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) February 27, 1998

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 4

The purpose of this Form 8-K/A is to amend the Form 8-K, which was filed on March 11, 1998, to provide the required financial statements.

Item 7. Financial Statement and Exhibits

(a)(1) Financial Statements of Pennington Seed, Inc. are attached as Exhibit 1.4 hereto.

(a)(2) Independent Auditors' Reports are included in Exhibit 1.4 hereto.

(b)(1) Pro Forma Financial Information is attached as Exhibit 1.5 hereto.

(c) See attached Exhibit Index.

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: May ____, 1998

EXHIBIT INDEX

<TABLE>
<CAPTION>

Number	Exhibit
<C>	<S>
1.1	Agreement and Plan of Reorganization dated as of February 17, 1998 among Pennington Seed, Inc., the Stockholders of Pennington Seed, Inc., Central Garden & Pet Company and PS Sub, Inc. (the "Merger Agreement").*
1.2	Amendment No. 1 to the Merger Agreement dated February 27, 1998.*
1.3	Press Release dated March 4, 1998.*
1.4	Financial Statements of Pennington Seed, Inc. (including Independent Auditors' Reports).
1.5	Pro Forma Financial Information.
1.6	Consent of Independent Public Accountants (Arthur Andersen LLP).
1.7	Consent of Independent Accountants (Price Waterhouse LLP).

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* Incorporated by reference to Exhibits 99.1, 99.2 and 99.3, respectively, of the Company's Form 8-K Current Report filed on March 11, 1998.

EXHIBIT 1.4

PENNINGTON SEED, INC. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS AS OF JUNE 30,
1997 AND 1996 AND FOR THE THREE-YEARS THEN ENDED
AND AS OF AND FOR THE SIX-MONTH PERIODS ENDED
DECEMBER 31, 1997 AND 1996 (UNAUDITED)

ARTHUR ANDERSEN LLP

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Board of Directors and Shareholders of
Pennington Seed, Inc.:

We have audited the accompanying consolidated balance sheets of PENNINGTON SEED, INC. (a Georgia corporation) and subsidiaries as of June 30, 1997 and 1996 and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Pennington Seed, Inc. and its subsidiaries as of June 30, 1997 and 1996 and the results of their operations and their cash flows for the years then ended in conformity with generally accepted accounting principles.

Atlanta, Georgia
August 29, 1997

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Shareholders of
Pennington Seed, Inc.

In our opinion, the accompanying consolidated statements of operations, of changes in shareholders' equity and of cash flows present fairly, in all material respects, the results of operations and cash flows of Pennington Seed, Inc. and its subsidiary for the year ended June 30, 1995 in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with generally accepted auditing standards which 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for the opinion expressed above.

Price Waterhouse LLP
Atlanta, Georgia

September 20, 1995

PENNINGTON SEED, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)
<TABLE>
<CAPTION>
- --

JUNE 30,

DECEMBER 31,

	1997	1996	1997 (UNAUDITED)
<S>	<C>	<C>	<C>
ASSETS			
CURRENT ASSETS:			
Cash	$ 4,448	$ 3,963	$ 620
Trade receivables, less allowances of $1,633 and $1,085 in 1997 and 1996, respectively, and $1,708 at December 31, 1997 (unaudited)	35,999	40,907	22,311
Inventories	50,644	42,102	73,625
Prepaids and other current assets	1,371	1,895	2,229
Total current assets	92,462	88,867	98,785
PROPERTY, PLANT, AND EQUIPMENT, net	25,245	23,375	25,639
OTHER ASSETS:			
Goodwill net of accumulated amortization of $40 and $0 in 1997 and 1996, respectively, and $67 at December 31, 1997 (unaudited)	772	-	745
Investments	380	1,048	380
Other	257	192	531
Total other assets	1,409	1,240	1,656
TOTAL ASSETS	$119,116	$113,482	$126,080
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Current maturities of long-term debt	$ 4,213	$ 2,667	$ 4,183
Accounts payable	25,798	24,446	26,703
Accrued compensation and benefits	5,216	4,073	3,044
Accrued income taxes	1,575	-	10
Other accrued expenses	994	1,137	620
Total current liabilities	37,796	32,323	34,560
LONG-TERM DEBT, less current maturities	38,000	50,377	44,431
DEFERRED INCOME TAXES	2,330	2,419	2,330
OTHER LIABILITIES	-	-	-
Total	78,126	85,119	81,321
COMMITMENTS AND CONTINGENCIES (Note 7)			
STOCKHOLDERS' EQUITY:			
Series A 10% cumulative preferred stock, $1 par value; 1,000 shares authorized, 412 shares issued	-	-	-
Common stock, $1 par value; 1,000,000 shares authorized, 10,000 shares issued and outstanding	10	10	10
Additional paid-in capital	1,984	1,984	1,984

Retained earnings	39,013	26,386	42,782
Total	41,007	28,380	44,776
Less treasury stock 17 shares of Series A 10% cumulative preferred stock, at cost	(17)	(17)	(17)
Total stockholders' equity	40,990	28,363	44,759
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$119,116	$113,482	$126,080

</TABLE>
The accompanying notes are an integral part of these consolidated statements.

