SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

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

FOR THE FISCAL YEAR ENDED SEPTEMBER 27, 1997	COMMISSION FILE NUMBER 0-20242

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

DELAWARE	68-0275553
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(IRS EMPLOYER IDENTIFICATION NUMBER)

3697 MT. DIABLO BOULEVARD, LAFAYETTE, CALIFORNIA 94549
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)
TELEPHONE NUMBER: (510) 283-4573

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
NONE	NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

COMMON STOCK
(TITLE OF CLASS)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X . No______.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K ((S) 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

At November 3, 1997, the aggregate market value of the registrant's Common Stock and Class B Stock held by non-affiliates of the registrant was approximately $499,360,520 and $296,251, respectively.

At November 3, 1997, the number of shares outstanding of registrant's Common Stock was 19,154,873. In addition, on such date the registrant had outstanding 1,663,167 shares of its Class B Stock which is convertible into Common Stock on a share-for-share basis.

DOCUMENTS INCORPORATED BY REFERENCE

Definitive Proxy Statement for the Company's 1998 Annual Meeting of Stockholders - Part III of this Form 10-K.

PART I

ITEM 1 - BUSINESS

GENERAL

The Company is the leading national distributor of lawn and garden and pet supply products. The Company also offers a broadening array of proprietary branded lawn and garden and pet supply products, including Four Paws(R), Zodiac(R) and Grant's(R). The Company's business strategy is to capitalize on its national presence, comprehensive product selection, menu of value-added services and efficient operations. Utilizing these capabilities, the Company strives to develop and enhance servicing relationships with both large national and regional chain stores and independent retailers as well as manufacturers.

The Company was incorporated in Delaware in June 1992 and is the successor to a California corporation which was incorporated in 1955. Unless the context otherwise requires, references herein to the Company include Central Garden & Pet Company and its subsidiaries, and their predecessor companies and subsidiaries. The Company's principal executive offices are located at 3697 Mt. Diablo Boulevard, Lafayette, California 94549 and its telephone number is (510) 283-4573.

RECENT DEVELOPMENTS

Proprietary Branded Products

On May 23, 1997, the Company acquired the United States and Canada flea and tick protection business of Sandoz Agro, Inc. ("Sandoz") (the "Sandoz Flea and Tick Acquisition"). The acquisition includes all methoprene-based products produced by Sandoz for use in the United States and Canada, including on-animal sprays, shampoos and powders, collars, indoor foggers, aerosols, concentrates and pump-sprays, and certain other specialty products. The acquisition includes ownership in the United States and Canada of Zodiac(R) and Vet-Kem(R) trademarks as well as those for Ovitrol(R), Siphotrol(R), Fleatrol(R), vIGRen(R), Petcor(R), Precor(R), and Natural Signature(R).

On January 20, 1997, the Company acquired Four Paws Products, Ltd., Inc. ("Four Paws"), a manufacturer of branded pet supply products. Four Paws is one of the largest manufacturers of dog, cat, reptile and small animal products in the United States, under brand names which include Magic Coat(R) and Four Paws(R). Four Paws products are distributed throughout the United States, Canada, Europe and Asia.

Lawn and Garden Distribution

On May 5, 1997, the Company acquired Ezell Nursery Supply, Inc. ("Ezell"), a distributor of lawn and garden, barbecue and patio products based in Southern California.

On March 4, 1997, the Company acquired an equity interest in Commerce LLC, the leading East coast distributor of lawn and garden products, with a five year option to purchase the entire company.

Pet Supplies Distribution

On February 21, 1997, the Company acquired the pet supply business of Country Pet Supply, a distributor of pet supply and pet food products in the Southeastern United States.

Financial

On August 1, 1997, the Company completed the sale of 5,540,000 shares of Common Stock. The net proceeds to the Company were approximately $127,200,000.

On November 15, 1996, the Company completed the sale of an aggregate of $115,000,000 of 6% Convertible Subordinated Notes due 2003. The net proceeds to the Company were approximately $111,400,000.

Other

Effective October 1, 1995, the Company entered into an agreement with The Solaris Group ("Solaris"), the manufacturer of Ortho, Round-Up and Green Sweep lawn and garden products, to become the master agent and master distributor for sales of Solaris products nationwide. Under the agreement, which has an initial four year term, the Company provides a wide range of value-added services in connection with sales of Solaris products, including logistics, order processing and fulfillment, inventory distribution and merchandising. Solaris is the Company's largest supplier, and the Company believes that Solaris products accounted for approximately 32% of the Company's net sales in fiscal 1997. Prior to fiscal 1996, the Company had been a non-exclusive distributor for Solaris, which had increasingly pursued direct sales to retailers thereby adversely impacting the Company's operating results.

In 1995, the Company changed its fiscal year end to the last Saturday in September. Accordingly, the fiscal period ended September 30, 1995 (hereinafter referred to as fiscal 1995) was a nine month period.

