

## Submission Notification

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Subject: ACCEPTED FORM TYPE 10-Q (0000892569-03-002068)  
Date: 25-Aug-2003 16:31

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BRIDGFORD FOODS CORP  
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FILE NUMBER(S):  
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PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REGISTRANT(S):

1. CIK: 0000014177  
COMPANY: BRIDGFORD FOODS CORP  
FORM TYPE: 10-Q  
FILE NUMBER(S):  
1. 000-02396

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

(Mark one)

[X]

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

**For the quarterly period ended July 11, 2003**

**OR**

[ ]

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

**For the transition period from**

**Commission file number 0-2396**

**BRIDGFORD FOODS CORPORATION**

(Exact name of Registrant as specified in its charter)

**California**

**95-1778176**

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
identification number)

**1308 N. Patt Street, Anaheim, CA 92801**

(Address of principal executive offices-Zip code)

**714-526-5533**

(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  [ ]

As of August 22, 2003 the registrant had 10,290,000 shares of common stock outstanding.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of The Exchange Act).

Yes  [ ]

No  [X]

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Items 1-5 of Part II. have been omitted because they are not applicable with respect to the current reporting period.

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**Part I. Financial Information**

Item 1. a.

**BRIDGFORD FOODS CORPORATION  
 CONSOLIDATED CONDENSED BALANCE SHEETS**

	July 11 2003	November 1 2002
	(Unaudited) (in thousands)	(in thousands)
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$13,537	\$10,305
Accounts receivable, less allowance for doubtful accounts of \$1,365 and \$3,419	10,334	12,566
Inventories (Note 2)	16,870	17,562
Prepaid expenses and other current assets	5,399	5,980
	<u>46,140</u>	<u>46,413</u>
Property, plant and equipment, less accumulated depreciation of \$42,306 and \$39,373	18,095	19,030
Other non-current assets	12,039	11,739
	<u>\$76,274</u>	<u>\$77,182</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 4,306	\$ 3,956
Accrued payroll and other expenses	8,827	7,844
	<u>13,133</u>	<u>11,800</u>
Non-current liabilities	<u>10,706</u>	<u>10,992</u>
Shareholders' equity:		
Preferred stock, without par value Authorized — 1,000 shares Issued and outstanding — none		
Common stock, \$1.00 par value Authorized — 20,000 shares Issued and outstanding — 10,319 and 10,448 shares	10,376	10,505
Capital in excess of par value	16,637	17,475
Retained earnings	26,788	27,776
	<u>(1,366)</u>	<u>(1,366)</u>
Accumulated comprehensive loss	(1,366)	(1,366)
	<u>52,435</u>	<u>54,390</u>
	<u>\$76,274</u>	<u>\$77,182</u>

See accompanying notes to consolidated condensed financial statements.

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Item 1. b.

**BRIDGFORD FOODS CORPORATION  
 CONSOLIDATED CONDENSED STATEMENTS OF INCOME  
 (Unaudited)**

	(in thousands, except per share amounts)		(in thousands, except per share amounts)	
	12 weeks ended	13 weeks ended	36 weeks ended	39 weeks ended
	July 11 2003	August 2 2002	July 11 2003	August 2 2002
Net sales	\$29,977	\$32,025	\$91,496	\$104,927
Cost of products sold, excluding depreciation	18,482	20,258	57,564	65,795
Selling, general and administrative expenses	9,839	11,363	30,366	31,611
Depreciation	991	1,097	2,973	3,295
	29,312	32,718	90,903	100,701
Income (loss) before taxes	665	(693)	593	4,226
Income tax provision (benefit)	253	(263)	225	1,606
Net income (loss)	\$ 412	(\$430)	\$ 368	\$ 2,620
Basic earnings (loss) per share	\$ .04	(\$.04)	\$ .04	\$ .25
Basic shares computed	10,375	10,448	10,421	10,448
Diluted earnings (loss) per share	\$ .04	(\$.04)	\$ .04	\$ .25
Diluted shares computed	10,375	10,448	10,421	10,495
Cash dividends paid per share	\$ .03	\$ .07	\$ .13	\$ .21

**CONSOLIDATED CONDENSED STATEMENTS OF SHAREHOLDERS' EQUITY  
 (Unaudited)**

	(in thousands, except per share amounts)				
	Common Stock		Capital in excess of par	Retained earnings	Accumulated Comprehensive Income (loss)
	Shares	Amount			
November 2, 2001	10,448	\$10,505	\$17,475	\$29,355	\$ 0
Net income				2,620	
Cash dividends (\$.21 per share)				(2,193)	
August 2, 2002	10,448	\$10,505	\$17,475	\$29,782	\$ 0
November 1, 2002	10,448	\$10,505	\$17,475	\$27,776	(\$1,366)
Net income				368	
Shares repurchased	(129)	(129)	(838)		
Cash dividends (\$.13 per share)				(1,356)	
July 11, 2003	10,319	\$10,376	\$16,637	\$26,788	(\$1,366)

See accompanying notes to consolidated condensed financial statements.



