

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-4
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

CENTRAL GARDEN & PET COMPANY
 (Exact name of registrant as specified in its charter)

<TABLE>			
<S>	Delaware	<C>	5199
	(State or other jurisdiction of incorporation or organization)	<C>	68-0275553
</TABLE>			(I.R.S. employer identification number)

3697 Mt. Diablo Boulevard, Suite 310, Lafayette, California 94549 (510) 283-4573
 (Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

William E. Brown
 Central Garden & Pet Company
 3697 Mt. Diablo Boulevard
 Lafayette, California 94549
 (510) 283-4573

(Name, address, including zip code, and telephone number, including area code, of agent for service)
 with copies of all orders, notices and communications to:

John F. Seegal
 Orrick, Herrington & Sutcliffe
 Old Federal Reserve Bank Building
 400 Sansome Street
 San Francisco, California 94111

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
 As soon as practicable after the Registration Statement becomes effective.

If the only securities registered on this Form are being offered in connection with the formation of a holding company and there is compliance with general Instruction G, check the following box. []

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered (1)	Amount to be registered	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)
Common Stock	750,000	\$14.375	\$10,781,250
\$3,717.67			

- (1) This Registration Statement also registers all of such securities for resale.
- (2) Estimated solely for purpose of calculating the registration fee and based on the closing price of the Common Stock on the NASDAQ National Market System on June 3, 1996.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

CENTRAL GARDEN & PET COMPANY

CROSS-REFERENCE SHEET SHOWING LOCATION IN PROSPECTUS
OF INFORMATION REQUIRED BY FORM S-4

<TABLE>
<CAPTION>

REGISTRATION STATEMENT ITEM -----	LOCATION IN PROSPECTUS -----
<C> <S>	<C>
A. INFORMATION ABOUT THE TRANSACTION	
1. Forepart of Registration Statement and Outside Front Cover Page of Prospectus	Front Cover Page
2. Inside Front and Outside Back Cover Pages of Prospectus	Inside Front and Outside Back Cover Pages; Available Information; Incorporation of Certain Information by Reference
3. Risk Factors, Ratio of Earnings to Fixed Charges and Other Information	Incorporation of Certain Information by Reference; the Company; Selected Financial Data
4. Terms of the Transaction	Not Applicable
5. Pro Forma Financial Information	Not Applicable
6. Material Contacts with the Company Being Acquired	Not Applicable
7. Additional Information Required for Reoffering by Persons and Parties Deemed to be Underwriters	Outstanding Securities Covered by this Prospectus
8. Interests of Named Experts and Counsel	Not Applicable
9. Disclosure of Commission Position on Indemnification for Securities Act Liabilities	Not Applicable
B. INFORMATION ABOUT THE REGISTRANT	
10. Information with Respect to S-3 Registrants	Incorporation of Certain Information by Reference
11. Incorporation of Certain Information By Reference	Incorporation of Certain Information by Reference
12. Information with Respect to S-2 or S-3 Registrants	Not Applicable
13. Incorporation of Certain Information By Reference	Not Applicable
14. Information with Respect to Registrants Other than S-2 or S-3 Registrants	Not Applicable
C. INFORMATION ABOUT THE COMPANY BEING ACQUIRED	
15. Information with Respect to S-3 Companies	Not Applicable
16. Information with Respect to S-2 or S-3 Companies	Not Applicable
17. Information with Respect to Companies Other than S-2 or S-3 Companies	Not Applicable
D. VOTING AND MANAGEMENT INFORMATION	
18. Information If Proxies, Consents or Authorizations are to be Solicited	Not Applicable
19. Information If Proxies, Consents or Authorizations are not to be Solicited or in an Exchange Offer	Not Applicable

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Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This prospectus shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.
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SUBJECT TO COMPLETION, DATED JUNE 5, 1996

750,000 SHARES OF COMMON STOCK

CENTRAL GARDEN & PET COMPANY

Central Garden & Pet Company (the "Company") is registering 750,000 shares of Common Stock (the "Common Stock") which are being offered and sold by the Company in connection with the acquisition of businesses or assets of or interests in businesses that are engaged in international trade.

It is anticipated that the consideration for acquisitions will consist of shares of Common Stock, cash, notes or other evidences of debt, guarantees, assumption of liabilities or a combination thereof, as determined from time to time by negotiations between the Company and the owners or controlling persons of the businesses or assets to be acquired. In addition, the Company may lease property from and enter into management agreements and consulting and noncompeting agreements with the former owners and key executive personnel of the businesses to be acquired.

The terms of an acquisition will be determined by negotiations between the Company's representatives and the owners or controlling persons of the business or assets to be acquired. Factors taken into account in acquisitions include the established quality and reputation of the business and its management, the strategic fit with the Company, earning power, cash flow, growth potential, locations of the business to be acquired and the market value of the Common Stock of the Company when pertinent. It is anticipated that shares of Common Stock issued in any such acquisition will be valued at a price reasonably related to the current market value of the Common Stock, either at the time the terms of the acquisition are tentatively agreed upon, or at or about the time of closing, or during the period or periods prior to delivery of the shares.

It is not expected that underwriting discounts or commissions will be paid by the Company except that finders fees may be paid to persons from time to time in connection with specific acquisitions. Any person receiving any such fees may be deemed to be an Underwriter within the meaning of the Securities Act of 1933.

The Common Stock is traded on the NASDAQ National Market System under the symbol "CENT." The closing price of the Common Stock as reported by NASDAQ/NMS on June 3, 1996 was \$14.375.