PRODUCTS

The Company offers its customers a comprehensive selection of brand name lawn, garden, pet and pool supplies. This selection consists of approximately 45,000 products from approximately 1,000 manufacturers. The Company generally focuses on those lawn and garden brand name products that are suited to distribution due to their seasonality, variable sales movements, complexity to consumers and retailers, handling and transportation difficulties, and which therefore generally require value-added services. The Company focuses on these types of products because it believes that retailers cannot source these products directly from suppliers as effectively as they can through distributors and that manufacturers of these products are likely to view the services offered by the Company as highly desirable and cost-effective. The Company carries many of the best-known brands in pet foods and supplies and combines these products into single shipments, providing its pet supplies customers a wide variety of products on a cost-effective basis. The Company does not carry live plants, animals, power tools or high priced items which are generally sourced directly from manufacturers. The Company believes that its broad and deep selection of products permits retailers to fulfill substantially all of their lawn, garden, pet and pool supply requirements from a single source. In fiscal 1997, substantially all of the Company's products had suggested retail prices of $20 or less.

In fiscal 1997, lawn and garden products accounted for approximately 71% of the Company's net sales and pet supplies accounted for approximately 29%. In order to reduce the seasonality of its business and improve the efficient use of its distribution system during the non-peak selling season, the Company offers Christmas trees and other products.

SALES AND SERVICE

The Company's strategy is to offer a broad range of services to help retailers and manufacturers maximize their sales and profitability. The Company has implemented this strategy by developing a knowledgeable and profit-incented sales force and by offering a broad menu of services.

Sales

At September 27, 1997, the Company employed approximately 500 sales and marketing personnel located throughout its distribution center network. Sales and marketing personnel typically service retail customers within a 250 mile radius of the distribution centers. They are trained with knowledge of local market conditions, the Company's products and merchandising skills. A significant number of sales personnel are certified nurserymen, horticultural graduates and/or master gardeners. The Company has divided its sales force into key account managers, who act as consultants to the buyers of large retailers, and field sales personnel, who are responsible for servicing specific retail customers in their assigned territory.

Menu of Value-Added Services

The Company offers retailers and manufacturers a comprehensive menu of value-added services with separate or combination prices from which each customer may select according to its individual needs. Each value-added service is generally designed either to increase a retailer's sales or decrease a retailer's costs. The Company generally offers retailers deliveries within one business day from the time the Company receives an order. In addition to the standard delivery services, many of the Company's customers choose a high percentage of the value-added services listed below.

Program Development. The Company's key account managers recommend and assist retail buyers in developing national and local product listings, advertising, promotions and shelf space planning at the beginning of and during the peak selling season to optimize store sales and profits.

Training of Store Employees. The Company's sales personnel conduct formal and informal product training sessions with store personnel to help them provide informed consumer service. The Company believes that the demand for this service is greater at larger regional and national retail chains due to their higher employee turnover and employee inexperience with gardening products.

Weekend Consumer Clinics. Sales personnel also conduct and assist in preparing and giving in-store weekend consumer education clinics to help increase retail sales and improve consumer relations.

Designing and Setting Store Displays. The Company's sales personnel assist in designing and planning store shelves at the beginning of each season. Their expertise in product knowledge, sales trends, in-season promotions and consumer demand for specific products allows them to help each store adjust shelf stock and displays to increase sales in a timely fashion.

Point-of-Purchase. The Company assists the manufacturer and retailer in the design and installation of point-of-purchase ("POP") material to increase sales. The POP material is generally matched to manufacturers' advertising and promotions as well as local lawn, gardening and insect problems.

Merchandising of Shelf Stock. The Company's store service personnel physically restock store shelves with all the Company's merchandise on a weekly basis. This service can also include price stickering for stores not on electronic point-of-sale systems.

Electronic Data Interchange ("EDI"). The Company's systems offer EDI capabilities to retailers which can include paperless invoices, payments and product history movements to help retailers monitor, plan and order products at a lower administrative cost.

"Hot Shot" Deliveries. The Company offers rush deliveries to help retailers satisfy high consumer demand. This service is often critical to keep retailers from being out-of-stock on a weekend during the peak selling season.

The Company believes that retailers choose these services because the Company can in many cases provide them more efficiently and effectively than manufacturers or retailers themselves. The Company's sales force often advises and assists store management to increase or decrease shelf space of certain products to match the expected and unexpected seasonal demands. The Company believes that a typical store needs to change the shelf space dedicated to lawn and garden products several times during the peak selling season. The sales force also often highlights specific products appropriate for the local market.

RETAILERS

The Company focuses on selling lawn and garden products to retailers with high volume retail stores. The Company's customer base is comprised of a wide range of retailers, including specialty "do-it-yourself" superstores, mass merchants, warehouse clubs, high volume local and regional nurseries, regional and national chains of drug and grocery stores and specialty pet stores.

As a result of its national presence, the Company has an opportunity to enter into relationships with national chains, whereby the Company, directly or through its affiliates, provides services to all or substantially all of the individual stores in the chain. From the point of view of the national retailer, such an arrangement offers the benefit of a high level of service, lower cost of doing business and administrative efficiencies. The Company believes its customers also benefit from the in-depth local market knowledge of the Company sales personnel, in-store stocking, training of store employees and other value added merchandising services. Because these arrangements are not formalized in writing, these retailers may at any time purchase products from competing distributors.

