

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A  
AMENDMENT NO. 1

CURRENT REPORT  
PURSUANT TO SECTION 13 OF 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) January 20, 1997

Central Garden & Pet Company

(Exact name of registrant as specified in its charter)

Delaware

0-20242

68-0275553

(State or other jurisdiction  
of incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

3697 Mt. Diablo Boulevard, Lafayette, California

94549

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (510) 283-4573

Inapplicable

(Former name or former address, if changed since last report)

Exhibit Index located on page 3

The purpose of this Form 8-K/A is to amend the Form 8-K, which was filed on January 23, 1997, to change the number of shares reported in Item 2 and to provide the required financial statements. The complete text of Item 2 is set forth below.

Item 2. Acquisition or Disposition of Assets

On January 20, 1997, Central Garden & Pet Company ("Central") issued a press release announcing the consummation of the acquisition of the outstanding stock of Four Paws Products, Ltd. ("Four Paws") for \$45 million in cash and \$10 million in Central common stock (449,944 shares). All of such shares were issued to Allen Simon, the sole shareholder of Four Paws, and are subject to a lockup agreement which provides for certain restrictions on the resale of such shares for a period of two years. Four Paws is a manufacturer and distributor of branded pet supply products based in Hauppauge, New York.

Item 7. Financial Statement and Exhibits

- (a) (1) Financial Statements of Four Paws are attached as Exhibit 1.3 hereto.
- (a) (2) Independent Auditors' Report is included in Exhibit 1.3 hereto.
- (b) (1) Pro Forma Financial Information is attached as Exhibit 1.4 hereto.
- (c) See attached Exhibit Index.

- 1.1 Press Release dated January 20, 1997./\*/
- 1.2 Stock Purchase Agreement dated as of  
December 17, 1996./\*/
- 1.3 Financial Statements of Four Paws (including  
Independent Auditors' Report).
- 1.4 Pro Forma Financial Information.
- 1.5 Independent Auditors' Consent.

\*/ Incorporated by reference to Exhibits 1.1 and 1.2, respectively, of the  
Company's Form 8-K Current Report filed on January 23, 1997.

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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 hereunto duly authorized.

CENTRAL GARDEN & PET COMPANY

By /s/ Robert B. Jones

-----  
Robert B. Jones, Vice President  
and Chief Financial Officer

Dated: April 2, 1997

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## INDEPENDENT AUDITORS' REPORT

To the Stockholder of Four Paws  
Products, Ltd. and subsidiaries:

We have audited the accompanying consolidated balance sheet of Four Paws Products, Ltd. and subsidiaries ("Four Paws") as of December 31, 1996, and the related consolidated statements of income, stockholder's equity, and cash flows for the year then ended. These financial statements are the responsibility of Four Paws' management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion such consolidated financial statements present fairly, in all material respects, the financial position of Four Paws Products, Ltd. and subsidiaries as of December 31, 1996 and the results of their operations and their cash flows for the year then ended, in conformity with generally accepted accounting principles.

DELOITTE & TOUCHE LLP  
San Francisco, California  
January 20, 1997

FOUR PAWS PRODUCTS, LTD.  
AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET  
DECEMBER 31, 1996 (IN THOUSANDS)

<TABLE>	
<CAPTION>	
ASSETS	
<S>	<C>
CURRENT ASSETS:	
Cash	\$ 2,502
Marketable securities	5,522
Accounts receivable (less allowance for doubtful accounts of \$272)	3,222
Inventories:	
Raw materials and work in process	3,629
Finished goods	4,400
Prepaid expenses and other assets	943
	-----
Total current assets	20,218
BUILDING, IMPROVEMENTS AND EQUIPMENT - Net	2,821
DEFERRED INCOME TAXES	440
	-----
TOTAL ASSETS	\$23,479
	=====
LIABILITIES AND STOCKHOLDER'S EQUITY	
CURRENT LIABILITIES:	
Accounts payable	\$ 909
Accrued expenses	663
Current portion of notes payable	994
Note payable to officer	500
	-----
Total current liabilities	3,066
	-----
NOTES PAYABLE	2,087
	-----