This Prospectus may also be used in a registered resale, with the Company's prior consent, by persons who have received or will receive shares of Common Stock in connection with acquisitions and who wish to offer and sell such securities in transactions in which they may be deemed to be underwriters within the meaning of the Securities Act of 1933, as amended. Such sales may be made in the over-the-counter market or in privately negotiated transactions. The Company may require that any resales by means of this Prospectus be effect in an organized manner through securities dealers.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is June 5, 1996

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OUTSTANDING SECURITIES COVERED BY THIS PROSPECTUS

This Prospectus has also been prepared for use by persons who may receive from the Company Common Stock covered by the Registration Statement in acquisitions and who may be entitled to offer such Common Stock under circumstances requiring the use of a Prospectus (such persons being referred to under this caption as "Stockholders"); provided, however, that no Stockholder will be authorized to use this Prospectus for any offer of such Common Stock without first obtaining the consent of the Company. The Company may consent to the use of this Prospectus for a limited period of time by the Stockholders and subject to limitations and conditions which may be varied by agreement between the Company and the Stockholders. Resales of such shares may be made in the over-the-counter market or in privately negotiated transactions.

Agreements with Stockholders permitting use of this Prospectus may provide that any such offering be effected in an orderly manner through securities dealers, acting as broker or dealer, selected by the Company; that Stockholders enter into custody agreements with one or more banks with respect to such shares; and that sales be made only by one or more of the methods described in this Prospectus, as appropriately supplemented or amended when required. The Stockholders may be deemed to be underwriters within the meaning of the Securities Act of 1933.

When resales are to be made through a broker or dealer selected by the Company, it is anticipated that a member firm of the New York Stock Exchange may be engaged to act as the Stockholders' agent in the sale of shares by such Stockholders. It is anticipated that the commission paid to the member firm will be the normal stock exchange commission (including negotiated commissions to the extent permissible). Sales of shares by the member firm may be made in the over-the-counter market from time to time at prices related to prices then prevailing. Any such sales may be by block trade. Any such member firm may be deemed to be an underwriter within the meaning of the Securities Act of 1933 and any commissions earned by such member firm may be deemed to be underwriting discounts and commissions under such Act.

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, in accordance therewith, files reports and other information with the Securities and Exchange Commission (the "Commission"). Reports, proxy statements and other information filed by the Company with the Commission can be inspected and copied at the public reference facilities maintained by the Commission in Washington, D.C. and at the Regional Offices of the Commission at 75 Park Place, 14th Floor, New York, New York 10007; and Northwestern Atrium Center, Suite 1400, 500 West Madison Street, Chicago, Illinois 60661. Copies of such material can be obtained at prescribed rates from Public Reference Room of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549.

The Company has filed with the Commission a registration statement on Form S-4 (herein, together with all amendments and exhibits, referred to as the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). This Prospectus does not contain all the information set forth in the Registration Statement, certain parts of which are omitted in accordance with the rules and regulations of the Commission. For further information, reference is hereby made to the Registration Statement.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The following documents filed by the Company with the Commission under the Securities Exchange Act of 1934 are hereby incorporated by reference in this Prospectus:

- (1) The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1995;
- (2) The Company's Periodic Reports on Form 10-Q for the fiscal quarters ended March 30, 1996 and December 30, 1995;
- (3) The description of the Company's capital stock in the Company's Registration Statement on Form 8-A dated March 30, 1993.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 subsequent to the date of filing of the Company's 1995 Annual Report on Form 10-K referred to above and prior to the termination of the offering of securities offered hereby shall be deemed to be incorporated by reference and to be a part of this prospectus from the date of filing of such documents.

The Company will provide without charge to each person, including any beneficial owner, to whom a Prospectus is delivered, upon written or oral request of such person, a copy of any and all of the information that has been incorporated by reference in this Prospectus (not including exhibits to the information that is incorporated by reference unless such exhibits are specifically incorporated by reference into the information that the Prospectus incorporates.) Written or oral requests should be directed to Chief Financial Officer, Central Garden & Pet Company, 3697 Mt. Diablo Boulevard, Lafayette, CA 94549.

COMMON STOCK AND DIVIDEND DATA

The Company's Common Stock has been traded on the NASDAQ National Market System since June 15, 1993. As of March 30, 1996, there were approximately 133 holders of record of the Company's Common Stock and 12 holders of record of the Company's Class B Stock.

The table below shows the reported high and low closing sales prices in the over-the-counter market as reported by NASDAQ/NMS for the fiscal periods indicated.

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Cost of goods sold and occupancy..... 316,832	233,782	271,050	278,746	354,096
-----	-----	-----	-----	-----
Gross profit..... 56,902	46,940	50,657	55,936	67,331
Selling, general and administrative expenses..... 48,075	40,508	41,949	44,702	58,489
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Income from operations..... 8,827	6,432	8,708	11,234	8,842
Interest expense-net..... (5,891)	(4,343)	(4,028)	(3,751)	(5,642)
Other income (expense)..... (953)	379	(742)	(878)	(856)
-----	-----	-----	-----	-----
Income before income taxes and minority interest..... 1,983	2,468	3,938	6,605	2,344
Income tax expense..... 904	903	1,595	2,637	936
-----	-----	-----	-----	-----
Income before minority interest..... 1,079	1,565	2,343	3,968	1,408
Minority interest..... --	422	(210)	26	(3)
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Net income..... \$ 1,079	\$ 1,987	\$ 2,133	\$ 3,994	\$ 1,405
=====	=====	=====	=====	=====

Net income per common and common equivalent share(2)..... \$0.18			\$0.83	\$0.24
Weighted average shares outstanding(2) 5,943			4,789	5,947
OPERATING DATA:				
Distribution centers at period end.... 38	25	25	30	39

<TABLE>
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	DECEMBER 31, 1991	DECEMBER 27, 1992	DECEMBER 26, 1993	DECEMBER 25, 1994
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<S>	<C>	<C>	<C>	<C>
<C>				
BALANCE SHEET DATA:				
Working capital..... \$ 25,316	\$ 9,289	\$ 10,288	\$ 26,719	\$ 21,003
Total assets..... 142,680	112,693	123,484	143,748	173,953
Short-terms borrowings..... 39,670	37,518	41,453	32,162	44,995
Long-term borrowings..... 11,130	6,627	5,975	8,804	7,019
Shareholders' equity..... 38,402	9,596	16,114	35,359	36,376

(1) In 1992, the Company adopted a 52/53 week fiscal year ending on the last Sunday in December. In 1995, the Company changed its fiscal year end to the last Saturday in September. Accordingly, the fiscal year ended September 30, 1995 was a nine month period.