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Item 1.c.

**BRIDGFORD FOODS CORPORATION**  
**CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	36 weeks ended	39 weeks ended
	July 11 2003	August 2 2002
	(in thousands)	(in thousands)
<b>Cash flows from operating activities:</b>		
Net income	\$ 368	\$ 2,620
<b>Income charges not affecting cash:</b>		
Depreciation	2,973	3,295
Provision for losses on accounts receivable	628	1,118
<b>Effect on cash of changes in assets and liabilities:</b>		
Accounts receivable	1,604	(2,563)
Inventories	692	965
Prepaid expenses and other current assets	581	1,040
Other non-current assets	(300)	(333)
Accounts payable	350	(3,608)
Accrued payroll and other expenses	983	1,857
Non-current liabilities	(286)	(1,641)
Net cash provided by operating activities	7,593	2,750
<b>Cash used in investing activities:</b>		
Additions to property, plant and equipment	(2,038)	(2,696)
<b>Cash used in financing activities:</b>		
Shares repurchased	(967)	0
Cash dividends paid	(1,356)	(2,193)
Net cash used in financing activities	(2,323)	(2,193)
Net increase (decrease) in cash and cash equivalents	3,232	(2,139)
Cash and cash equivalents at beginning of period	10,305	12,974
Cash and cash equivalents at end of period	\$13,537	\$10,835
Cash paid for income taxes	\$ 0	\$ 1,684

See accompanying notes to consolidated condensed financial statements.

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Item 1.d.

**BRIDGFORD FOODS CORPORATION**

**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**

Note 1 — General Comments

The unaudited consolidated condensed financial statements of Bridgford Foods Corporation (the “Company”) for the twelve and thirty-six weeks ended July 11, 2003 and the thirteen and thirty-nine weeks ended August 2, 2002 have been prepared in conformity with the accounting principles described in the 2002 Annual Report to Shareholders and include all adjustments considered necessary by management for a fair statement of the interim periods. Such adjustments consist only of normal recurring items. This report should be read in conjunction with the Company’s 2002 Annual Report to Shareholders.

The Company has historically reported quarterly results to reflect fiscal quarters of 13 weeks in length. Starting with its 2003 fiscal year, the Company is changing its quarterly fiscal reporting periods to report results after 12, 24, 36 and 52 week periods (or 53 weeks as applicable). The Company changed its quarterly reporting periods during the fiscal year to align reported periods with its internal financial systems and provide more meaningful comparison with its peer group companies.

The provision for losses on accounts receivable is based on historical trends and current collectibility risk. Losses due to credit risk have been immaterial prior to the fiscal year 2002.

Revenues are recognized upon passage of title to the customer typically upon product shipment or delivery to customers.

Note 2 — Inventories

Inventories are comprised as follows at the respective periods:

	July 11 2003	November 1 2002
	(in thousands)	(in thousands)
Meat, ingredients and supplies	\$ 4,232	\$ 4,187
Work in progress	2,449	1,940
Finished goods	10,190	11,435
	<u>\$16,870</u>	<u>\$17,562</u>

Note 3 — Basic and diluted earnings per share

The difference between the calculation of basic and diluted shares outstanding for the thirty-nine week period ended August 2, 2002 was a result of the dilutive effect of employee stock options totaling 250,000 shares. The effect of the employee stock options outstanding for the twelve and thirty-six weeks ended July 11, 2003 was not included in the calculation of diluted shares and diluted earnings per share as the options outstanding had an exercise price greater than the price of the stock at period end. The effect of the employee stock options outstanding for the thirteen weeks ended August 2, 2003 was not included in the calculation of diluted shares and diluted earnings per share as to do so would be antidilutive.