COMMITMENTS AND CONTINGENCIES (Notes 7 and 9)

STOCKHOLDER'S EQUITY:

Common stock: Class A, no par value, 150 shares authorized and issued, 140 shares outstanding; Class B nonvoting, no par

value, 50 shares authorized and issued, 40 shares outstanding	38
Retained earnings	19,511
Less treasury stock, at cost	(1,223)
	-----
Total stockholder's equity	18,326
	-----
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	\$23,479
	=====

</TABLE>

See notes to consolidated financial statements.

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FOUR PAWS PRODUCTS, LTD.  
AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF INCOME  
YEAR ENDED DECEMBER 31, 1996 (IN THOUSANDS)

<TABLE>	
<CAPTION>	
<S>	<C>
NET SALES	\$28,554
COST OF GOODS SOLD	14,883
	-----
GROSS PROFIT	13,671
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	8,497
WRITE-OFF OF GOODWILL	1,402
	-----
INCOME FROM OPERATIONS	3,772
OTHER INCOME (EXPENSE) - Net	311
	-----
INCOME BEFORE INCOME TAXES	4,083
INCOME TAXES	2,405
	-----
NET INCOME	\$ 1,678
	=====

</TABLE>

See notes to consolidated financial statements.

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FOUR PAWS PRODUCTS, LTD.  
AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDER'S EQUITY  
YEAR ENDED DECEMBER 31, 1996 (IN THOUSANDS)

<TABLE>				
<CAPTION>				
	COMMON	RETAINED	TREASURY	TOTAL
	STOCK	EARNINGS	STOCK	STOCKHOLDER'S
				EQUITY
<S>	<C>	<C>	<C>	<C>
BALANCE, JANUARY 1, 1996	\$38	\$17,833	\$(1,223)	\$16,648
NET INCOME		1,678		1,678
	---	-----	-----	-----
BALANCE, DECEMBER 31, 1996	\$38	\$19,511	\$(1,223)	\$18,326
	===	=====	=====	=====

</TABLE>

See notes to consolidated financial statements.

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FOUR PAWS PRODUCTS, LTD.  
AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS  
YEAR ENDED DECEMBER 31, 1996 (IN THOUSANDS)

<TABLE>  
<CAPTION>

<S>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net income	\$ 1,678
Adjustments to reconcile net income to net cash provided by operating activities:	
Write-off of goodwill	1,402
Increase in inventory reserves	90
Provision for doubtful accounts	93
Depreciation and amortization	538
Deferred income taxes	(157)
Change in assets and liabilities:	
Accounts receivable	1,437
Inventories	1,572
Prepaid expenses and other assets	(424)
Accounts payable	(1,032)
Accrued expenses	(665)
	-----
Net cash provided by operating activities	4,532
	-----
CASH FLOWS FROM INVESTING ACTIVITIES:	
Cash paid for the acquisition of Mustang Products, Inc.	(1,222)
Purchases of leasehold improvements and equipment	(220)
Purchases of marketable securities	(9,027)
Maturities of marketable securities	8,242
	-----
Net cash used in investing activities	(2,227)
	-----
CASH FLOWS FROM FINANCING ACTIVITIES:	
Notes payable borrowings	900
Repayments of notes payable	(2,044)
	-----
Net cash used in financing activities	(1,144)
	-----
NET INCREASE IN CASH	1,161
CASH, BEGINNING OF YEAR	1,341
	-----
CASH, END OF YEAR	\$ 2,502
	=====
SUPPLEMENTAL CASH FLOW INFORMATION:	
Interest paid	\$ 276
Income taxes paid	4,409
CASH PAID FOR THE ACQUISITION OF MUSTANG PRODUCTS, INC.:	
Purchase of working capital, other than cash	(1,457)
Purchase of property - net	(278)
Purchase of other noncurrent assets	(29)
Excess of purchase price over net assets acquired	(1,683)
Assumption of notes payable	1,125
Issuance of notes payable	1,100
	-----
TOTAL	\$(1,222)
	=====

</TABLE>

See notes to consolidated financial statements.