(2) During 1992, the Company was reorganized (see Note 2 of Notes to Consolidated Financial Statements). As a result, net income per common and common equivalent share and weighted average shares outstanding are not presented for fiscal year 1991 and 1992 because such information would not be comparable with the post-reorganization periods.

Company consists of 40,000,000 shares of Common Stock ("Common Stock"), 3,000,000 shares of Class B Stock ("Class B Stock") and 1,000 shares of Preferred Stock ("Preferred Stock").

The following description of the Company's capital stock does not purport to be complete and is subject to and is qualified in its entirety by the description of the Company's capital stock contained in the Company's Certificate of Incorporation, a copy of which is filed as an exhibit to the Registration Statement of which this Prospectus is a part. Reference is made to such exhibit for a detailed description of the provisions thereof summarized below.

COMMON STOCK AND CLASS B STOCK

Voting, Dividend and Other Rights. The voting powers, preferences and relative rights of the Common Stock and the Class B Stock are identical in all respects, except that (i) the holders of Common Stock are entitled to one vote per share and the holders of Class B Stock are entitled to the lesser of ten votes per shares or 49% of the total votes cast, (ii) stock dividends on Common Stock may be paid only in shares of Common Stock and stock dividends on Class B Stock may be paid only in shares of Class B Stock and (iii) shares of Class B Stock have certain conversion rights and are subject to certain restrictions on ownership and transfer described below under "Conversion Rights and Restrictions on Transfer of Class B Stock." Except as described above, issuances of additional shares of Class B Stock and modifications of Class B Stock, voting as separate classes. The Certificate of Incorporation cannot be modified, revised or amended without the affirmative vote of the majority of outstanding shares of Common Stock and Class B Stock, voting separately as a class. Except as described above or as required by law, holders of Common Stock and Class B Stock vote together on all matters presented to the stockholders for their vote or approval, including the election of directors. The stockholders are not entitled to vote cumulatively for the election of directors.

Each share of Common Stock and Class B Stock is entitled to receive dividends if, as and when declared by the Board of Directors of the Company out of funds legally available therefor. The Common Stock and Class B Stock share equally, on a share-for-share basis, in any cash dividends declared by the Board of Directors.

Stockholders of the Company have no preemptive or other rights to subscribe for additional shares. Subject to any rights of holders of any Preferred Stock, all holders of Common Stock and Class B Stock, regardless of class, are entitled to share equally on a share-for-share basis in any assets available for distribution to stockholders on liquidation, dissolution or winding up of the Company. No Common Stock or Class B Stock is subject to redemption or a sinking fund. All shares of Common Stock offered hereby will be, when so issued or sold, validly issued, fully paid and nonassessable.

Conversion Rights and Restrictions on Transfer of Class B Stock. The Common Stock has no conversion rights. However, at the option of the holder, each share of Class B Stock is convertible at any time and from time to time into one share of Common Stock. If at any time the holders of a majority of outstanding shares of Class B Stock vote to convert the outstanding shares of Class B Stock to Common Stock, then all outstanding shares of Class B Stock shall be deemed automatically converted into shares of Common Stock.

The Company's Certificate of Incorporation provides that any holder of shares of Common B Stock desiring to transfer such shares to a person other than a Permitted Transferee (as defined below) must present such shares to the Company for conversion into an equal number of shares of Common Stock upon such transfer. Thereafter, such shares of Common Stock may be freely transferred to persons other than Permitted Transferees, subject to applicable securities law.

Shares of Class B Common Stock may not be transferred except generally to family members, certain trusts, heirs and devisees (collectively, "Permitted Transferees"). Upon any sale or transfer of ownership or voting rights to a transferee other than a Permitted Transferee or to the extent an entity no longer remains a Permitted Transferee, such shares of Class B Stock will automatically convert into equal number of shares of Common Stock. Accordingly, no trading market is expected to develop in the Class B Stock and the Class B Stock will not be listed or traded on any exchange or in any market.

Effects of Disproportionate Voting Rights. The Disproportionate voting rights of the Common Stock and Class B Stock could have an adverse effect on the market price of the Common Stock. Such disproportionate voting rights may make the Company a less attractive target for a takeover than it otherwise might be, or render more difficult or discourage a merger proposal, a tender offer or a proxy contest, even if such actions were favored by stockholders of the Company other than the holders of the Class B Stock. Accordingly, such disproportionate voting rights may deprive holders of Common Stock of an

opportunity to sell their shares at a premium over prevailing market prices, since takeover bids frequently involve purchases of stock directly from shareholders at such a premium price.

PREFERRED STOCK

The Board of Directors has the authority to cause the Company to issue up to 1,000 shares of Preferred Stock in one or more series and to fix the rights, preferences, privileges and restrictions thereof, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences and the number of shares constituting any series or the designation of such series, without any further vote or action by the stockholders. The issuance of Preferred Stock may have the effect of delaying, deferring or preventing a change in control of the Company without further action by the stockholders. The issuance of Preferred Stock with voting and conversion rights may adversely affect the voting power of the holders of the Common Stock.

In July 1995, the Company issued 100 shares of Series A Preferred Stock to Monsanto Company, of which Solaris is a strategic business unit. The Series A Preferred Stock is entitled to receive a cumulative 5% annual cash dividend which must be paid prior to the declaration or payment of any dividends on the Common Stock. Each share of Series A Preferred Stock is entitled to a liquidation preference of \$9,000 per share, is convertible into 1,000 shares of Common Stock, votes together with the Common Stock and has a number of votes equal to the number of shares of Common Stock into which it is convertible.