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Note 4 — Stock-Based Compensation

The Company applies the provisions of Accounting Principles Board (“APB”) Opinion No. 25, “Accounting for Stock Issued to Employees,” in accounting for stock-based compensation; therefore, no compensation expense has been recognized for its fixed stock option plans as options generally are granted at fair market value based upon the closing price on the date immediately preceding the grant date. The Company has adopted the disclosure requirements for SFAS No. 123, “Accounting for Stock-Based Compensation.” On December 31, 2002, the FASB issued SFAS No. 148, Accounting for Stock Based Compensation-Transition and Disclosure, which amends SFAS No. 123. SFAS No. 148 requires more prominent and frequent disclosures about the effects of stock-based compensation. Accordingly, if compensation expense for the Company’s stock options had been recognized, based upon the fair value of awards granted, the Company’s net income and earnings per share would have been reduced to the following pro forma amounts:

	(in thousands, except per share amounts)	
	12 weeks ended	13 weeks ended
	July 11 2003	August 2 2002
Net income (loss), as reported	\$ 412	(\$430)
Proforma adjustment	(18)	(37)
Proforma net income	\$ 394	(\$467)
Net income (loss) per share:		
Basic — as reported	\$ 0.04	(\$0.04)
Basic — proforma	\$ 0.04	(\$0.04)
Diluted — as reported	\$ 0.04	(\$0.04)
Diluted — proforma	\$ 0.04	(\$0.04)
Weighted average shares		
shares outstanding:		
Basic	10,375	10,448
Diluted	10,375	10,448

	(in thousands, except per share amounts)	
	36 weeks ended	39 weeks ended
	July 11 2003	August 2 2002
Net income, as reported	\$ 368	\$ 2,620
Proforma adjustment	(55)	(110)
Proforma net income	\$ 313	\$ 2,510
Net income per share:		
Basic — as reported	\$ 0.04	\$ 0.25
Basic — proforma	\$ 0.03	\$ 0.24
Diluted — as reported	\$ 0.04	\$ 0.25
Diluted — proforma	\$ 0.03	\$ 0.24
Weighted average shares		
shares outstanding:		
Basic	10,421	10,448
Diluted	10,421	10,495

The pro forma amounts were estimated using the Black-Scholes option-pricing model. No options were granted during the first three quarters of fiscal year ended October 31, 2003.



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**Item 2.**

**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this Form 10-Q under Item 2., "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Form 10-Q constitute "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. In addition, the Company may from time to time make oral forward-looking statements. Such forward looking statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements of Bridgford Foods Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such factors include, among others, the following: general economic and business conditions; the impact of competitive products and pricing; success of operating initiatives; development and operating costs; advertising and promotional efforts; adverse publicity; acceptance of new product offerings; consumer trial and frequency; changes in business strategy or development plans; availability, terms and deployment of capital; availability of qualified personnel; commodity, labor, and employee benefit costs; changes in, or failure to comply with, government regulations; weather conditions; construction schedules; and other factors referenced in this Form 10-Q and in Bridgford Foods Corporation's Annual Report on Form 10-K for the fiscal year ended November 1, 2002. Because of these and other factors that may affect the Company's operating results, past financial performance should not be considered an indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods. The Company undertakes no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof, or to reflect the occurrence of unanticipated events.

**Management's Discussion and Analysis of Financial Condition and Results of Operations**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the respective reporting periods. Actual results could differ from those estimates. Amounts estimated related to liabilities for self-insured Workers' Compensation and Employee Healthcare are especially subject to inherent uncertainties and these estimated liabilities may ultimately settle at amounts not originally estimated. Management believes its current estimates are reasonable and based on the best information available at the time.

The Company's credit risk is diversified across a broad range of customers and geographic regions. Losses due to credit risk have historically been immaterial although losses in fiscal year 2002 were significant. The provision for losses on accounts receivable is based on historical trends and current collectibility risk. The Company has significant amounts receivable with a few large, well known customers which, although historically secure, could be subject to material risk should these customers' operations suddenly deteriorate. The Company monitors these customers closely to minimize the risk of loss. One customer comprised 14.0% of revenues in the third quarter of fiscal year 2003.

Revenues are recognized upon passage of title to the customer typically upon product shipment or delivery to customers. Products are delivered to customers through the Company's own fleet or through a Company-owned direct store delivery system.

The Company's operating results are heavily dependent upon the prices paid for raw materials. The marketing of the Company's value-added products does not lend itself to instantaneous changes in selling prices. Changes in selling prices are relatively infrequent and do not compare with the volatility of commodity markets.