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FOUR PAWS PRODUCTS, LTD.  
AND SUBSIDIARIES.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEAR ENDED DECEMBER 31, 1996 (IN THOUSANDS)

#### 1. ORGANIZATION AND OPERATIONS

Four Paws Products, Ltd. and subsidiaries ("Four Paws" or the "Company") is a manufacturer and distributor of branded pet supply products based in Hauppauge, New York. Four Paws manufactures and/or distributes dog, cat, reptile and small animal products in New York and Ohio, under brand names which include Magic Coat, Four Paws and Wee-Wee Pads. Four Paws products are distributed throughout the United States, Canada, Europe and Asia. Approximately 5% of sales are to foreign customers.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

CONSOLIDATED FINANCIAL STATEMENTS - The accompanying consolidated financial statements include Four Paws Products, Ltd. and its two wholly owned consolidated subsidiaries, Cynal Corporation and Mustang Products, Inc.

("Mustang") as well as Pet Life, Inc. ("Pet Life"). The sole shareholder of Four Paws Products, Ltd. is also the sole shareholder of Pet Life.

MARKETABLE SECURITIES consist primarily of U.S. government debt securities which are valued at amortized cost (which approximates market at December 31, 1996). These securities mature in January 1997. Four Paws intends to hold these securities to maturity.

INVENTORIES - Inventories are stated at the lower of cost (first-in, first-out) or market.

BUILDING, IMPROVEMENTS AND EQUIPMENT are recorded at cost. Depreciation is provided using a straight line method over the estimated useful lives of the assets. The carrying amount of long-lived assets is evaluated annually to determine if adjustment to the depreciation period or to the unamortized balance is warranted. Ranges of estimated useful lives for computing depreciation are as follows:

Building	39 years
Machinery and equipment	5-12 years
Furniture and fixtures	7 years
Leasehold improvements and other	5-12 years

REVENUE RECOGNITION - Sales are recorded at the date of shipment.

INCOME TAXES are accounted for in accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes." Under this method, deferred income taxes are recognized for temporary differences by applying enacted statutory rates applicable to future years to differences between the financial statement carrying amounts and the tax basis of existing assets and liabilities. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

USE OF ESTIMATES - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### 3. ACQUISITION OF MUSTANG PRODUCTS, INC.

Effective June 1, 1996, Four Paws acquired Mustang, a manufacturer and distributor of pet collars and leashes located in Ohio. The purchase price of \$2,322 consisted of cash of \$1,222 and two notes payable totaling \$1,100 bearing interest at 8.25%. The acquisition was accounted for as a purchase. The results of Four Paws include the results of Mustang for the seven months ended December 31, 1996. The allocation of the total purchase price to the net assets of Mustang is based upon the estimated fair values of the net assets acquired, and is summarized as follows:

<TABLE> <CAPTION> <S>	<C>
Inventory	\$ 1,324
Receivables	728
Prepays and other current assets	60
Property - net	278
Other noncurrent assets	29
Accounts payable	(495)
Accrued expenses	(160)
Notes payable	(1,125)
Goodwill	1,683
	-----
Total	\$ 2,322
	=====

</TABLE>

The goodwill was initially being amortized over a three year period. However, in November 1996, Four Paws management determined that the goodwill would not be recoverable from future operations and should be written off. This is primarily due to a failed major product line, the loss of Mustang's largest customer in July 1996, and future projected losses from the Mustang business. The unamortized balance of goodwill written off was \$1,402.

For the year ended December 31, 1996, the pro forma unaudited revenues and net income for Four Paws would have been approximately \$30,098 and \$1,649, respectively, if Mustang had been acquired as of January 1, 1996.

