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GOLDEN ENTERPRISES INC  
Form 10-Q  
April 15, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly (thirteen and thirty-nine weeks) period ended  
February 26, 2010  
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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.  
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(Exact name of registrant as specified in its charter)

DELAWARE 63-0250005

(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

One Golden Flake Drive  
Birmingham, Alabama 35205  
-----

(Address of Principle Executive Offices) (Zip Code)

(205) 458-7316  
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(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 (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 (Sec.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 ( )

Indicate by check mark whether the registrant is a large accelerated filer, an

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accelerated filer, 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

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 March 31, 2010.

Class	Outstanding at March 31, 2010
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](http://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.

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GOLDEN ENTERPRISES, INC.

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

	(Unaudited) February 26, 2010	(Audited) May 29, 2009
	-----	-----
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 552,502	\$ 1,178,060
Receivables, net	9,606,996	9,297,434
Inventories:		
Raw materials and supplies	1,588,951	1,693,655
Finished goods	2,969,999	3,318,497
	-----	-----
	4,558,950	5,012,152
	-----	-----
Prepaid expenses	1,984,131	1,608,790
Deferred income taxes	676,480	676,480
	-----	-----
Total current assets	17,379,059	17,772,916
	-----	-----
Property, plant and equipment, net	22,307,135	16,056,235
Other assets	2,511,138	2,575,825
	-----	-----

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Total	\$ 42,197,332	\$ 36,404,976
	=====	=====
LIABILITIES AND STOCKHOLDER'S EQUITY		
CURRENT LIABILITIES		
Checks outstanding in excess of bank balances	\$ 2,057,684	\$ 1,691,230
Accounts payable	5,167,404	3,437,482
Accrued income taxes	718,102	286,383
Current portion of long-term debt	334,221	-
Other accrued expenses	4,310,154	5,157,323
Salary continuation plan	151,757	142,948
Line of credit outstanding	2,901,449	1,454,155
	-----	-----
Total current liabilities	15,640,771	12,169,521
	-----	-----
LONG-TERM LIABILITIES		
Notes payable-bank, non-current	3,503,287	2,743,440
Salary continuation plan	1,339,631	1,414,303
Deferred income taxes	669,815	669,815
	-----	-----
Total long-term liabilities	5,512,733	4,827,558
	-----	-----
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	16,215,478	14,579,547
	-----	-----
	31,932,627	30,296,696
Less: Cost of common shares in treasury (2,082,161 shares at February 26, 2010 and 2,082,161 shares at May 29, 2009)	(10,888,799)	(10,888,799)
	-----	-----
Total stockholder's equity	21,043,828	19,407,897
	-----	-----
Total	\$ 42,197,332	\$ 36,404,976
	=====	=====

See Accompanying Notes to Condensed Consolidated Financial Statements

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	Ended February 26, 2010	En Februa 20
Net sales	\$ 31,348,255	\$ 30,1
Cost of sales	16,081,587	15,6
Gross margin	15,266,668	14,4
Selling, general and administrative expenses	13,758,294	13,3
Operating income	1,508,374	1,1
Other income (expenses):		
Gain on sale of assets	145,172	
Interest expense	(94,238)	(
Other income	59,221	
Total other income (expenses)	110,155	
Income before income taxes	1,618,529	1,1
Income taxes	604,297	4
Net income	\$ 1,014,232	\$ 7
PER SHARE OF COMMON STOCK		
Basic earnings	\$ 0.08	\$
Diluted earnings	\$ 0.08	\$
Weighted average number of common stock shares outstanding:		
Basic	11,746,632	11,7
Diluted	11,746,632	11,7
Cash dividends paid per share of common stock	\$ 0.0313	\$

See Accompanying Notes to Condensed Consolidated Financial Statements

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

	Thirty-Nine Weeks Ended February 26, 2010	Thirty-Nine Weeks Ended February 27, 2009
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from customers	\$ 95,082,923	\$ 88,751,634