PENNINGTON SEED, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS (In thousands)
<TABLE>
<CAPTION>

	FOR THE YEARS ENDED JUNE 30,			FOR THE SIX-MONTH PERIODS ENDED DECEMBER 31,	
	1997	1996	1995	1997	1996 (UNAUDITED)
<S>	<C>	<C>	<C>	<C>	<C>
NET SALES	$297,774	$266,805	$223,914	$115,638	$101,412
COST OF SALES	213,863	198,608	165,619	81,600	72,100
	83,911	68,197	58,295	34,038	29,312
WAREHOUSING AND DELIVERY EXPENSES	28,267	25,775	24,627	12,520	11,872
SELLING, GENERAL, AND ADMINISTRATIVE EXPENSES	31,631	26,400	24,645	14,557	13,111
	59,898	52,175	49,272	27,077	24,983
OPERATING PROFIT	24,013	16,022	9,023	6,961	4,329
OTHER INCOME (EXPENSE):					
Interest expense, net	(3,460)	(3,648)	(3,094)	(1,302)	(1,704)
Other, net	558	(324)	140	551	392
Total other expense	(2,902)	(3,972)	(2,954)	(751)	(1,312)
INCOME BEFORE INCOME TAXES	21,111	12,050	6,069	6,210	3,017

PROVISION FOR INCOME TAXES	8,444	4,483	2,205	2,410	1,147
NET INCOME	$ 12,667	$ 7,567	$ 3,864	$ 3,800	$ 1,870

</TABLE>
The accompanying notes are an integral part of these consolidated statements.

PENNINGTON SEED, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
YEARS ENDED JUNE 30, 1997, 1996 AND 1995 AND
SIX-MONTH PERIOD ENDED DECEMBER 31, 1997 (In thousands)
<TABLE>
<CAPTION>

<S>	COMMON STOCK	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	TREASURY STOCK	TOTAL
BALANCE, June 30, 1994	$10	$1,984	$15,035	$(17)	$17,012
Dividends	-	-	(40)	-	(40)
Net income	-	-	3,864	-	3,864
BALANCE, June 30, 1995	10	1,984	18,859	(17)	20,836
Dividends	-	-	(40)	-	(40)
Net income	-	-	7,567	-	7,567
BALANCE, June 30, 1996	10	1,984	26,386	(17)	28,363
Dividends	-	-	(40)	-	(40)
Net income	-	-	12,667	-	12,667
BALANCE, June 30, 1997	10	1,984	39,013	(17)	40,990
Dividends (unaudited)	-	-	(30)	-	(30)
Net income (unaudited)	-	-	3,800	-	3,800
BALANCE, December 31, 1997 (Unaudited)	$10	$1,984	$42,782	$(17)	$44,759

The accompanying notes are an integral part of these consolidated statements.
</TABLE>

PENNINGTON SEED, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (In thousands)
<TABLE>

<CAPTION>

	FOR THE YEARS ENDED JUNE 30,			FOR THE SIX-MONTH PERIODS ENDED DECEMBER 31,	
	1997	1996	1995	1997	1996 (UNAUDITED)
CASH FLOWS FROM OPERATING ACTIVITIES:					
Net income	$ 12,667	$ 7,567	$ 3,864	$ 3,800	$ 1,870
Adjustments to reconcile net income to net cash provided by (used in) operating activities:					
Depreciation and amortization	3,143	2,470	2,284	1,430	1,392
Write-down of equity investment and related goodwill (Note 2)	272	701	-	-	-
Gain (loss) on sale of property, plant, and equipment	(653)	(22)	197	(4)	(41)
Deferred income taxes	(511)	(653)	(197)	-	-
Changes in operating assets and liabilities:					
Trade receivables	6,943	(6,942)	253	13,688	16,408
Inventories	(6,636)	(8,603)	4,359	(22,981)	(14,545)
Prepaids and other assets	195	(133)	(440)	(111)	(667)
Accounts payable	76	2,044	(3,299)	905	(3,967)
Accrued compensation and benefits	1,143	1,187	188	(2,172)	(416)
Accrued income taxes and other accrued liabilities	1,167	(618)	814	(2,961)	79
Net cash provided by (used in) operating activities	17,806	(3,002)	8,023	(8,406)	113
CASH FLOWS FROM INVESTING ACTIVITIES:					
Purchases of property, plant, and equipment	(3,694)	(5,705)	(3,109)	(1,797)	(1,908)
Proceeds from sale of property, plant, and equipment	817	151	32	4	41
Proceeds from sale of investment	334	-	-	-	-
Proceeds from liquidation of life insurance policies	813	-	-	-	-
Acquisition of majority interest in subsidiary, net of cash acquired (Note 2)	(313)	-	-	-	-
Net cash used in investing activities	(2,043)	(5,554)	(3,077)	(1,793)	(1,867)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Net proceeds from borrowings of long-term debt	1,813	10,604	1,042	8,003	735
Net reductions of long-term debt	(17,051)	(2,530)	(9,391)	(1,602)	(2,525)
Dividends paid	(40)	(40)	(40)	(30)	(30)
Net cash (used in) provided by financing activities	(15,278)	8,034	(8,389)	6,371	(1,820)

NET INCREASE (DECREASE) IN CASH	485	(522)	(3,443)	(3,828)	(3,574)
CASH:					
Beginning of year	3,963	4,485	7,928	4,448	3,963
End of period	$ 4,448	$ 3,963	$ 4,485	$ 620	$ 389
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:					
Interest paid	$ 3,125	$ 3,659	$ 3,094	$ 1,302	$ 1,704
Income taxes, net of refunds received	$ 6,978	$ 5,653	$ 1,856	$ 2,400	$ 1,577

</TABLE>

The accompanying notes are an integral part of these consolidated statements.