The Company has historically reported quarterly results to reflect fiscal quarters of 13 weeks in length. Starting with its 2003 fiscal year, the Company is changing its quarterly fiscal reporting periods to report results after 12, 24, 36 and 52-week periods (or 53 weeks as applicable). The Company changed its quarterly reporting periods during the fiscal year to align reported periods with its internal financial systems and provide more meaningful comparison with its peer group companies.

Results of Operations for the Twelve Weeks ended July 11, 2003 and Thirteen Weeks ended August 2, 2002.

Net Sales decreased by \$2,048,000 (6.4%) to \$29,977,000 in the third twelve-weeks of the 2003 fiscal year compared to the thirteen-week period last year. Since the prior year comparison period contains one more week than the current reporting period, \$2,463,000 (7.8%) of the decline in sales results relates to the Company's

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**Management's Discussion and Analysis of Financial Condition and Results of Operations** (continued)

change in reporting periods. Unit sales volume improved slightly between comparative quarters. Sales compared to the prior twelve-week period ended April 18, 2003 (not shown) increased \$903,000 (3.1%) primarily as a result of improved unit volume and a slight increase in average unit selling price.

Cost of products sold decreased by \$1,776,000 (8.8%) in the third twelve weeks of the 2003 fiscal year to \$18,482,000 compared to the thirteen-week period in 2002. Since the prior year comparison period contains one more week than the current reporting period, \$1,558,000 (7.6%) of the decrease relates to the Company's change in reporting periods. The gross margin increased on a comparative basis due to higher processing facility utilization and higher effective net selling prices. Compared to the prior twelve-week period (not shown), the cost of products sold increased \$557,000 (3.1%), consistent with improved sales volume.

Selling, general and administrative expenses decreased by \$1,524,000 (13.4%) to \$9,839,000 in the third twelve weeks of 2003 compared to the thirteen-week period last year. The extra week in the comparison period decreased selling, general and administrative expenses by \$874,000 (7.2%). This decrease in the category as a percentage of sales relates primarily to lower comparative costs for employee healthcare, fuel, vehicle repair costs and pension expense compared to the same period in the prior year. Compared to the prior twelve-week period (not shown), selling, general and administrative expenses decreased by \$145,000 (1.5%). The decrease in selling, general and administrative expenses is primarily due to lower costs for advertising, employee healthcare and temporary labor.

Depreciation expense decreased by \$106,000 (9.6%) in the third twelve weeks of the 2003 fiscal year compared to the thirteen-week period in 2002. As a result of the additional week in the prior period, depreciation expense for the twelve weeks ended July 11, 2003 is \$84,000 (7.5%) less than the comparison period. Depreciation expense remained constant at \$991,000 in the third twelve weeks of fiscal 2003 compared to the prior twelve-week period (not shown). The changes in depreciation expense were insignificant to the results of the quarter. The effective income tax rate was 38.0% in the third twelve weeks of fiscal 2003, consistent with the prior fiscal year and the prior twelve-week period.

Results of Operations for the Thirty-Six Weeks ended July 11, 2003 and Thirty-Nine Weeks ended August 2, 2002.

Net Sales for the thirty-six weeks of fiscal year 2003 decreased by \$13,431,000 (12.8%) to \$91,496,000 compared to the thirty-nine week period of fiscal year 2002. The Company's change in reporting periods from thirty-nine to thirty-six weeks decreased sales by \$8,071,000 (7.3%). The balance of the decrease relates primarily to the decline in unit sales volume caused by the continued adverse affects of the recession. Promotional activity was also slightly higher as a percentage of sales.

Cost of Sales decreased in the first thirty-six weeks of fiscal year 2003 by \$8,231,000 (12.5%) to \$57,564,000 compared to the thirty-nine week period of fiscal year 2002. Cost of Sales in the first thirty-six weeks declined primarily as a result of lower unit sales volume. The additional three weeks included in the year-to-date comparison contributes \$5,061,000 (7.3%) of the decrease in cost of sales. The gross margin was consistent on a comparative basis.

Selling, general and administrative expenses decreased by \$1,245,000 (3.9%) to \$30,366,000 in the first thirty-six weeks of fiscal 2003 compared to prior fiscal thirty-nine week period. Considering the extra three weeks in the comparison period, selling, general and administrative expenses increased \$2,432,000 (8.0%). The increase in this category as a percentage of sales relates primarily to higher costs for employee healthcare, workers' compensation, property & liability insurance, fuel, vehicle repair costs and pension expense compared to the same period in the prior year.