SECTION 203 OF THE DELAWARE GENERAL CORPORATION LAW

The Company is subject to the provisions of Section 203 of the Delaware General Corporation Law. In general, this statute prohibits under certain circumstances, a Delaware corporation whose stock is publicly traded or held in record by more than 2,000 stockholders, from engaging in a "business combination" with an "interested stockholder" for a period of 3 years after the date of the transaction which the person became an interested stockholder, unless (i) the corporation has elected in its certificate of incorporation or bylaws not to be governed by this Delaware law (the Company has not made such an election); (ii) prior to the time the stockholder became an interested stockholder, the board of directors approved either the business combination or the transaction which resulted in the person becoming an interested stockholder, (iii) the stockholder owned at least 85% of the outstanding voting stock of the corporation (excluding shares held by directors who were also officers or held in certain employee stock plans) upon consummation of the transaction which resulted in a stockholder becoming an interested stockholder or (iv) the business combination was approved by the board of directors and by two-thirds of the outstanding voting stock of the corporation (excluding shares held by the interested stockholder). "Interested stockholder" is a person who, together with affiliates and associates, owns (or, if such person is an affiliate or associate of the corporation, any time within the prior three years did own) 15% or more of the corporation's outstanding voting stock. The term "business combination" is defined generally to include mergers, consolidations, stock sales, asset based transactions, and other transactions resulting in a financial benefit to the interested stockholder.

TRANSFER AGENT AND REGISTRAR

Chemical Mellon Shareholder Services has been appointed as the transfer agent and registrar for the Company's Common Stock.

LEGAL MATTERS

The validity of the issuance of the Common Stock offered hereby will be passed upon for the Company by Orrick, Herrington & Sutcliffe, San Francisco, California.

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EXPERTS

The consolidated financial statements and the related financial statement schedule of the Company incorporated by reference in this Prospectus from the Company's Annual Report on Form 10-K for the year ended September 30, 1995 have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report incorporated by reference herein, and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in auditing and accounting.

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PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 20. Indemnification of Directors and Officers

Article SIXTH, Section 2 of the Registrant's Certificate of Incorporation provides that directors of the Registrant shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, to the fullest extent permitted by the General Corporation Law of the State of Delaware. Article V of the Registrant's Bylaws provides for indemnification of officers and directors to the full extent and in the manner permitted by Delaware law. Section 145 of the Delaware General Corporation Law makes provision for such indemnification in terms sufficiently broad to cover officers and directors under certain circumstances for liabilities arising under the Securities Act of 1933.

The Registrant has entered into indemnification agreements with each director which provide indemnification under certain circumstances for acts and omissions which may not be covered by any directors' and officers' liability insurance.

Item 21. Exhibits and Financial Statement Schedules.

(a) Exhibits

EXHIBIT NUMBER -----	EXHIBIT -----
2.1	Form of Agreement of Merger and Plan of Merger between Central Garden Supply of Southern California and Central Garden & Pet Company (Incorporated by reference from Exhibit 2.1 to Registration Statement No. 33-48070).
2.2	Form of Agreement of Merger and Plan of Merger between Central Garden Sales Corp. and Central Garden & Pet Company (Incorporated by reference from Exhibit 2.2 to Registration Statement No. 33-48070).
2.3	Form of Reorganization Agreement between Central Garden Supply and Central Garden & Pet Company (Incorporated by reference from Exhibit 2.3 to Registration Statement No. 33-48070).
2.4	Agreement and Plan of Merger between Central Garden & Pet Supply Company and Central Garden & Pet Company dated as of June 11, 1992 (Incorporated by reference from Exhibit 2.4 to Registration Statement No. 33-48070).
3.1	Third Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to Registration Statement No. 33-98544).
3.1.1	Certificate of Amendment of Third Amended and Restated Certificate of Incorporation.
3.2	Copy of Registrant's Bylaws (Incorporated by reference from Exhibit 3.2 to Registration Statement No. 33-48070).
4.1	Specimen Common Stock Certificate (Incorporated by reference from Exhibit 4.1 to Registration Statement No. 33-48070).
5.1	Opinion of Orrick, Herrington & Sutcliffe as legality of Common Stock, including consent.

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EXHIBIT NUMBER -----	EXHIBIT -----
10.1	Financing Agreement between MAP Finance Company (Monsanto) and Central Garden & Pet Company dated as of October 1, 1993 (Incorporated by reference to Exhibit 10.4.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1993).
10.2	Promissory note from Central Garden Supply to Weyerhaeuser Company for \$6,750,000 dated as of June 29, 1990 (Incorporated by reference from Exhibit 10.5 to Registration Statement No. 33-48070).
10.3	Lease between Central Garden Supply and Road 80 Properties, dated as of August 1, 1988 (Incorporated by reference from Exhibit 10.10 to Registration Statement No. 33-48070).
10.4	Lease between Central Garden Supply and Road 80 Investors dated as of December 31, 1985 (Incorporated by reference from Exhibit 10.11 to Registration Statement No. 33-48070).
10.5	Supplementary Retirement Benefit Agreement for Key Employees between Central Garden & Pet Supply Company and Glenn W. Novotny dated as of

July 1, 1991 (Incorporated by reference from Exhibit 10.12 to Registration Statement No. 33-48070).

- 10.6 Supplementary Retirement Benefit Agreement for Key Employees between Central Garden & Pet Supply Company and Neill J. Hines dated as of July 1, 1991 (Incorporated by reference from Exhibit 10.13 to Registration Statement No. 33-48070).
- 10.7 1992 Management Incentive Plan (Incorporated by reference from Exhibit 10.14 to Registration Statement No. 33-48070).
- 10.8 1992 Profit Sharing Plan (Incorporated by reference from Exhibit 10.15 to Registration Statement No. 33-48070).
- 10.9 Form of Indemnification Agreement between Registrant and Executive Officers and Directors (Incorporated by reference from Exhibit 10.18 to Registration Statement No. 33-48070).
- 10.10 Agreement of Purchase and Sale between William E. Brown and Central Garden & Pet Company dated as of May 15, 1992 (Incorporated by reference from Exhibit 10.19 to Registration Statement No. 33-48070).
- 10.11 Accounts Financing Agreement [Security Agreement] between Congress Financial Corporation (Western) and Central Garden Supply, Central Garden & Pet Company, Central Garden & Pet Supply Company, Matthews Redwood and Nursery Supply, Inc. and Cal Liquid Corp. dated as of June 12, 1992, including Amendment No. 1 (Incorporated by reference from Exhibit 10.28 to Registration Statement No. 33-48070).
- 10.11.1 Amendment No. 2 to Accounts Financing Agreement dated as of July 12, 1992 among Congress Financial Corporation, the Company and certain subsidiaries of the Company (Incorporated by reference to Exhibit 10.28.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 25, 1995).
- 10.11.2 Amendment No. 3 to Accounts Financing Agreement dated as of July 12, 1992 among Congress Financial Corporation, the Company and certain subsidiaries of the Company (Incorporated by reference to Exhibit 10.28.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 25, 1995).