PENNINGTON SEED, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 1997, 1996 AND 1995 AND DECEMBER 31, 1997
(Information as of and for the six-months ended
December 31, 1997 and 1996 is unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF OPERATIONS - Pennington Seed, Inc. and its subsidiaries (collectively, the "Company") manufacture and distribute grass seed, bird seed, and lawn and garden supplies throughout the United States. The majority of the Company's operations are in the southeastern United States, although certain of the Company's operations are located in the northwestern and central United States. The Company sells primarily to large national chains and independent retailers throughout the United States.

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 at the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

PRINCIPLES OF CONSOLIDATION - The consolidated financial statements include the accounts of Pennington Seed, Inc. and its subsidiaries which are more than 50% owned. All material intercompany accounts and transactions have been eliminated.

RECLASSIFICATIONS - Certain prior year amounts have been reclassified to conform to the current year presentation.

FAIR VALUE OF FINANCIAL INSTRUMENTS - The book values of cash, trade receivables, accounts payable, and other financial instruments approximate their fair values principally because of the short-term maturities of these instruments. The fair value of the Company's long-term debt is estimated based on current rates offered to the Company for debt of similar terms and maturities. Under this method, the Company's fair value of long-term debt was not significantly different from the stated value at June 30, 1997 and 1996.

UNAUDITED INTERIM INFORMATION - The financial information with respect to the six-month periods ended December 31, 1997 and December 31, 1996 is unaudited. In the opinion of management, such information contains all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results of such periods. The results of operations for the six month periods ended December 31, 1997 and 1996 are not necessarily indicative of the results to be expected for the full year.

INVENTORIES are stated at the lower of average cost, determined on the first-in, first-out ("FIFO") method, or market.

Inventories are summarized as follows (in thousands):

	AS OF JUNE 30, 1997	AS OF JUNE 30, 1996	AS OF DECEMBER 31, 1997 (UNAUDITED)
Manufacturing:			
Raw materials	$24,715	$16,901	$26,959
Finished goods	10,370	9,458	17,795
Supplies	2,796	3,239	4,838
	37,881	29,598	49,592
Distribution:			
Merchandise held for resale	11,917	12,256	22,111
Supplies	846	248	139
	12,763	12,504	22,250
Total	$50,644	$42,102	$71,842

INVESTMENTS in which the Company has an interest of 20% to 50% are carried at cost, adjusted for the Company's proportionate share of the investments' undistributed earnings or losses. Investments in which the Company has an interest of less than 20% are recorded at historical cost. All investments are classified as other assets in the accompanying consolidated balance sheets.

PROPERTY, PLANT AND EQUIPMENT are recorded at cost, less accumulated depreciation and amortization. Depreciation and amortization are provided for financial reporting purposes principally using the straight-line method over the estimated useful lives of the assets, ranging from 3 to 40 years. Accelerated depreciation methods are used for income tax purposes. Significant expenditures which add materially to the utility or useful lives of property, plant, and equipment are capitalized. All other maintenance and repair costs are charged to current operations. When property and equipment are sold or retired, the related costs and accumulated depreciation are removed from the accounts and any gain or loss is included in the consolidated statement of operations.

Property, plant and equipment are summarized as follows (in thousands):

	AS OF JUNE 30, 1997	AS OF JUNE 30, 1996	AS OF DECEMBER 31, 1997 (UNAUDITED)
Land and improvements	$ 1,366	$ 1,317	$ 1,366
Buildings and improvements	17,032	14,966	16,791
Leasehold improvements	265	265	265
Machinery and equipment	23,213	20,099	24,782
Furniture and fixtures	1,152	945	1,249
Airplane	186	924	536
Vehicles	3,783	3,786	3,848
Other	220	376	-
Total	47,217	42,678	48,837
Less accumulated depreciation	(21,972)	(19,303)	(23,198)
Total	$ 25,245	$ 23,375	$ 25,639

Depreciation expense approximated $3,005,000, $2,352,000 and $2,284,000 for the years ended June 30, 1997, 1996 and 1995, respectively, and $1,401,000 and $1,365,000 for the six-month periods ended December 31, 1997 and 1996, respectively.

IMPAIRMENT OF LONG-LIVED ASSETS - The Company periodically reviews the values assigned to long-lived assets, including property, goodwill, and other deferred costs, to determine whether any impairments are other than temporary. Management believes the long-lived assets in the accompanying 1997 balance sheet are appropriately valued.

INTEREST RATE SWAPS are accounted for under the accrual method, with all interest received or payable credited to or charged against interest expense.

INCOME TAXES - The Company records deferred income taxes using enacted tax laws and rates for the years in which the taxes are expected to be paid. Deferred income taxes reflect the tax consequences on future years of differences between the tax bases of assets and liabilities and their financial reporting amounts. Differences result primarily from inventory valuation, depreciation, and unfunded accruals (Note 5).