### 4. BUILDING, IMPROVEMENTS AND EQUIPMENT

Building, improvements and equipment at December 31, 1996 includes the following:

<TABLE>	
<CAPTION>	
<S>	<C>
Building	\$ 2,343
Machinery and equipment	1,802
Furniture and fixtures	676
Leasehold improvements	412
Other	175
	-----
Total	5,408
Less accumulated depreciation and amortization	(2,587)
	-----
Net building, improvements and equipment	\$ 2,821
	=====

</TABLE>

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#### 5. NOTES PAYABLE

Notes payable at December 31, 1996 consist of the following:

<TABLE>	
<CAPTION>	
<S>	<C>
Mortgage note payable, interest at 8.25%, payable monthly through June 2003	\$1,350
Bank note payable, interest at 8.25%, payable monthly through July 1998	713
Note payable to an employee and a former owner of Mustang, interest at 8.25%, payable in quarterly installments through July 1999	305
Note payable to an estate (a former owner of Mustang), interest at 8.25%, payable quarterly through July 1999	713
	-----
Total	3,081
Less current portion	994
	-----
Long-term portion	\$2,087
	=====

</TABLE>

The mortgage note is secured by a building.

In addition, the Company has a \$500 note payable to an officer of the Company incurred in connection with a Class B common stock buyback, bearing interest at 4.6%, which was repaid in January 1997.

Notes payable at December 31, 1996 mature as follows:

<TABLE>				
<CAPTION>				
	MORTGAGE	BANK	OTHER	TOTAL
	NOTE	NOTE	NOTES	
<S>	<C>	<C>	<C>	<C>
Years ending December 31:				
1997	\$ 200	\$450	\$ 844	\$1,494
1998	200	263	373	836
1999	200		301	501
2000	200			200
2001	200			200
Thereafter	350			350
	-----	-----	-----	-----
Total	\$1,350	\$713	\$1,518	\$3,581
	=====	=====	=====	=====

</TABLE>

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#### 6. INCOME TAXES

The provision for income taxes for the year ended December 31, 1996 consists of:

<TABLE>	
<CAPTION>	
<S>	<C>
Current:	
Federal	\$1,893
State	669

	-----
Total current	2,562
	-----
Deferred:	
Federal	(152)
State	(5)
	-----
Total deferred	(157)
	-----
	\$2,405
	=====

</TABLE>

The deferred income tax benefit reflects the tax effect of changes in the amounts of temporary differences during the year ended December 31, 1996. As of December 31, 1996, Four Paws had gross deferred temporary differences of \$1,048. Deferred tax assets primarily consist of bad debt reserves, inventory reserves, other nondeductible reserves, and depreciation.

A reconciliation of the federal statutory income tax rate with Four Paws effective income tax rate is as follows:

<TABLE>	
<CAPTION>	
<S>	<C>
Federal statutory rate	34%
State income taxes, net of federal benefit	7
Nondeductible expenses, primarily amortization and write off of goodwill	18
	--
Effective tax rate	59%
	==

</TABLE>

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#### 7. LEASE COMMITMENTS

Four Paws has long-term noncancellable operating leases for the use of two buildings. One of the buildings is leased from a Four Paws employee who is the former owner of Mustang. The other building is leased from the Company's sole shareholder and has a five year renewal option. Total rent expense under such agreements amounted to \$922 for the year ended December 31, 1996.

At December 31, 1996, the future minimum lease payments under such leases are as follows:

<TABLE>			
<CAPTION>			
	FORMER	FOUR PAWS	
	MUSTANG OWNER	SHAREHOLDER	TOTAL
<S>	<C>	<C>	<C>
Years ending December 31:			
1997	\$ 75	\$ 420	\$ 495
1998	75	420	495
1999	38	420	458
2000		439	439
2001		441	441
Thereafter		37	37
	----	-----	-----
Total	\$188	\$2,177	\$2,365
	=====	=====	=====

</TABLE>

#### 8. EMPLOYEE BENEFIT PLANS

Eligible employees participate in a defined benefit pension plan sponsored by Four Paws. The following table sets forth the funded status of the plan and amounts recognized in Four Paws' financial statements as of and for the year ended December 31, 1996:

