expenses in an effort to record those expenses in the period incurred. The most material accrued estimates relate to a salary continuation plan for certain key executives of the Company, and to insurance-related expenses, including self-insurance. Workers' compensation and general liability insurance accruals are recorded based on insurance claims processed as well as historical claims experience for claims incurred, but not yet reported. These estimates are based on historical loss development factors. Employee medical insurance accruals are recorded based on medical claims processed as well as historical medical claims experienced for claims incurred but not yet reported. Differences in estimates and assumption could result in an accrual requirement materially different from the calculated accrual.

OTHER MATTERS

Transactions with related parties, reported in Note 14 of the Notes to Restated Consolidated Financial Statements in the Annual Report to Stockholders for fiscal year ended May 31, 2003 are conducted on an arm's-length basis in the ordinary course of business.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital was \$8.8 million at June 1, 2003 and \$8.2 million at the end of the first quarter. Net cash provided by operating activities amounted to \$2.30 million for the first quarter this year compared to \$.92 million for last year's first quarter.

Additions to property, plant and equipment, net of disposals, were \$0.10 million this year and \$0.17 million last year. Cash dividends of \$0.37 million were paid during this year's first quarter compared to \$0.74 million last year. No cash was used to purchase treasury stock this year and last year, and no cash was used to increase investment securities this year compared to a net increase in investment securities using \$0.80 million of cash last year. The Company's current ratio was 2.00 to 1.00 at August 31, 2003.

OFF-BALANCE SHEET ARRANGEMENT

The Company entered into a five-year term product purchase commitment during the year ending May 31, 2001 with a supplier. Under the terms of the agreement the minimum purchase quantity and the unit purchase price were fixed resulting in a minimum first year commitment of approximately \$2,171,000. After the first year, the minimum purchase quantity was fixed and the purchase unit price was negotiable, based on current market. Subsequently, in September 2002, the product purchase agreement was amended to fix the purchase unit price and establish specific annual quantities.

Other Commitments

The Company had letters of credit in the amount of \$1,790,000 outstanding at August 31, 2003 to support the Company's commercial self-insurance program.

The Company has a line-of-credit agreement with a local bank that permits

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borrowing up to \$1 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.

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.

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OPERATING RESULTS

For the three months ended August 31, 2003, net sales decreased 1.0% from the comparable period in fiscal 2003. The decrease in net sales was distributed evenly between private label and branded sales. This year's first quarter cost of sales was 52.2% of net sales compared to 51.0% last year, and selling, general and administrative expenses were 45.3% of net sales this year and 48.5% last year. The improvement in selling, general and administrative expenses, was achieved because of a significant drop in workers' compensation insurance costs and improvements in sales route efficiencies.

The Company's Gain on sales of assets for the first quarter in the amount of \$47,431 was from the sale of used transportation equipment for cash.

For last year's first quarter the Gain on sale of assets was \$237,288, \$4,300 of which was from the sale of used transportation equipment for cash, and \$232,988 was from the sale for cash of a central warehouse which was consolidated into two other central warehouses.

The Company's investment income decreased 3.6% from last year.

The Company's effective tax rate for the first quarter was 37.0% compared to 35.8% for last year's first quarter.

MARKET RISK

The principal markets 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 investment securities, bank loans, and commodity prices, affecting the cost of its raw materials.

The Company's investment securities consist of short-term marketable securities. Presently these are variable rate money market mutual funds. Assuming August 31, 2003 variable rate investment levels and bank loan balances, a one-point change in interest rates would impact interest income by \$15,178 on an annual basis and interest expense by \$14,977.

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, under contract through brokers and 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, and the Company's prices for its products over the past several years have remained

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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.

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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.

ITEM 3

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Included in Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations- Market Risk beginning on page 16.

ITEM 4

CONTROLS AND PROCEDURES

The Company performed an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the quarterly period ended August 31, 2003. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that as of the end of the quarterly period ended August 31, 2003, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed in reports that the Company files or submits under the Securities and Exchange Act of 1934 is recorded, processed, summarized and reported within the specified time periods.

During the performance of the audit for the fiscal year ended May 31, 2004, the Company's independent auditors, Dudley, Hopton-Jones, Sims & Freeman, PLLP (the "Auditor"), identified and communicated to the Company material weaknesses relating to the Company's accounting for its vacation pay (which was not in conformity with generally accepted accounting principles ("GAAP")) and self insured obligations. During the quarterly period ended August 31, 2003, the Company did not accrue for earned vacation pay and its liabilities were understated for certain incurred as well as incurred but not reported self-insured casualty claims and health costs. Based upon the forgoing, the Company has restated its audited financial statements for fiscal year 2003 and

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for the first three quarters of fiscal year 2004 to properly account for accruals for its vacation pay and self-insured health and casualty obligations. The Company believed, during the years being restated, that it was correctly following proper accounting practices. For a full discussion of the Restatement see "Item 2. Managements Discussion and Analysis of Financial Condition and Results of Operations." and Note 2 to "Notes to Restated Consolidated Financial Statements (Unaudited)" in this amendment.

The Company has accepted the recommendations of its Auditor to reduce the recurrence of material weaknesses and is implementing policies and procedures to strengthen the Company's internal controls, including, among other things, the following: (1) developing written policies and procedures to be followed with respect to accounting for vacation pay and self-insured obligations; (2) formally designating management level personnel responsible for accounting for vacation pay and self-insured obligations; (3) expanding internal audit activities to include a quarterly examination of vacation pay and self-insured obligations; (4) implementing a fully developed actuarially based method of measuring liabilities related to self-insured obligations; and (5) implementing quarterly communications among management, internal auditor, and the Audit Committee prior to filing Forms 10-Q.

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Other than as described above, there has not been any change in the Company's internal controls over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

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- (a) Exhibit 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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

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

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

- (b) Reports on Form 8-K:

On July 8, 2003, we filed a current report on Form 8-k dated July 8, 2003 disclosing that on July 8, 2003, Golden Enterprises, Inc. issued a press release announcing its earnings for the fourth quarter and fiscal year ended May 31, 2003. A copy of the Earnings Press Release was attached as Exhibit 99.1.

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

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undersigned hereunto duly authorized.

GOLDEN ENTERPRISES, INC.

(Registrant)

Dated: August 26, 2004

/s/ Mark W. McCutcheon

Mark W. McCutcheon
President and
Chief Executive Officer

Dated: August 26, 2004

/s/ Patty Townsend

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