2. ACQUISITION OF MAJORITY INTEREST IN SUBSIDIARY

During 1996, the Company contributed its 50% equity interest in Cactus Seed, Inc. for a 37.5% equity interest in a newly formed joint venture, Seeds West, Inc. ("Seeds West" or the "Subsidiary"). The Company's equity interest at the date of formation of Seeds West was $596,000. In addition, the Company also had goodwill of approximately $140,000 related to its original investment in Cactus Seed, Inc. The investment in and goodwill related to Seeds West were written down to zero as of June 30, 1996 to reflect the Company's share of Seeds West's net deficit. The Company was not obligated to fund any deficit of Seeds West.

The Company made purchases from Seeds West of $4,885,000 during the year ended June 30, 1996. Included in other assets at June 30, 1996 is a $250,000 note receivable from Seeds West. The note is due upon demand and accrues interest monthly at a variable rate.

On July 25, 1996, Seeds West acquired 37,500 shares from its shareholders for approximately $359,000. As a result, the Company's interest in Seeds West increased to 60%. The treasury stock transaction was recorded as an acquisition using the purchase method of accounting, and accordingly, the results of operations of Seeds West for the period from July 25, 1996 to June 30, 1997 are included in the accompanying financial statements. The purchase price of the treasury stock was allocated to the assets acquired and liabilities assumed based on fair market values at the date of acquisition. The Company's share of the excess of the treasury stock price over the net assets acquired, approximately $522,000, was recorded as goodwill.

At the date of acquisition and throughout fiscal 1997, Seeds West was in a shareholders' deficit position and the minority shareholders were not obligated to fund the Subsidiary's shareholders' deficit. As a result, the Company recorded additional goodwill at the date of acquisition for the minorities' 40% interest in the shareholders' deficit. The goodwill recorded attributable to the minorities' interest in the Subsidiary's shareholders' deficit at the date of acquisition approximated $290,000.

During fiscal 1997, the Subsidiary recorded net income of $127,000 on a stand-alone basis. After considering intercompany profits, the Subsidiary recorded a net loss of $17,000. Because the minority shareholders are not obligated to fund the Subsidiary's deficit, the Company's statement of operations for the year ended June 30, 1997 includes all losses generated by the Subsidiary.

Goodwill attributable to the Subsidiary's acquisition of treasury stock, approximately $812,000, is being amortized using the straight-line method over 20 years. Goodwill attributable to the minority interest in the shareholders' deficit at the date of acquisition, approximately $290,000 will be reduced by subsequent subsidiary profits applicable to the minority interest. However, subsequent subsidiary profits applicable to the minority interest will first be allocated to the Company to the extent the Company has absorbed the minorities' interest in subsequent subsidiary losses.

As a result of the treasury stock transaction, the Company was required to record its equity investment share of the Subsidiary's losses through the acquisition date. Accordingly, the Company recorded a $272,000 charge attributable to the Subsidiary's previous losses. The charge is included in other income (expense) in the accompanying consolidated statement of operations for the year ended June 30, 1997.

3. CONCENTRATION OF CREDIT RISK

The Company sells products to chain stores and other customers and extends credit based on an evaluation of the customer's financial condition, generally without requiring collateral. The Company monitors its exposure for credit losses and maintains allowances for anticipated losses. During 1997, 1996 and 1995, sales to the Company's two largest customers represented

54%, 60% and 57%, respectively, of net sales. These customers also represent 64% and 72% of total accounts receivable at June 30, 1997 and 1996, respectively.

4. LONG-TERM DEBT

Long-term debt is summarized as follows (in thousands):

<TABLE>
<CAPTION>

	AS OF JUNE 30, 1997	AS OF JUNE 30, 1996	AS OF DECEMBER 31, 1997 (UNAUDITED)
<S>	<C>	<C>	<C>
Revolving credit loan payable to a consortium of banks due May 30, 1999, secured by substantially all company assets, bearing interest at prime (8.5% at June 30, 1997) or LIBOR plus .875%, at the Company's option	$27,500	$39,663	$34,603
Note payable to a bank in quarterly principal installments of $392,000, with a final principal installment of $3,552,000 due May 30, 1999, secured by real estate, equipment, and personal property, bearing interest at prime or LIBOR plus 1.75%, at the Company's option	5,904	7,472	5,120
Notes payable to a bank with varying maturity dates through 2001, secured by certain equipment and vehicles, bearing interest at rates from 6.85% to 10.2%	2,099	1,746	2,260
Industrial development revenue bonds due in annual sinking fund installments of $300,000 through December 1, 2005, bearing interest at varying rates, secured by an unconditional letter of credit	2,700	3,000	2,400
Industrial development revenue bonds due in quarterly sinking fund installments of $30,000, with a final principal installment of $90,000 due March 1, 2004, bearing interest at varying rates, secured by an unconditional letter of credit	870	990	810
Subsidiary revolving line of credit payable to a bank due January 1, 1998, secured by the accounts receivable and inventory of a subsidiary, bearing interest at the bank's prime rate plus .25%	1,145	-	1,471
Subsidiary note payable to a bank due in quarterly principal installments of $21,000 through December 30, 2007, bearing interest at 8.39%, interest rate subject to change every three years	895	-	892
Subsidiary note payable to a bank due in quarterly principal installments of $15,000 through December 28,2001, bearing interest at the bank's prime rate plus .5%	270	-	255
Subsidiary subordinated notes payable to subsidiary shareholders with principal due September 30, 2001 and December 28, 2001, bearing interest at prime plus .5% to 1%	500	-	500
Other	330	173	303
Total	42,213	53,044	48,614
Less current portion	(4,213)	(2,667)	(4,183)
Total	$38,000	$50,377	$44,431

</TABLE>

In connection with the issuance of the industrial development revenue bonds due March 1, 2004, the Company obtained a letter of credit from a bank issued in favor of the trustee securing payment of the principal and interest installments. Another letter of credit was obtained for the industrial development revenue bonds due December 1, 2005. Each letter of credit fee is 1% of the outstanding principal balance of the bonds and is payable to the bank on a quarterly basis.