<TABLE>	
<CAPTION>	
<S>	<C>
Actuarial present value of benefit obligation:	
Vested	\$(1,119)
Nonvested	--
	-----
Total accumulated benefit obligation	\$(1,119)
	=====

Projected benefit obligation	\$(1,291)
Plan assets at fair value	1,225
	-----
Projected benefit obligation in excess of plan assets	(66)
Unrecognized net loss	33
Unrecognized net transition obligation	137
	-----
Prepaid pension cost	\$ 104
	=====
Components of net periodic pension cost for the year:	
Service cost - benefits earned during the year	\$ 115
Interest cost on projected benefit obligation	81
Return on plan assets	22
Net amortization and deferral	(103)
	-----
Net periodic pension cost for the year	\$ 115
	=====

</TABLE>

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Four Paws' policy is to contribute amounts required by applicable ERISA regulations. Plan assets are primarily invested in money market funds, stocks and bonds. The actuarial cost method used for determining the benefit obligations is the projected unit credit method. Assumptions underlying the actuarial valuation of the plan included the following:

Discount rate	7.5%
Long-term rate of return	8.0%
Increase in future compensation levels	3.0%

Four Paws also sponsors a noncontributory 401(k) plan for all eligible employees.

#### 9. CONTINGENCIES

The Company is party to various legal actions in the normal course of business. Although the ultimate outcome of these matters is not presently determinable, management believes that the resolution of all such pending matters will not have a material adverse effect on the Company's financial position or results of operations.

#### 10. SALE OF FOUR PAWS

On January 20, 1997, Four Paws was acquired by Central Garden & Pet Company ("Central") for \$55,000; \$45,000 in cash and \$10,000 in Central common stock. In connection with the acquisition, Allen Simon, the shareholder of Four Paws, entered into a five year employment agreement with Central and entered into an operating lease agreement with Central to lease his building in New York presently used by Four Paws through January 2002 (see Note 7). This lease contains a five year renewal option. Four Paws recognized sales of \$5,943 (21% of total sales) to Central for the year ended December 31, 1996.

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## UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION

Central Garden & Pet Company's (the "Company") acquisition of Four Paws Products, Ltd. and subsidiaries ("Four Paws") will be accounted for under the "purchase" method of accounting which requires the purchase price to be allocated to the acquired assets and liabilities of Four Paws on the basis of their estimated fair values as of the date of acquisition. The following unaudited pro forma consolidated condensed balance sheet gives effect to the acquisition of Four Paws as if it occurred on December 28, 1996 and the pro forma consolidated condensed statements of income give effect to the acquisition as if it occurred on October 1, 1995 and include adjustments directly attributable to the acquisition and expected to have a continuing impact on the combined company (collectively, the "Unaudited Pro Forma Financial Information"). As the Unaudited Pro Forma Financial Information has been prepared based on preliminary estimates of fair values, amounts actually recorded may change upon determination of the total purchase price and additional analysis of individual assets and liabilities assumed.

The Unaudited Pro Forma Financial Information and related notes are provided for informational purposes only and are not necessarily indicative of the consolidated financial position or results of operations of the Company as they may be in the future or as they might have been had the acquisition been effected on the assumed dates. The Unaudited Pro Forma Financial Information should be read in conjunction with the historical consolidated financial statements of the Company, and the related notes thereto, which are included in the Company's Annual Report on Form 10-K for the year ended September 28, 1996 and the Company's Quarterly Results on Form 10-Q, for the three months ended December 28, 1996, and the historical financial statements of Four Paws, and the related notes thereto, presented elsewhere in this Current Report on Form 8-K. See Exhibit 1.3 attached hereto.