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Miscellaneous income	118,206	57,875
Cash paid to suppliers & employees	(45,745,849)	(46,189,448)
Cash paid for operating expenses	(42,661,970)	(40,292,435)
Income taxes paid	(1,125,930)	(866,033)
Interest expenses paid	(231,244)	(149,802)
	-----	-----
Net cash provided by operating activities	5,436,136	1,311,791
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(8,095,255)	(1,890,969)
Proceeds from sale of property, plant and equipment	227,938	2,736,542
	-----	-----
Net cash (used in) provided by investing activities	(7,867,317)	845,573
CASH FLOWS FROM FINANCING ACTIVITIES		
Debt proceeds	16,828,882	15,635,605
Debt repayments	(14,287,520)	(15,140,965)
Change in checks outstanding in excess of bank balances	366,454	583,164
Cash dividends paid	(1,102,193)	(1,104,105)
Purchases of treasury shares	-	(75,282)
	-----	-----
Net cash provided by (used in) financing activities	1,805,623	(101,583)
Net change in cash and cash equivalents	(625,558)	2,055,781
Cash and cash equivalents at beginning of period	1,178,060	442,756
	-----	-----
Cash and cash equivalents at end of period \$	552,502	\$ 2,498,537
	=====	=====

See Accompanying Notes to Condensed Consolidated Financial Statements

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

RECONCILIATION OF NET INCOME TO NET CASH FROM OPERATING ACTIVITIES  
FOR THE THIRTY-NINE WEEKS ENDED FEBRUARY 26, 2010 AND FEBRUARY 27, 2009

	Thirty-Nine Weeks Ended February 26, 2010	Thirty-Nine Weeks Ended February 27, 2009
	-----	-----
Net Income	\$ 2,738,124	\$ 1,787,343

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Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,805,894	1,743,218
Gain on sale of property and equipment	(189,477)	(886,943)
Changes in operating assets and liabilities:		
Change in receivables - net	(309,562)	(417,304)
Change in inventories	453,202	(723,470)
Change in prepaid expenses	(375,341)	(445,657)
Change in other assets	64,687	364,791
Change in accounts payable	1,729,922	153,536
Change in accrued expenses	(847,169)	(437,534)
Change in salary continuation	(65,863)	(57,943)
Change in accrued income taxes	431,719	231,754
	-----	-----
Net cash provided by operating activities	\$ 5,436,136	\$ 1,311,791
	=====	=====

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### GOLDEN ENTERPRISES, INC. AND SUBSIDIARY

#### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. 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 Company's Annual Report on Form 10-K for year ended May 29, 2009.
2. The consolidated results of operations for the thirty-nine weeks ended February 26, 2010 are not necessarily indicative of the results to be expected for the fifty-two week fiscal year ending May 28, 2010.
3. The following tables summarize the prepaid assets accounts at February 26, 2010 and May 29, 2009.

#### Prepaid Breakdown

	February 26, 2010	May 29, 2009
	-----	-----
Truck Shop Supplies	\$ 674,101	\$ 687,570
Insurance Deposit	138,959	138,959
Slotting Fees	171,191	221,325
Deferred Advertising Fees	285,372	10,000
Prepaid Insurance	257,707	284,095
Prepaid Taxes/Licenses	282,766	200,694
Prepaid Dues/Supplies	127,156	28,655
Other	46,879	37,492
	-----	-----

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\$ 1,984,131 \$ 1,608,790  
 =====

4. The principal raw materials used in the manufacture of the Company's snack food products are potatoes, corn, pork skin pellets, 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.
5. Inventories are stated at the lower of cost or market. Cost is computed on the first-in, first-out method.

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6. 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 thirty-nine weeks ended February 26, 2010 and February 27, 2009:

	-----	-----
	Thirty-Nine Weeks Ended February 26, 2010	Thirty-Nine Weeks Ended February 27, 2009
	-----	-----
Weighted average number of common shares used in computing basic earnings per share	11,746,632	11,762,658
Effect of dilutive stock options	0	0
	-----	-----
Weighted average number of common shares and dilutive potential common stock used in computing dilutive earnings per share	11,746,632	11,762,658
	=====	=====
Stock options excluded from the above reconciliation because they are anti-dilutive	329,000	369,000
	=====	=====