On May 27, 1996, the Company refinanced the revolving credit agreement with various banks, whereby the Company may borrow up to $60,000,000, provided that borrowings may not exceed the total of 80% of eligible accounts receivable and between 50% and 65% of eligible inventory, as defined in the agreement. The credit agreement is secured by substantially all accounts receivable and inventory of the Company. At June 30, 1997 and 1996, $27,500,000 and $39,663,000, respectively, of the loan had been drawn under the revolving credit agreement. This revolving credit loan is classified as long-term debt in the accompanying consolidated balance sheets.

The subsidiary revolving line of credit, note payable due December 28, 2001, note payable due December 30, 2007, and subordinated notes payable due to subsidiary shareholders are indebtedness of Seeds West. The subsidiary revolving line of credit, note payable due December 28, 2001, and note payable due December 30, 2007 are collateralized by the accounts receivable, inventory, and fixed assets of Seeds West and are guaranteed by the Company as well as a certain subsidiary shareholder.

Under the provisions of the revolving credit agreement, the industrial development revenue bond agreements, the note payable, and conventional financing arrangements with various banks, the Company must comply with certain restrictive covenants. These covenants, among other things, require the Company to maintain specified financial ratios and levels of tangible net worth and restrict the payment of cash dividends. At June 30, 1997 and 1996, the Company was in compliance with all applicable covenants.

Under the provisions of the subsidiary revolving line of credit, note payable due December 28, 2001, and note payable due December 30, 2007, Seeds West must comply with certain restrictive covenants. These covenants, among other things, require Seeds West to maintain certain levels of working capital and net worth and place limitations on the incurrence of debt and capital expenditures. At June 30, 1997, Seeds West was in violation of certain of these restrictive covenants. Seeds West has obtained a waiver from the lender for all events of noncompliance as of June 30, 1997.

The Company has two interest rate swaps outstanding at June 30, 1997, with notional principal amounts of $6,000,000 and $3,000,000 which expire over a three- and two-year period, respectively. These swaps exchanged the variable interest rate on the note payable due March 30, 1999 for a blended fixed rate. The swaps thus serve to substantially hedge the interest expense of the life of the loan. The Company accounts for the interest paid (received) under the swaps as a charge or credit to interest expense on a quarterly basis. The fair value of these interest rate swaps is not material to the financial statements.

Aggregate principal maturities of long-term debt as of June 30, 1997 are as follows (in thousands):

<TABLE>
<CAPTION>

Year ending June 30:	
1998	$ 4,213
1999	33,092
2000	1,066
2001	717
2002	1,039
Thereafter	2,086
Total	$42,213

</TABLE>

5. INCOME TAXES

The components of the provision (benefit) for income taxes in fiscal 1997, 1996 and 1995 are as follows (in thousands):

<TABLE>
<CAPTION>

	1997	1996	1995
Current:			
Federal	$7,638	$4,344	

			$2,022
State	1,317	792	379
	------	------	------
	8,955	5,136	2,401
	------	------	------
Deferred:			
Federal	(427)	(552)	(166)
State	(84)	(101)	(30)
	------	------	------
	(511)	(653)	(196)
	------	------	------
Total	$8,444	$4,483	$2,205
	======	======	======

</TABLE>

An analysis of the difference between the expected federal income tax for the years ended June 30, 1997, 1996 and 1995 and the effective tax rate is as follows (in thousands):

<TABLE>
<CAPTION>

	1997	1996	1995
<S>	<C>	<C>	<C>
Tax expense at statutory rate	$7,389	$4,225	$2,063
Effect of:			
State income tax, net of federal benefit	801	471	235
Other, net	254	(213)	(93)
	------	------	------
Provision for income taxes	$8,444	$4,483	$2,205
	======	======	======

</TABLE>

Significant components of the Company's deferred tax liabilities and assets as of June 30, 1997 and 1996 are as follows (in thousands):

<TABLE>
<CAPTION>

	1997	1996
<S>	<C>	<C>
Deferred tax liabilities:		
Depreciation	$2,405	$2,385
Other	201	285
	------	------
	2,606	2,670
	------	------
Deferred tax assets:		
Accounts receivable	641	422
Equity investment	232	232
Inventory	546	231
Net operating loss carryforwards	489	
Other	229	232
State carryforwards	34	38
	------	------
	2,171	1,155
	------	------
Deferred tax assets valuation allowance	(569)	-
	------	------
Total	$1,004	$1,515
	======	======

</TABLE>

The net operating loss carryforwards were generated by Seeds West and expire at various dates through 2011. Since it is currently more likely than not that the net deferred tax assets resulting from the net operating loss carryforwards and other deferred tax items will not be realized by Seeds West, a valuation allowance at June 30, 1997 of $569,000 has been provided in the accompanying consolidated financial statements.