## UNAUDITED PRO FORMA CONSOLIDATED CONDENSED BALANCE SHEET

DECEMBER 28, 1996

(In thousands, except per share data)

<TABLE>  
<CAPTION>

	Historical		Pro Forma	
	Central Garden	Four Paws	Adjustments	Combined
<S>	<C>	<C>	<C>	<C>
<b>ASSETS:</b>				
Cash	\$ 73,826	\$ 2,502	\$ (45,500) (a)	\$ 30,828
Inventories	219,696	8,029	1,915 (b)	229,640
Other current assets	85,853	9,687	(455) (c)	95,085
Land, buildings, improvements and equipment - net	11,721	2,821		14,542
Other assets	34,906	440	34,759 (d)	70,105
Total	\$426,002	\$23,479	\$ (9,281)	\$440,200
<b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>				
Current liabilities	\$181,554	\$ 3,066	\$ (455) (c)	\$184,165
Long-term debt	115,000	2,087	(500) (e)	116,587
Deferred items	1,670			1,670
Shareholders' equity	127,778	18,326	(8,326) (f)	137,778
Total	\$426,002	\$23,479	\$ (9,281)	\$440,200

&lt;/TABLE&gt;

## Notes to Unaudited Pro Forma Consolidated Condensed Balance Sheet

-----

(a) Adjustment to reflect the following:

<TABLE>  
<CAPTION>

<S>	<C>
Elimination of cash used to acquire Four Paws.	\$ (45,500)
Elimination of cash to repay note payable to former Four Paws shareholder required to be repaid as a result of the Four Paws acquisition.	(500)
Net adjustment	\$ (45,500)

</TABLE>

- (b) Adjustment to record acquired inventories at estimated fair value.
- (c) To eliminate trade account balances between the Company and Four Paws.
- (d) Adjustment to record the excess of purchase price over the fair value of identifiable net assets acquired.
- (e) To eliminate note payable to former Four Paws shareholder required to be repaid as a result of the Four Paws acquisition.
- (f) Adjustment to reflect the following:

Issuance of the Company's common stock to acquire Four Paws.	\$ 10,000
Elimination of Four Paws shareholder's equity.	(18,326)
	-----
Net adjustment	\$ (8,326)
	=====

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UNAUDITED PRO FORMA CONSOLIDATED CONDENSED STATEMENT OF INCOME  
FOR THE FISCAL YEAR ENDED SEPTEMBER 28, 1996  
(In thousands, except per share data)

<TABLE>  
<CAPTION>

	Historical		Pro Forma	
	Central Garden	Four Paws	Adjustments	Combined
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Net sales	\$619,622	\$30,531	\$ (6,005) (a)	\$644,148
Cost of goods sold and occupancy	535,189	15,143	(3,303) (a)	547,029
	-----	-----	-----	-----
Gross profit	84,433	15,388	(2,702)	97,119
Selling, general and administrative expenses	66,945	8,233	(695) (b)	74,483
	-----	-----	-----	-----
Income from operations	17,488	7,155	(2,007)	22,636
Interest and other expenses (income)	3,023	(490)	2,659 (c)	5,192
	-----	-----	-----	-----
Income before income taxes	14,465	7,645	(4,666)	17,444
Income taxes	6,017	3,211	(1,913) (d)	7,315
	-----	-----	-----	-----
Net income	\$ 8,448	\$ 4,434	\$ (2,753)	\$ 10,129
	=====	=====	=====	=====
Net income per common and common equivalent share:				
Fully diluted	\$ 0.71			\$ 0.82
Primary	\$ 0.72			\$ 0.83
Weighted average common and common equivalent shares outstanding:				
Fully diluted	11,904		450 (e)	12,354
Primary	11,702		450 (e)	12,152

Notes to Unaudited Pro Forma Consolidated Condensed Statement of Income

(a) Adjustment to eliminate sales and cost of sales for historical sales from Four Paws to the Company.

(b) Adjustment to reflect the following:

Reduction in operating lease costs in connection with lease agreement entered into with the former owner of Four Paws.	\$ (464)
Reduction in salary expense in connection with employment agreement entered into with the former owner of Four Paws.	(574)
Amortization of the excess of purchase price over the net assets acquired.	869
Elimination of forgiveness of loans to Four Paws shareholder and family in connection with December 1996 asset purchase agreement between the Company and Four Paws	(526)
	-----
Net adjustment	\$ (695)
	=====

(c) Adjustment to reflect the following:

To increase interest expense associated with the issuance of 6% convertible subordinated notes issued to finance the acquisition of Four Paws.