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EXHIBIT
NUMBER

EXHIBIT

- 10.13 Intercreditor Agreement between Congress Financial Corporation (Western) and Monsanto Corporation dated as of January 28, 1994 (Incorporated by reference to Exhibit 10.32.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1993).
- 10.14 Subordination Agreement among Central Garden Supply, Central Garden & Pet Company, Central Garden & Pet Supply Company, Weyerhaeuser Company and Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.34 to Registration Statement No. 33-48070).
- 10.15 Forms of Restricted Stock Grant Agreements (Incorporated by reference from Exhibit 10.35 to Registration Statement No. 33-48070).
- 10.16 Continuing Guaranty and Waiver by Central Garden Supply, Cal Liquid Corp., Central Garden & Pet Company and Central Garden & Pet Supply Company of indebtedness of Matthews Redwood and Nursery Supply, Inc. to Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.36 to Registration Statement No. 33-48070).
- 10.17 Continuing Guaranty and Waiver by Central Garden Supply, Central Garden & Pet Company and Central Garden & Pet Supply Company of and Matthews Redwood and Nursery Supply, Inc. for indebtedness of Cal Liquid Corp. to Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.37 to Registration Statement No. 33-48070).
- 10.18 Continuing Guaranty and Waiver by Central Garden Supply, Central Garden & Pet Supply Company, Matthews Redwood and Nursery Supply, Inc. and Cal Liquid Corp. for indebtedness of Central Garden & Pet Company to Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.38 to Registration Statement No. 33-48070).

- 10.19 Continuing Guaranty and Waiver by Source One for indebtedness of Central Garden Supply, Central Garden & Pet Company, Central Garden & Pet Supply Company, Matthews Redwood and Nursery Supply, Inc. and Cal Liquid Corp. to Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.39 to Registration Statement No. 33-48070).
- 10.20 Inventory and Equipment Security Agreement Supplement to Accounts Financing Agreement [Security Agreement] between and among Congress Financial Corporation (Western) and Central Garden Supply, Central Garden & Pet Company, Matthews Redwood and Nursery Supply, Inc. and Cal Liquid Corp. dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.40 to Registration Statement No. 33-48070).
- 10.21 Letter Agreement Re Inventory Loans between and among Congress Financial Corporation (Western) and Central Garden Supply, Central Garden & Pet Company, Central Garden & Pet Supply Company, Matthews Redwood and Nursery Supply, Inc. and Cal Liquid Corp dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.41 to Registration Statement No. 33-48070).
- 10.22 Trademark Collateral Assignment and Security Agreement between Central Garden Supply and Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.42 to Registration Statement No. 33-48070).
- 10.23 Assignment of Policy as Collateral Security to Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.43 to Registration Statement No. 33-48070).

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EXHIBIT
NUMBER

EXHIBIT

- 10.24 Trade Financing Agreement Supplement to Accounts Financing Agreement [Security Agreement] between and among Congress Financial Corporation (Western) and Central Garden Supply, Central Garden & Pet Company, Central Garden & Pet Supply Company, Matthews Redwood Nursery Supply, Inc. and Cal Liquid Corp. dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.44 to Registration Statement No. 33-48070).
- 10.25 Covenant Supplement to Accounts Financing Agreement [Security Agreement] between and among Congress Financial Corporation (Western) and Central Garden Supply, Central Garden & Pet Company, Central Garden & Pet Supply Company, Matthews Redwood and Nursery Supply, Inc. and Cal Liquid Corp. dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.45 to Registration Statement No. 33-48070).
- 10.26 Authorization Agreement between International Technology Corporation ("IT") and Central Garden & Pet Company dated July 14, 1992 (Incorporated by reference from Exhibit 10.46 to Registration Statement No. 33-60332).
- 10.27 IT Services Agreement between IT and Central Garden & Pet Company dated July 17, 1992 (Incorporated by reference from Exhibit 10.47 to Registration Statement No. 33-60332).
- 10.28 Southern Louisiana Industrial Properties Lease between Weyerhaeuser Garden Supply Company and SLIP Trust dated September 6, 1989 (Incorporated by reference from Exhibit 10.48 to Registration Statement No. 33-60332).
- 10.29 Insurance Policy with Atlantic Mutual Insurance Company (Incorporated by reference from Exhibit 10.49 to Registration Statement No. 33-60332).
- 10.30 Stock Purchase Agreement, dated December 30, 1992, by and between Jean Claude Gallienne and Pierre Gallienne (Incorporated by reference from Exhibit 10.50 to Registration Statement No. 33-60332).
- 10.31 Stock Pledge Agreement between William E. Brown and Vincent P. Dole, dated as of December 30, 1992 (Incorporated by reference from Exhibit 10.51 to Registration Statement No. 33-60332).
- 10.32 Stipulation of Settlement and mutual Release of Claims, dated December 30, 1992, between Central Garden Supply, Central Garden & Pet Company and William E. Brown and Jean-Claude Gallienne and Pierre Gallienne (Incorporated by reference from Exhibit 10.52 to

Registration Statement No. 33-60332).