6. EMPLOYEE BENEFIT PLAN

The Company sponsors the Profit Sharing Plan for the Employees of Pennington Enterprises, Inc. and Subsidiaries (the "Plan"), a defined contribution plan covering substantially all employees of the Company. Under the Plan's deferred compensation arrangement, the Company contributes 25% of the first 4% of eligible compensation of employees who elect to participate in the Plan. The Company, at the discretion of the board of directors of the Company, may also make a profit-sharing contribution. During the years ended June 30, 1997, 1996 and 1995, the Company contributed approximately $102,000, $85,000 and $74,000, respectively, to the Plan and accrued a profit-sharing contribution of $900,000, $700,000 and $400,000, respectively.

7. COMMITMENTS AND CONTINGENCIES

The following is a schedule of future minimum rental payments required under noncancelable operating leases at June 30, 1997 that have initial lease terms in excess of one year (in thousands):

<TABLE>
<CAPTION>

Year ending June 30:	
1998	$502
1999	66
2000	25
2001	7
2002	5
Total	$605

</TABLE>

The Company has contracted with certain of its suppliers to purchase seed. As of year-end, the Company owns this seed, although the final price has not yet been settled. Accordingly, the Company has recorded this seed at market rates. The value of this seed as of June 30, 1997 in the accompanying consolidated balance sheet is approximately $5,011,000. Significant changes in market rates could affect the purchase price of this seed.

As of June 30, 1997, the Company has entered into purchase agreements with various suppliers of seed. Subject to the suppliers' quality and performance, the purchase commitments covered by these agreements aggregate approximately $25,000,000, and the purchase agreements are to be settled during fiscal 1998.

As of June 30, 1997, the Company has also entered into sales commitments to sell certain amounts of seed. The aggregate amount of seed committed to be sold during fiscal 1998 totaled approximately $2,100,000 at June 30, 1997.

The Company self-insures a portion of its workers' compensation liability exposure up to $100,000 per claim. Reserves for the self-insurance program are established to provide for estimated claims losses and applicable legal expenses for any claims incurred through the balance sheet date and are recorded in other current liabilities in the accompanying consolidated balance sheets. Commercial insurance has been obtained on a claims-incurred basis for coverage in excess of the self-insured amounts. A letter of credit in the amount of $570,000 is required by the Company's workers' compensation insurance carrier.

For general liability claims, the Company is self insured up to $50,000 per claim. Reserves for general liability claims are established to provide for estimated losses for claims incurred through the balance sheet date and are included in other accrued expenses in the accompanying consolidated balance sheets.

The Company is also self-insured for its group health plan and retains liability exposure of $50,000 per claimant. Reserves for the self-insurance program are established to provide for estimated losses for claims incurred through the balance sheet date and are included in other accrued expenses in the accompanying consolidated balance sheets.

8. RELATED PARTY TRANSACTIONS

During fiscal 1997, the Company received payments totaling $813,000 for its share of life insurance premiums paid for the former chairman of the Company. The amounts were included in prepaids and other current assets in the accompanying balance sheet at June 30, 1996.

Rental expense for 1997, 1996 and 1995 approximated $1,499,000, $1,836,000 and $1,992,000, respectively. Included in rental expense for 1997, 1996 and 1995 were approximately $597,000, $636,000 and $690,000, respectively, paid to the principal shareholder of the Company or his estate for building leases. Lease payments due to the principal shareholder's estate through the end of the lease term in fiscal 1998 are approximately $400,000.

During 1997, the Company purchased a building and land from the estate of the former chairman for approximately $900,000, the appraised value of the property.

The Company owned a 33.3% interest in its unconsolidated affiliate Fine Lawn Research, Inc. The Company sold its interest in Fine Lawn Research, Inc. during fiscal 1997 for approximately $334,000. The investment in Fine Lawn Research, Inc. was $313,000 at June 30, 1996. The Company made purchases from Fine Lawn Research, Inc. of approximately $0, $252,000 and $1,000,000 during 1997, 1996 and 1995, respectively.

The Company owns a 49% interest in its unconsolidated affiliate Newtco, Inc. ("Newtco"). The Company made purchases from a subsidiary of Newtco of approximately $2,761,000 during fiscal 1997.

9. REDEEMABLE PREFERRED STOCK

The preferred stock shareholders are entitled to a 10% cumulative annual dividend, as declared by the board of directors of the Company based on a per share value of $1,000. All cumulative dividends on the preferred stock are payable before any dividends on the common stock may be declared. The Company's board of directors declared a dividend of $100 per share of the preferred stock during 1997, 1996 and 1995.

The preferred stock is redeemable at the option of the Company at any time at the liquidation value of the preferred stock. The liquidation rights of the preferred stock are precedent over those of the common shares. In the event of a liquidation of the Company, each share of preferred stock is valued for distribution of the Company assets at a liquidation value of $1,000 per share plus all declared but unpaid dividends. Holders of the preferred stock do not receive voting rights.

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Exhibit 1.5

UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION

Central Garden & Pet Company's (the "Company") acquisition of Pennington Seed, Inc. and Subsidiaries ("Pennington") will be accounted for under the "purchase" method of accounting which requires the purchase price to be allocated to the acquired assets and liabilities assumed of Pennington 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 Pennington as if it occurred on December 27, 1997, and the unaudited pro forma consolidated condensed statements of income give effect to the acquisition as if it occurred on September 29, 1996, 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 acquired 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 acquisitions 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 27, 1997, and the Company's Quarterly Report on Form 10-Q, for the three months ended December 27, 1997, and the historical financial statements of Pennington, and the related notes thereto, presented elsewhere in this Current Report on Form 8-K. See Exhibit 1.4 attached hereto.