7. The Company has a letter of credit in the amount of \$2,057,014 outstanding at February 26, 2010 compared to \$2,264,857 at February 27, 2009. The letter of credit supports the Company's commercial self-insurance program.
8. The Company has a line-of-credit agreement with a local bank that permits borrowing up to \$3 million. During the quarter ended November 27, 2009, this line of credit was renewed and the limit was increased from \$2 million to \$3 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 February 26, 2010 was \$2,901,449 with an interest rate of 4.00%, leaving the Company



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with \$98,551 of credit availability. The Company's line-of-credit debt as of February 27, 2009 was \$1,979,008 with an interest rate of 4.00%, leaving the Company with \$20,992 of credit availability.

9. The Company has a note payable with a balance due as of February 26, 2010 of \$3.8 million. The loan was established as a construction loan in March 2009 to help fund the construction of a process water treatment facility. In September 2009, the note converted to a 10-year fixed-rate note at 4.25% for \$4.0 million. The Company has been making monthly payments on the note and intends to repay it at the earliest practicable date, as there are no prepayment penalties.
10. 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

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### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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We have reviewed the accompanying condensed consolidated balance sheet of Golden Enterprises, Inc. and subsidiary as of February 26, 2010, the related condensed consolidated statements of income for the thirteen week and thirty-nine week periods ended February 26, 2010 and February 27, 2009, and the related condensed statements of cash flows for the thirty-nine week periods ended February 26, 2010 and February 27, 2009. 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 referred to above 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 6, 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

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fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

DUDLEY, HOPTON-JONES, SIMS & FREEMAN PLLP

Birmingham, Alabama  
April 8, 2010

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ITEM 2

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### 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 or failure to be able to procure an adequate supply of pork skin pellets. Raw materials used in manufacturing and processing the Company's snack food products are purchased on the open market and under contract, both through brokers and directly from growers. A large part of the raw materials used by the Company consists of farm commodities which

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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 both its own sales organization and independent distributors to commercial establishments that sell food products primarily in the Southeastern United States. The products are distributed through the independent distributors and 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.

### Liquidity and Capital Resources

At February 26, 2010 and May 29, 2009, working capital was \$1,738,288 and \$5,603,395, respectively.

The Company did not purchase shares of treasury stock this quarter. The Company's current ratio was 1.11 to 1.00 at February 26, 2010 compared to 1.46 to 1.00 at May 29, 2009.

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### Accounts Receivable and Allowance for Doubtful Accounts

At February 26, 2010 and May 29, 2009 the Company had accounts receivables in the amount of \$9,606,996 and \$9,297,434, net of an allowance for doubtful accounts of \$70,000 and \$127,130, respectively.

The following table summarizes the Company's customer accounts receivable profile as of February 26, 2010 and May 29, 2009:

Amount Range -----	No. of Customers -----	
	February 26, 2010	May 29, 2009
Less than \$1,000.00	1,045	1,055
\$1,001.00-\$10,000.00	532	542
\$10,001.00-\$100,000.00	126	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	1,713 =====	1,743 =====

### Contractual Obligations

The following table summarizes the significant contractual obligations of the Company as of February 26, 2010:

Contractual Obligations -----	Total	Current	2-3 Years	4-5 Years	Thereafter
-----	-----	-----	-----	-----	-----

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Long-Term Debt	\$3,837,508	\$ 334,221	\$ 712,764	\$ 777,187	\$2,
Vehicle Lease	2,238,917	584,065	1,168,130	486,722	
Salary Continuation Plan	1,491,388	151,757	342,347	401,535	
Total Contractual Obligations	\$7,567,813	\$1,070,043	\$2,223,241	\$1,665,444	\$2,

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 February 26, 2010, net sales increased 3.9% from the comparable period in fiscal 2009. For the thirty-nine weeks ended February 26, 2010, net sales increased 7.0% from the comparable period in fiscal 2009. This year's third quarter cost of sales was 51.3% of net sales compared to 52.0% for last year's third quarter. This year's year to date cost of sales was 51.6% of net sales compared to 52.6% for last year's year to date. This year's third quarter, selling, general and administrative expenses were 43.9% of net sales compared to 44.2% for last year's third quarter. This year's year to date selling, general and administrative expenses were 44.0% of net sales compared to 45.1% for last year's year to date.