- 10.33 Promissory Note, dated December 30, 1992 (Incorporated by reference from Exhibit 10.53 to Registration Statement No. 33-60332).
- 10.34 Guaranty Agreement, dated December 30, 1992, by Central Garden & Pet Company for the benefit of the holders of the Bourcyham Debt (Incorporated by reference from Exhibit 10.54 to Registration Statement No. 33-60332).
- 10.35 Agreement and plan of reorganization among Central Garden & Pet Company and the shareholders of CGS Distributing, Inc. (Incorporated by reference from Exhibit 10.55 to Registration Statement No. 33-60332).
- 10.36 Registration Rights Agreement among Central Garden & Pet Company and the shareholders of CGS Distributing, Inc. (Incorporated by reference from Exhibit 10.56 to Registration Statement No. 33-60332).

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EXHIBIT
NUMBER

EXHIBIT

- 10.37 Form of Restricted Stock Grant Agreement (Incorporated by reference from Exhibit 10.56(a) to Registration Statement No. 33-60332).
- 10.38 Stock Purchase Agreement dated as of April 1, 1993 between Brown Associates and Central Garden & Pet Company relating to the acquisition of Source One (Incorporated by reference from Exhibit 10.57 to Registration Statement No. 33-60332).
- 10.39 Agreement of Purchase and Sale dated as of September 1, 1993 between West Denver Feed Co., MIRC Equities, Inc. and CGS Distributing, Inc. (Incorporated by reference from Exhibit 10.58 to the Company's Annual Report on Form 10-K for the fiscal year ended December 16, 1993).
- 10.40 Agreement of Purchase and Sale dated as of October 1, 1993 among Pendleton Enterprises, Inc., J. Elles Pendleton and Central Garden & Pet Company (Incorporated by reference to Exhibit 10.59 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1993).
- 10.41 Stock Purchase Agreement dated as of September 30, 1993 among the shareholders of Anaheim Pet & Aquarium Supply Co., Inc. and Central Garden & Pet Company (Incorporated by reference to Exhibit 10.60 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1993).
- 10.42 Stock Purchase Agreement dated as of August 15, 1993 William E. Brown and Central Garden & Pet Company (Incorporated by reference to Exhibit 10.61 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1993).
- 10.43 1993 Omnibus Equity Incentive Plan (Incorporated by reference to Exhibit 10.62 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1993).
- 10.44 Agreement of Purchase and Sale and Joint Escrow Instructions dated as of September 30, 1993 between Central Garden & Pet Company and Road 80 Properties (Incorporated by reference to Exhibit 10.44 to Registration Statement No. 33-98544).
- 10.45 Letter of Intent to Acquire Assets dated November 23, 1993 between Central Garden & Pet Company and Aquarium Supplies Unlimited, Inc. (Incorporated by reference to Exhibit 10.64 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1993).
- 10.46 Purchase Agreement dated November 23, 1993 between Central Garden & Pet Company and Aquarium Supplies Unlimited, Inc. (Incorporated by reference to Exhibit 1.2 to the Company's report on Form 8-K dated January 12, 1994).
- 10.47 Order of the United States Bankruptcy Court Central District of California entered December 27, 1993 (Incorporated by reference to Exhibit 1.3 to the Company's report on Form 8-K dated January 12, 1994).
- 10.48 Master Agreement by and between The Solaris Group, a Strategic Business Unit of Monsanto Company, and the Company dated July 21, 1995 (Incorporated by reference to Exhibit 10.66 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 25, 1995).

- 10.49 Stock and Warrant Purchase Agreement by and between The Solaris Group and Central Garden & Pet Company dated July 21, 1995 (Incorporated by reference to Exhibit 10.67 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 25, 1995).
- 10.50 Exclusive Agency and Distributor Agreement by and between The Solaris Group and the Company dated July 21, 1995 (Incorporated by reference to Exhibit 10.68 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 25, 1995).

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EXHIBIT
NUMBER

EXHIBIT

- 10.51 Compensation Agreement by and between The Solaris Group and Central Garden & Pet Company dated July 21, 1995 (Incorporated by reference to Exhibit 10.69 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 25, 1995).
- 21 List of Subsidiaries.
- 23.1 Independent Auditors' Consent.
- 23.2 Consent of Orrick, Herrington & Sutcliffe (See Exhibit 5.1).
- 25 Powers of Attorney (see Page II-7).
- (b) Financial Statement Schedules

Inapplicable.

Item 22. Undertakings

A. Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers, and controlling persons of the registrant pursuant to the provisions described in Item 14 above, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

B. The undersigned registrant hereby undertakes to do the following, to the extent that such actions are required by the rules and regulations of the Securities and Exchange Commission:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

C. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

D. (1) The undersigned registrant hereby undertakes as follows: that prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other Items of the applicable form.

(2) The registrant undertakes that to the extent required by the rules and regulations of the Securities and Exchange Commission, every prospectus (i) that is filed pursuant to paragraph (1) immediately preceding, or (ii) that purports to meet the requirements of section 10(a)(3) of the Act and is used in connection with an offering of securities subject to Rule 415 ((S) 230.415 of this chapter), will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Central Garden & Pet Company has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lafayette, State of California, on June 5, 1996.