\$ 2,700

To reduce interest expense on note payable to former shareholder required to be repaid in connection with the acquisition of Four Paws. (41)

Net adjustment \$ 2,659

(d) Adjustment to the historical provision for income taxes to give effect to the pro forma adjustments discussed in (a), (b) and (c) above.

(e) To record issuance of 450 shares of the Company's common stock to acquire Four Paws.

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UNAUDITED PRO FORMA CONSOLIDATED CONDENSED STATEMENT OF INCOME  
FOR THE THREE MONTHS ENDED DECEMBER 28, 1996  
(In thousands, except per share data)

<TABLE>  
<CAPTION>

	Historical		Pro Forma	
	Central Garden	Four Paws	Adjustments	Combined
<S>	<C>	<C>	<C>	<C>
Net sales	\$100,144	\$ 6,880	\$ (1,368) (a)	\$105,656
Cost of goods sold and occupancy	82,690	3,561	(752) (a)	85,499
Gross profit	17,454	3,319	(616)	20,157
Selling, general and administrative expenses	19,633	3,067	(569) (b)	22,131
Write-off of goodwill		1,402		1,402
Loss from operations	(2,179)	(1,150)	(47)	(3,376)
Interest and other expenses (income)	937	(54)	610 (c)	1,493
Loss before income taxes	(3,116)	(1,096)	(657)	(4,869)
Income taxes	(1,309)	164	(269) (d)	(1,414)
Net Loss	\$ (1,807)	\$ (1,260)	\$ (388)	\$ (3,455)
Net loss per common and common equivalent share:				
Fully diluted	\$ (0.12)			\$ (0.23)
Primary	\$ (0.12)			\$ (0.23)
Weighted average common and common equivalent shares outstanding:				
Fully diluted	14,474		450 (e)	14,924
Primary	14,474		450 (e)	14,924

Notes to Unaudited Pro Forma Consolidated Condensed Statement of Income

(a) Adjustment to eliminate sales and cost of sales for historical sales from Four Paws to the Company.

(b) Adjustment to reflect the following:

Reduction in operating lease costs in connection with lease agreement entered into with the former owner of Four Paws.	\$ (116)
Reduction in salary expense in connection with employment agreement entered into with the former owner of Four Paws.	(144)
Amortization of the excess of purchase price over the net assets acquired.	217
Elimination of forgiveness of loans to Four Paws shareholder and family in connection with December 1996 asset purchase agreement between the Company and Four Paws.	(526)
Net adjustment	\$ (569)

(c) Adjustment to reflect the following:

To increase interest expense associated with the issuance of 6% convertible subordinated notes issued to finance the acquisition of Four Paws.	\$ 355
To reduce interest expense on note payable to former shareholder required to be repaid in connection with the acquisition of Four Paws.	(10)
To reduce interest income on proceeds of 6% convertible subordinated notes used to finance the acquisition of Four Paws.	265

Net adjustment

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\$ 610  
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- (d) Adjustment to the historical provision for income taxes to give effect to the pro forma adjustments discussed in (a), (b) and (c) above.
- (e) To record issuance of 450 shares of the Company's common stock to acquire Four Paws.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Central Garden & Pet Company's Registration Statement Nos. 333-09865, 333-01238, 33-96816, 33-89216 and 33-72326 on Forms S-8, Registration Statement Nos. 333-05261 and 333-22209 on Forms S-4 and Registration Statement Nos. 33-86284 and 333-21603 on Forms S-3 of our report on Four Paws Products, Ltd. and subsidiaries dated January 20, 1997 appearing in this Current Report on Form 8-K/A of Central Garden & Pet Company.

DELOITTE & TOUCHE LLP  
San Francisco, California  
April 2, 1997