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The following tables compare manufactured products to resale products:

Manufactured Products-Resale Products

	Thirteen Weeks Ended February 26, 2010		Thirteen Weeks Ended February 27, 2009	
Sales		%		%
Manufactured Products	\$ 24,628,048	78.6%	\$ 24,520,312	81.3%
Resale Products	6,720,207	21.4%	5,642,608	18.7%
Total	\$ 31,348,255	100.0%	\$ 30,162,920	100.0%
Gross Margin		%		%
Manufactured Products	\$ 12,897,151	52.4%	\$ 12,423,665	50.7%
Resale Products	2,369,517	35.3%	2,056,491	36.4%
Total	\$ 15,266,668	48.7%	\$ 14,480,156	48.0%

	Thirty-Nine Weeks Ended February 26, 2010		Thirty-Nine Weeks Ended February 27, 2009	
Sales		%		%

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Manufactured Products	\$ 75,346,269	79.0%	\$ 71,583,131	80.
Resale Products	20,046,216	21.0%	17,585,807	19.
	-----	-----	-----	-----
Total	\$ 95,392,485	100.0%	\$ 89,168,938	100.
	=====	=====	=====	=====
Gross Margin		%		%
Manufactured Products	\$ 38,977,965	51.7%	\$ 35,726,738	49.
Resale Products	7,196,830	35.9%	6,582,570	37.
	-----	-----	-----	-----
Total	\$ 46,174,795	48.4%	\$ 42,309,308	47.
	=====	=====	=====	=====

The Company's gain on sale of assets for the thirteen weeks ended February 26, 2010 in the amount of \$145,172 was from the (i) sale of used transportation equipment for \$9,034 and (ii) from the sale of warehouse property at Jacksonville, Florida for \$136,138.

For last year's thirteen weeks, the gain on sale of assets was \$37,265 from the donation and sale of used transportation equipment.

The Company's effective tax rate for the thirteen weeks was 37.3% compared to 37.7% for the last year's thirteen weeks and 36.3% for the thirty-nine weeks this year and 38.0% last year.

#### 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 commodity prices affecting the cost of its raw materials.

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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 plans to 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 Events

Not applicable.

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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. Some of the 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

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#### QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Pursuant to Item 305(e) of Regulation S-K (Section 229.305(e)) the Company is not required to provide the Information under this item, as it is a "Smaller Reporting Company" as defined by Rule 229.10(f)(1).

#### ITEM 4

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#### 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.

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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 third fiscal quarter ended February 26, 2010 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.

#### PART II OTHER INFORMATION

#### ITEM 1

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## 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.

### 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 its stock for the quarterly period ended February 26, 2010.

## 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	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
November 28 to December 25	-0-	-0-	-0-	-0-
December 26 to January 29	-0-	-0-	-0-	-0-
January 30 to February 26	-0-	-0-	-0-	-0-
Total Third Quarter	-0-	-0-	-0-	-0-

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### ITEM 3

## DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4  
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SUBMISSION OF MATTERS TO  
A VOTE OF SECURITY HOLDERS

Not applicable.

ITEM 5  
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OTHER INFORMATION

Not applicable.

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ITEM 6  
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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).
- 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



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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.

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- 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).
- 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

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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).

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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 to 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).

10.21 Purchase and Sale Agreement executed by and between Golden Flake Snack Foods, Inc., as Seller, And Rodney D. Evans and Everett James Crowell, as Purchasers, with an effective date of December 14, 2009, for the sale of land and improvements located in Duval County, at 4771 Phyllis St., Jacksonville, Florida (incorporated by reference to Exhibit 10.21 Golden Enterprises, Inc. November 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, 2004 Form 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. June 3, 2005 Form

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10-K filed with the Commission).

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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

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

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.

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(Registrant)

Dated: April 15, 2010

/s/Mark W. McCutcheon

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Mark W. McCutcheon  
President and  
Chief Executive Officer

Dated: April 15, 2010

/s/ Patty Townsend

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

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