Depreciation expense decreased \$322,000 (9.7%) in the first thirty-six weeks of fiscal 2003 compared to the prior fiscal thirty-nine week period. As a result of the additional three weeks in the prior period, depreciation expense for the thirty-six weeks ended July 11, 2003 is \$253,000 (7.5%) less than the comparison period. The changes in depreciation expense were insignificant to the year-to-date results.

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**Liquidity and Capital Resources**

Cash and cash equivalents increased by \$3,232,000 (31.4%) to \$13,537,000 during the first thirty-six weeks of the 2003 fiscal year from the fiscal year ended November 1, 2002. The principal items favorably affecting the \$7,593,000 net cash provided by operating activities were net income of \$368,000, depreciation expense of \$2,973,000, reductions in accounts receivable of \$1,604,000 and inventory of \$692,000, increases in accounts payable and accrued payroll and other expenses of \$350,000 and \$983,000, respectively, offset by an increase in non-current assets of \$300,000 and a reduction in non-current liabilities of \$286,000.

Cash used in investing activities during the first thirty-six weeks of fiscal 2003 consisted of \$2,039,000 in additions to property, plant and equipment. This amount reflects the Company's continued investment in processing, transportation and information technology equipment.

Cash used in financing activities consisted of cash dividends in the amount of \$1,356,000 and \$2,193,000, in the first thirty-six weeks of fiscal year 2003 and the first thirty-nine weeks of fiscal year 2002, respectively. The decline in cash dividends reflects the decrease in dividends per share from \$0.07 to \$0.05 per share in the first two quarters to fiscal year 2003 and to \$0.03 per share in the third quarter of fiscal year 2003. Net cash used in financing activities also included the purchase of 105,391 common shares under the Company's stock repurchase program during the third twelve weeks of 2003.

The Company remained free of interest bearing debt during the third twelve weeks of 2003. The Company's revolving line of credit with Bank of America expires April 30, 2005 and provides for borrowings up to \$2,000,000. The Company has not borrowed under this line for more than sixteen consecutive years.

The impact of inflation on the Company's financial position and results of operations has not been significant. Management is of the opinion that the Company's strong financial position and its capital resources are sufficient to provide for its operating needs and capital expenditures.

**Proforma Comparative Results**

The Company changed its quarterly reporting periods during fiscal year to align reported periods with its internal financial systems and provide more meaningful comparisons with its peer group companies. The Company began reporting "quarterly" results after 12, 24, 36 and 52 (or 53 week) periods during fiscal year 2003.

The following table reflects proforma comparative income statement information using the new reporting periods.

**Proforma (Unaudited)**

	<b>12 Weeks July 11, 2003</b>	<b>% SALES</b>	<b>12 Weeks August 2, 2002</b>	<b>% SALES</b>
	<b>(in thousands)</b>		<b>(in thousands)</b>	
Net sales	\$29,977	100.00%	\$29,562	100.00%
Cost of products sold, excluding depreciation	18,482	61.65%	18,699	63.26%
Selling, general and administrative expenses	9,839	32.82%	10,489	35.48%
Depreciation	991	3.31%	1,012	3.42%
	29,312	97.78%	30,200	102.16%
Income (loss) before taxes	665	2.22%	(638)	-2.16%
Income tax provision (benefit)	253	0.84%	(243)	-0.82%
Net income (loss)	\$ 412	1.38%	(\$396)	-1.34%

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Proforma (Unaudited) (continued)

	36 Weeks July 11, 2003	% SALES	36 Weeks August 2, 200	% SALES
	(in thousands)		(in thousands)	
Net sales	\$91,496	100.00%	\$96,856	100.00%
Cost of products sold, excluding depreciation	57,564	62.91%	60,734	62.71%
Selling, general and administrative expenses	30,366	33.19%	29,179	30.13%
Depreciation	2,973	3.25%	3,041	3.14%
	90,903	99.35%	92,955	95.97%
Income before taxes	593	0.65%	3,901	4.03%
Income tax provision	225	0.25%	1,482	1.53%
Net income	\$ 368	0.40%	\$ 2,419	2.50%

**Item 3.**

**Quantitative and Qualitative Disclosures about Market Risk**

The Company does not have significant domestic or foreign currency exposure at July 11, 2003. The Company's financial instruments consist of cash and cash equivalents and life insurance policies at July 11, 2003. The carrying value of the Company's financial instruments approximated their fair market values based on current market prices and rates. It is not the Company's policy to enter into derivative financial instruments.