CENTRAL GARDEN & PET COMPANY

By: /s/ William E. Brown

(William E. Brown,
Chief Executive Officer and Director)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William E. Brown and Glenn W. Novotny, or either of them, each with the power of substitution, his attorney-in-fact, to sign any amendments to this Registration Statement (including post-effective amendments), and to file same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<TABLE>
<CAPTION>

Signature -----	Capacity -----	Date ----
<S> /s/ WILLIAM E. BROWN ----- (William E. Brown)	<C> Chief Executive Officer (Principal Executive Officer)	<C> June 5, 1996
/s/ ROBERT B. JONES -----	Vice President, Chief Financial Officer	June 5, 1996

750,000 Shares of Common Stock

Dated: June 5, 1996

EXHIBIT INDEX

<TABLE>
<CAPTION>

Exhibit Number	Exhibit	Page
-----	-----	-----
<C>	<S>	<C>
2.1	Form of Agreement of Merger and Plan of Merger between Central Garden Supply of Southern California and Central Garden & Pet Company (Incorporated by reference from Exhibit 2.1 to Registration Statement No. 33-48070).	
2.2	Form of Agreement of Merger and Plan of Merger between Central Garden Sales Corp. and Central Garden & Pet Company (Incorporated by reference from Exhibit 2.2 to Registration Statement No. 33-48070).	
2.3	Form of Reorganization Agreement between Central Garden Supply and Central Garden & Pet Company (Incorporated by reference from Exhibit 2.3 to Registration Statement No. 33-48070).	
2.4	Agreement and Plan of Merger between Central Garden & Pet Supply Company and Central Garden & Pet Company dated as of June 11, 1992 (Incorporated by reference from Exhibit 2.4 to Registration Statement No. 33-48070).	
3.1	Third Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to Registration Statement No. 33-98544).	
3.1.1	Certificate of Amendment of Third Amended and Restated Certificate of Incorporation.	
3.2	Copy of Registrant's Bylaws (Incorporated by reference from Exhibit 3.2 to Registration Statement No. 33-48070).	
4.1	Specimen Common Stock Certificate (Incorporated by reference from Exhibit 4.1 to Registration Statement No. 33-48070).	
5.1	Opinion of Orrick, Herrington & Sutcliffe as legality of Common Stock, including consent.	
10.1	Financing Agreement between MAP Finance Company (Monsanto) and Central Garden & Pet Company dated as of October 1, 1993 (Incorporated by reference to Exhibit 10.4.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1993).	
10.2	Promissory note from Central Garden Supply to Weyerhaeuser Company for \$6,750,000 dated as of June 29, 1990 (Incorporated by reference from Exhibit 10.5 to Registration Statement No. 33-48070).	
10.3	Lease between Central Garden Supply and Road 80 Properties, dated as of August 1, 1988 (Incorporated by reference from Exhibit 10.10 to Registration Statement No. 33-48070).	
10.4	Lease between Central Garden Supply and Road 80 Investors dated as of December 31, 1985 (Incorporated by reference from Exhibit 10.11 to Registration Statement No. 33-48070).	
10.5	Supplementary Retirement Benefit Agreement for Key Employees between Central Garden & Pet Supply Company and Glenn W. Novotny dated as of July 1, 1991 (Incorporated by reference from Exhibit 10.12 to Registration Statement No. 33-48070).	
10.6	Supplementary Retirement Benefit Agreement for Key Employees between Central Garden & Pet Supply Company and Neill J. Hines dated as of July 1, 1991 (Incorporated by reference from Exhibit 10.13 to Registration Statement No. 33-48070).	

</TABLE>

<TABLE>
<CAPTION>

Exhibit Number -----	Exhibit -----	Page -----
<C>	<S>	<C>
10.7	1992 Management Incentive Plan (Incorporated by reference from Exhibit 10.14 to Registration Statement No. 33-48070).	
10.8	1992 Profit Sharing Plan (Incorporated by reference from Exhibit 10.15 to Registration Statement No. 33-48070).	
10.9	Form of Indemnification Agreement between Registrant and Executive Officers and Directors (Incorporated by reference from Exhibit 10.18 to Registration Statement No. 33-48070).	
10.10	Agreement of Purchase and Sale between William E. Brown and Central Garden & Pet Company dated as of May 15, 1992 (Incorporated by reference from Exhibit 10.19 to Registration Statement No. 33-48070).	
10.11	Accounts Financing Agreement [Security Agreement] between Congress Financial Corporation (Western) and Central Garden Supply, Central Garden & Pet Company, Central Garden & Pet Supply Company, Matthews Redwood and Nursery Supply, Inc. and Cal Liquid Corp. dated as of June 12, 1992, including Amendment No. 1 (Incorporated by reference from Exhibit 10.28 to Registration Statement No. 33-48070).	
10.11.1	Amendment No. 2 to Accounts Financing Agreement dated as of July 12, 1992 among Congress Financial Corporation, the Company and certain subsidiaries of the Company (Incorporated by reference to Exhibit 10.28.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 25, 1995).	
10.11.2	Amendment No. 3 to Accounts Financing Agreement dated as of July 12, 1992 among Congress Financial Corporation, the Company and certain subsidiaries of the Company (Incorporated by reference to Exhibit 10.28.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 25, 1995).	
10.13	Intercreditor Agreement between Congress Financial Corporation (Western) and Monsanto Corporation dated as of January 28, 1994 (Incorporated by reference to Exhibit 10.32.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1993).	
10.14	Subordination Agreement among Central Garden Supply, Central Garden & Pet Company, Central Garden & Pet Supply Company, Weyerhaeuser Company and Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.34 to Registration Statement No. 33-48070).	
10.15	Forms of Restricted Stock Grant Agreements (Incorporated by reference from Exhibit 10.35 to Registration Statement No. 33-48070).	
10.16	Continuing Guaranty and Waiver by Central Garden Supply, Cal Liquid Corp., Central Garden & Pet Company and Central Garden & Pet Supply Company of indebtedness of Matthews Redwood and Nursery Supply, Inc. to Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.36 to Registration Statement No. 33-48070).	
10.17	Continuing Guaranty and Waiver by Central Garden Supply, Central Garden & Pet Company and Central Garden & Pet Supply Company of and Matthews Redwood and Nursery Supply, Inc. for indebtedness of Cal Liquid Corp. to Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.37 to Registration Statement No. 33-48070).	

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<TABLE>
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Exhibit Number -----	Exhibit -----	Page -----
<C>	<S>	<C>
10.18	Continuing Guaranty and Waiver by Central Garden Supply, Central Garden & Pet Supply Company, Matthews Redwood and Nursery Supply, Inc. and Cal Liquid Corp. for indebtedness of Central Garden & Pet Company to Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.38 to Registration Statement No. 33-48070).	
10.19	Continuing Guaranty and Waiver by Source One for indebtedness of	

Central Garden Supply, Central Garden & Pet Company, Central Garden & Pet Supply Company, Matthews Redwood and Nursery Supply, Inc. and Cal Liquid Corp. to Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.39 to Registration Statement No. 33-48070).