The Unaudited Pro forma Financial Information has been prepared using the Pennington Consolidated Statement of Operations for the year ended June 30, 1997 and Consolidated Balance Sheet and Statement of Operations as of and for the three months ended December 31, 1997. Such Unaudited Pro Forma Financial Information excludes the results of operations of Pennington for the three months ended September 30, 1997, in which Pennington recorded net sales of $70,286,000 and net income of $4,213,000. The unaudited pro forma consolidated statement of income for the year ended September 27, 1997 also gives effect to the acquisitions of the Sandoz Flea and Tick Protection Business ("Wellmark") and Four Paws Products, Ltd. ("Four Paws") during fiscal 1997 as if they occurred on September 29, 1996, and includes adjustments directly attributable to the acquisitions and expected to have a continuing impact on the combined company. The acquisitions of Wellmark and Four Paws were accounted for under the "purchase" method of accounting and the results of operations of Wellmark and Four Paws have been included in the Company's operating results since the date of the acquisitions.

UNAUDITED PRO FORMA CONSOLIDATED CONDENSED BALANCE SHEET
DECEMBER 27, 1997
(in thousands, except share amounts)

<TABLE>
<CAPTION>

	HISTORICAL		PRO FORMA	
	CENTRAL	PENNINGTON	ADJUSTMENTS	COMBINED
<S>	<C>	<C>	<C>	<C>
ASSETS				
Current Assets:				
Cash & Cash Equivalents	77,856	620	(77,856)(c)	620
Account Receivable, net	104,865	22,311	(1,275)(a)(g)	125,901
Inventories	308,014	73,625	640 (g)	381,139
Other Current Assets	11,977	2,229	400 (h)	14,606
Total Current Assets	502,712	98,785	(78,091)	522,266
Property & Equipment - net	45,530	25,639	2,207 (e)	73,376
Other Assets	268,357	1,656	104,493 (b)	375,646
TOTAL ASSETS	816,599	126,080	28,609	971,288
LIABILITIES & SHAREHOLDERS' EQUITY				
Current Liabilities:				
Notes Payable	21,543	4,183	4,606 (c)	30,332
Accounts Payable	162,931	26,703	(775)(a)	188,859
Other Current Liabilities	32,254	3,674	1,000 (f)	36,928
Total Current Liabilities	216,728	34,560	4,831	256,119
Long-Term Liabilities	127,843	44,431		172,274
Other Long-Term Obligations	15,380	2,330	883 (h)	18,593

Shareholders' equity	456,648	44,759	22,895 (d)	524,302
	-------	---------	---------	-------
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	816,599	126,080	28,609	971,288
	=======	=========	=========	=======

</TABLE>

Notes to Unaudited Pro Forma Consolidated Condensed Balance Sheet

(a) To eliminate trade account balances between the Company and Pennington.

(b) Adjustment to record the excess of purchase price over the fair value of identifiable net assets acquired.

(c) To record the disbursement of cash and the line of credit borrowings to finance the acquisition of Pennington.

(d) To reflect the issuance of 2,179,000 shares of common stock of the Company and the elimination of Pennington equity.

(e) To adjust property and equipment to estimated fair value and reflect the property exchange between Pennington and its shareholders immediately prior to the purchase.

(f) Represents an accrual for estimated costs related to the acquisition of Pennington.

(g) Adjustment to record acquired inventories, $640, and accounts receivable, ($500), at estimated fair value.

(h) Represents deferred taxes for differences between book and tax basis of certain pro forma adjustments.

<TABLE>
<CAPTION>

UNAUDITED PRO FORMA CONSOLIDATED CONDENSED STATEMENTS OF INCOME
FISCAL YEAR ENDED SEPTEMBER 27, 1997
(IN THOUSANDS, EXCEPT PER SHARES DATA)

	Historical			Pro Forma		Historical	Pro Forma	Pro Forma
	Central	Four Paws	Wellmark	Adjustments	Combined	Pennington	Adjustments	Combined
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Net sales	841,007	6,880	25,107	(2,083)(a)	870,911	297,774	(3,930)(a)	1,164,755
Cost of goods sold and occupancy	694,925	3,561	17,803	(2,668)(a)(b)	713,621	213,863	(3,930)(a)	923,554
Gross profit	146,082	3,319	7,304	585	157,290	83,911	0	241,201
SG&A	109,160	3,067	11,797	(280)(c)(d)	123,744	59,898	2,587(c)	186,229
R&D			1,711		1,711			1,711
Write-off of goodwill		1,402			1,402			1,402
Income from operations	36,922	(1,150)	(6,204)	865	30,433	24,013	(2,587)	51,859
Interest and other	6,554	(54)		1,620(e)	8,120	2,902	4,206(g)	15,228
Income (loss) before taxes	30,368	(1,096)	(6,204)	(755)	22,313	21,111	(6,793)	36,631
Income taxes	12,765	164		(3,182)(f)	9,747	8,444	770(f)	18,962
Net income (loss)	17,603	(1,260)	(6,204)	2,427	12,566	12,667	(7,563)	17,669
EPS-Diluted	1.07				0.80			0.95
EPS-Basic	1.11				0.78			0.96
Shares used-Diluted	19,958			282(h)	20,240		2,179(h)	22,419
Shares used-Basic	15,831			282(h)	16,113		2,179(h)	18,292

</TABLE>

Notes to Unaudited Pro Forma Consolidated Condensed Statements of Income.