The Company purchases bulk flour under short-term fixed price contracts during the normal course of business. Under these arrangements, the Company is obligated to purchase specific quantities at fixed prices, within the specified contract period. These contracts provide for automatic price increases if agreed quantities are not delivered. No significant contracts remained unfulfilled at July 11, 2003.

**Item 4.**

**Controls and Procedures**

(a) Evaluation of Controls and Procedures

The Company's Chairman and President have concluded, based on their evaluation as of July 11, 2003, that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed in the Company's reports filed or submitted by the Company under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including its Chairman and President, as appropriate to allow timely decisions regarding required disclosures.

(b) Change in Internal Controls

There have not been any significant changes in the Company's internal controls or in other factors that could significantly affect such controls subsequent to the date of such evaluation.



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**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 thereunto duly authorized.

BRIDGFORD FOODS CORPORATION  
(Registrant)

By: /s/ Robert E. Schulze

Date August 25, 2003

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R. E. Schulze, President,  
Principal Financial Officer

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**Part II. Other Information**

**Item 6.**

**Exhibits and Reports on Form 8-K**

**(a) Exhibits.**

Exhibit No.	Description
3.5	Restated Articles of Incorporation, dated December 29, 1989 (filed as Exhibit 3.5 to Form 10K on January 28, 1993 and incorporated herein by reference).
3.6	Amendment to Articles of Incorporation, dated July 27, 1990 (filed as Exhibit 3.6 to Form 10K on January 28, 1993 and incorporated herein by reference).
3.7	By-laws, as amended (filed as Exhibit 2 to Form 10K on January 28, 1993 and incorporated herein by reference).
10.1	Bridgford Foods Corporation Defined Benefit Pension Plan (filed as Exhibit 10.1 to Form 10K on January 28, 1993 and incorporated herein by reference).*
10.2	Bridgford Foods Corporation Supplemental Executive Retirement Plan (filed as Exhibit 10.3 to Form 10K on January 28, 1993 and incorporated herein by reference).*
10.3	Bridgford Foods Corporation Deferred Compensation Savings Plan (filed as Exhibit 10.3 to Form 10K on January 28, 1993 and incorporated herein by reference).*
31.1	Certification of Chairman (Principal Executive Officer), as required by Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of President (Principal Financial Officer), as required by Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chairman (Principal Executive Officer), as required by Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of President (Principal Financial Officer), as required by Section 906 of the Sarbanes-Oxley Act of 2002.

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\* Compensation plan, contract or arrangement required to be filed as an exhibit pursuant to applicable rules of the Securities and Exchange Commission.

**(b) Reports on Form 8-K.**

The registrant did not file any reports on Form 8-K during the fiscal quarter ended July 11, 2003.



<DOCUMENT>  
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<DESCRIPTION> EXHIBIT 31.1  
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Exhibit 31.1

### SECTION 302 CERTIFICATION

I, Allan L. Bridgford, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bridgford Foods Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 25, 2003

/s/ Allan L. Bridgford

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Allan L. Bridgford, Chairman  
(Principal Executive Officer)



<DOCUMENT>  
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<DESCRIPTION> EXHIBIT 31.2  
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Exhibit 31.2

SECTION 302 CERTIFICATION (continued)

I, Robert E. Schulze, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bridgford Foods Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 25, 2003

/s/ Robert E. Schulze

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Robert E. Schulze, Chairman  
(Principal Financial Officer)



<DOCUMENT>  
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**Exhibit 32.1**

Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906  
of the Sarbanes-Oxley Act of 2002

I, Allan L. Bridgford, Chairman of Bridgford Foods Corporation (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Quarterly Report on Form 10-Q of the Company for the quarterly period July 11, 2003 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 780(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 25, 2003

Allan L. Bridgford

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Allan L. Bridgford, Chairman  
(Principal Executive Officer)



<DOCUMENT>  
<TYPE> EX-32.2  
<FILENAME> a92589exv32w2.htm  
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**Exhibit 32.2**

Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906  
of the Sarbanes-Oxley Act of 2002

I, Robert E. Schulze, President of Bridgford Foods Corporation (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Quarterly Report on Form 10-Q of the Company for the quarterly period July 11, 2003 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 780(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 25, 2003

Robert E. Schulze

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Robert E. Schulze, President  
(Principal Financial Officer)