- 10.20 Inventory and Equipment Security Agreement Supplement to Accounts Financing Agreement [Security Agreement] between and among Congress Financial Corporation (Western) and Central Garden Supply, Central Garden & Pet Company, Matthews Redwood and Nursery Supply, Inc. and Cal Liquid Corp. dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.40 to Registration Statement No. 33-48070).
- 10.21 Letter Agreement Re Inventory Loans between and among Congress Financial Corporation (Western) and Central Garden Supply, Central Garden & Pet Company, Central Garden 7 pet Supply Company, Matthews Redwood and Nursery Supply, Inc. and Cal Liquid Corp dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.41 to Registration Statement No. 33-48070).
- 10.22 Trademark Collateral Assignment and Security Agreement between Central Garden Supply and Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.42 to Registration Statement No. 33-48070).
- 10.23 Assignment of Policy as Collateral Security to Congress Financial Corporation (Western) dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.43 to Registration Statement No. 33-48070).
- 10.24 Trade Financing Agreement Supplement to Accounts Financing Agreement [Security Agreement] between and among Congress Financial Corporation (Western) and Central Garden Supply, Central Garden & Pet Company, Central Garden & Pet Supply Company, Matthews Redwood Nursery Supply, Inc. and Cal Liquid Corp. dated as of June 12, 1992 (Incorporated by reference from Exhibit 10.44 to Registration Statement No. 33-48070).
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<TABLE>
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10.28	Southern Louisiana Industrial Properties Lease between Weyerhaeuser Garden Supply Company and SLIP Trust dated September 6, 1989 (Incorporated by reference from Exhibit 10.48 to Registration Statement No. 33-60332).	
10.29	Insurance Policy with Atlantic Mutual Insurance Company (Incorporated by reference from Exhibit 10.49 to Registration Statement No. 33-60332).	
10.30	Stock Purchase Agreement, dated December 30, 1992, by and between Jean Claude Gallienne and Pierre Gallienne (Incorporated by reference from Exhibit 10.50 to Registration Statement No. 33-60332).	
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</TABLE>

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<TABLE>
<CAPTION>

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(Incorporated by reference to Exhibit 10.66 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 25, 1995).

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 - 23.1 Independent Auditors' Consent.
 - 23.2 Consent of Orrick, Herrington & Sutcliffe (See Exhibit 5.1).
 - 25 Powers of Attorney (see Page II-7).
- </TABLE>

CERTIFICATE OF AMENDMENT OF
THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

Central Garden & Pet Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Central Garden & Pet Company resolutions were duly adopted setting forth a proposed amendment to the Third Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article FIFTH, Section 1 of the Third Amended and Restated Certificate of Incorporation of this Corporation be amended to read as follows:

FIFTH: Section 1. Classes and Number of Shares.

The total number of shares of all classes of stock which this corporation shall have authority to issue is 43,001,000 shares which will consist of Preferred Stock and Common Shares. Common Shares will consist of two classes of stock--Common Stock and Class B stock. The classes and the aggregate number of shares of stock of each class which this corporation shall have authority to issue are as follows:

- (i) 40,000,000 shares of Common Stock, \$0.01 par value per share (hereinafter the "Common Stock");
- (ii) 3,000,000 shares of Class B Stock, \$0.01 par value per share (hereinafter the "Class B Stock");
- (iii) 1,000 shares of Preferred Stock, \$0.01 par value per share, with such rights, privileges, restrictions and preferences as the Board of Directors may authorize from time to time (hereinafter the "Preferred Stock").

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.

THIRD: That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Central Garden & Pet Company has caused this certificate to be signed by William E. Brown, its Chairman, and attested by Robert B. Jones, its Secretary, this 20th day of February, 1996.

CENTRAL GARDEN & PET COMPANY

By /s/ William E. Brown

William E. Brown, Chairman

ATTEST:

By /s/ Robert B. Jones

Robert B. Jones, Secretary

June 5, 1996

Central Garden & Pet Company
3697 Mt. Diablo Boulevard, Suite 900
San Francisco, CA 94549

Re: Central Garden & Pet Company
Registration Statement on Form S-4

Ladies and Gentlemen:

At your request, we are rendering this opinion in connection with a proposed sale by Central Garden & Pet Company, a Delaware corporation (the "Company") of up to 750,000 shares of common stock (the "Common Stock").

We have examined instruments, documents, and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; and (c) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates we have reviewed.

Based on such examination, we are of the opinion that the 750,000 shares of Common Stock to be issued and sold by the Company are validly authorized shares of Common Stock, and, when issued against payment of the purchase price therefor, will be legally issued, fully paid, and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of our name wherever it appears in said Registration Statement, including the Prospectus constituting a part thereof, as originally filed or as subsequently amended or supplemented. In giving such consent, we do not consider that we are "experts" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued

Central Garden & Pet Company
June 5, 1996
Page Two

thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Very truly yours,

/s/ ORRICK, HERRINGTON & SUTCLIFFE

ORRICK, HERRINGTON & SUTCLIFFE

EXHIBIT 21

LIST OF SUBSIDIARIES

The following table sets forth certain information concerning the principal subsidiaries of the Company.

Name	State or other jurisdiction of incorporation
----	-----
Matthews Redwood and Nursery Supply, Inc.	California
Grant Laboratories, Inc.	California

The names of certain subsidiaries have been omitted because such unnamed subsidiaries, considered in the aggregate, would not constitute a significant subsidiary as that term is defined in Regulation S-X.

EXHIBIT 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Central Garden & Pet Company on Form S-4 of our report dated October 27, 1995, appearing in the Annual Report on Form 10-K of Central Garden & Pet Company for the year ended September 30, 1995 and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
San Francisco, California
June 3, 1996