(a) Adjustment to eliminate historical sales from Wellmark ($715), Four Paws ($1,368) and Pennington to Central.

(b) To adjust for the reduced price of methoprene purchased from Novartis Inc. in connection with the methoprene supply agreement entered into in connection with the acquisition of Wellmark ($585).

(c) Adjustment to reflect the amortization of the excess of purchase price over the fair value of identifiable net assets acquired for Wellmark ($367) and Four Paws ($217) and Pennington. The excess of the purchase price over the fair value of identifiable net assets acquired is being amortized over 40 years.

(d) Adjustment to reduce building lease expense as a result of former Sandoz Agro administrative employees being required to move out of the Sandoz Agro corporate headquarters to another leased facility.

Adjustment to reduce building lease expense as a result of former Sandoz Agro administrative employees being required to move out of the Sandoz Agro corporate headquarters to another leased facility.	$ (78)
Reduction in operating lease costs 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)
Elimination of foregiveness of loans to Four Paws shareholder and family in connection with the asset purchase agreement between the Company and Four Paws.	(526)
Net Adjustment	$ (864)

(e) To reduce interest income on proceeds of 6% convertible notes used to finance a portion of the acquisitions of Wellmark ($110) and Four Paws ($265).

To reduce interest income on proceeds of 6% convertible notes used to finance a portion of the acquisitions of Wellmark ($110) and Four Paws ($265).	$ 375
Interest expense for line of credit borrowings to finance the acquisition of Wellmark.	900
To increase interest expense associated with the issuance of 6% convertible subordinated notes 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)
Net Adjustment	$ 1,620

(f) Adjustment to the historical provision for income taxes to give effect to the pro forma adjustments discussed above and to record a provision for income taxes for Wellmark.

(g) To adjust net interest for the reduction in cash and the additional line of credit borrowings at an assumed rate of 5.1% to finance the acquisition of Pennington.

(h) To record the issuance of shares of the Company's common stock to acquire Four Paws and Pennington.

<TABLE>
<CAPTION>

UNAUDITED PRO FORMA CONSOLIDATED CONDENSED STATEMENTS OF INCOME
FOR THE THREE MONTHS ENDED DECEMBER 27, 1997
(IN THOUSANDS, EXCEPT PER SHARES DATA)

	Historical		Pro Forma	Pro Forma
	Central	Pennington	Adjustments	Combined
<S>	<C>	<C>	<C>	<C>
Net sales	138,827	45,352	(780)(a)	183,399
Cost of goods sold and occupancy	105,505	31,019	(780)(a)	135,744
Gross profit	33,322	14,333	0	47,655
SG&A	33,289	14,712	647(b)	48,648
Income (loss) from operations	33	(379)	(647)	(993)
Interest and other	927	318	1,051(c)	2,296
Loss before tax benefit	(894)	(697)	(1,698)	(3,289)
Income tax benefit	(375)	(284)	(441)(d)	(1,100)
Net loss	(519)	(413)	(1,257)	(2,189)
EPS-Basic & Diluted	(0.02)			(0.09)
Shares used-Basic & Diluted	21,318		2,132(e)	23,450

</TABLE>

Notes to Unaudited Pro Forma Consolidated Condensed Statements of Income

(a) Adjustment to eliminate historical sales from Pennington to Central.
(b) Adjustment to reflect the amortization of the excess of purchase price over the fair value of identifiable net assets acquired. The excess of the purchase price over the fair value of identifiable nets assets acquired is amortized over 40 years.
(c) To adjust net interest for the reduction in cash and the additional

line of credit borrowings at an assumed rate of 5.1% to finance the acquisition of Pennington.

(d) Adjustment to the historical provision for income taxes to give effect to the pro forma adjustments discussed above.

(e) The Company's common shares issued to acquire Pennington.

Exhibit 1.6

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference of our report dated August 29, 1997, with respect to the consolidated financial statements of Pennington Seed, Inc. as of June 30, 1997 and 1996 and for each of the two years ended June 30, 1997, included in this Form 8-K/A of Central Garden and Pet Company into the following previously filed Registration Statements of Central Garden and Pet Company:

- Registration Statement Numbers 333-09065, 333-01238, 33-96816, 33-89216, 33-72326, 333-22209 and 333-41931 on Form S-8
- Registration Statement Numbers 333-05261, 333-26387, and 333-46437 on Form S-4
- Registration Statement Numbers 33-86284, 333-21603, and 333-48617 on Form S-3

Arthur Andersen LLP
Atlanta, Georgia
May 6, 1998

Exhibit 1.7

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in Central Garden & Pet Company's Registration Statements Nos. 333-09065, 333-01238, 33-96816, 33-89216, 33-72326, 333-22209 and 333-41931 on Forms S-8, 333-05261, 333-26387 and 333-46437 on Forms S-4 and Nos. 333-21603, 333-48617 and 33-86284 on Form S-3 of our report dated September 20, 1995 relating to the consolidated financial statements of Pennington Seed, Inc., which appears in the Current Report on Form 8-K/A of Central Garden & Pet Company dated May 6, 1998.

Price Waterhouse LLP
Atlanta, Georgia
May 6, 1998