Most major retailers, including customers of the Company, currently purchase a portion of their lawn and garden products directly from certain large manufacturers rather than through distributors such as the Company. If a number of the Company's major customers were to substantially increase their direct purchases from manufacturers, the sales and earnings of the Company could be adversely affected.

The Company's current practice on product returns generally is to accept and credit the return of unopened cases of products from customers where the quantity is small, where the product has been misshipped or the product is defective. The Company has arrangements with its manufacturers and suppliers to stock balance and/or credit the Company for a certain percentage of returned or defective products. While in the past the Company's return practice has not caused any material adverse impact on operations, there can be no assurance in the future that the Company's operations will not be adversely impacted due to the return of products.

MANUFACTURERS AND SUPPLIERS

The Company believes that the reason manufacturers and suppliers in the lawn and garden industry use distributors to ship a large percentage of their products to retailers is because it is a highly efficient method of distribution. In an industry with a large, diverse group of retailers combined with a relatively short and dynamic selling season, the Company believes that in most instances during the peak selling season each manufacturer or supplier would need to make weekly deliveries of an uneconomical volume of products to a large number of retailers in order to satisfy consumer demand. Similarly, each week retailers would have to place multiple orders and manage separate deliveries from a large number of manufacturers and suppliers rather than from a comparatively small number of distributors. The Company can typically deliver many products with one truck (often on one or more pallets for each store) as part of its delivery route to a number of stores. On the other hand, the same order using direct shipments from manufacturers or suppliers would require multiple deliveries from the various manufacturers and suppliers.

The Company's national presence enables manufacturers and suppliers to access retail outlets and end users through one primary distributor. In addition, the Company's menu of value-added services to retailers includes product promotion and merchandising support that the Company believes many manufacturers and suppliers could not efficiently perform. While the Company purchases products from approximately 1,000 different manufacturers and suppliers, the Company believes that approximately 44% and 32% of the net sales of the Company for the fiscal years ended September 28, 1996 and September 27, 1997, respectively, were derived from products purchased from Solaris.

THE SOLARIS AGREEMENT

The Company entered into an agreement with Solaris effective October 1, 1995 to become the master agent and master distributor for sales of Solaris products nationwide.

The Company believes that a significant portion of its net sales and operating income since October 1996 has been attributable to its relationship with Solaris. Under the Solaris Agreement, Solaris is obligated to reimburse the Company for costs incurred in connection with services provided by the Company to Solaris' direct sales accounts. In addition, the Company receives payments based on the level of sales of Solaris products to these accounts, and these payments are subject to increase based on the growth of sales of Solaris products. The Company also shares with Solaris in the economic benefits of certain cost reductions, to the extent achieved. It is possible that disagreements could arise between Solaris and the Company as to measurement of the costs incurred in servicing Solaris' direct sales accounts. The cost reimbursement arrangement is based on estimates which are subject to reconciliation at the end of each fiscal year. As a result, the Solaris Agreement could contribute to variability in the

Company's operating results. The relationship with Solaris embodied in the Solaris Agreement does not assure that the Company will be profitable overall.

Under the Solaris Agreement, Solaris continues to negotiate prices directly with its direct sales accounts. As a result of the Solaris Agreement a majority of the Company's sales of Solaris products are derived from servicing direct sales accounts, whereas prior to fiscal 1996, a majority of the Company's sales of Solaris products were made by the Company as a traditional distributor. The Company acts as the master agent on direct sales of Solaris products to certain major retailers and the master distributor in connection with sales of Solaris products to other distributors and retailers. The Solaris Agreement contains provisions which, without the consent of Solaris, could limit the Company's ability to distribute certain lawn and garden products manufactured by suppliers other than Solaris. These provisions could result in lower sales of non-Solaris products, which could have an adverse effect on the Company's business. The Solaris Agreement does not expire until September 30, 1999. However, Solaris has the right to terminate the agreement prior to its expiration in the event of a material breach of the agreement by the Company, including the Company's failure to satisfy certain performance criteria, or under certain other circumstances, including a sale of Solaris. Any such early termination would have a material adverse effect on the Company.

PROPRIETARY BRANDED PRODUCTS

The principal lawn and garden product lines owned by the Company are the Matthew's line of redwood products, the Grant's line of ant control products, the Greentouch line of cutting tools and four proprietary brands of fertilizer. The Matthew's line of redwood products consists of redwood tubs, planter boxes and trellises. The Grant's line of ant control products consists of ant stakes, granules and twists and ties. The Greentouch line of cutting tools consists of small hand tools used for gardening which are supplied to the Company by a contract manufacturer located in the Far East. The Company has four proprietary brands of fertilizer -- Colorado's Own and Mountain States, which are manufactured by the Company, and Easy-Gro and Turf-Magic, which are supplied to the Company by contract manufacturers.

The principal pet supply product lines owned by the Company are the Four Paws line of animal products, the flea and tick protection products acquired from Sandoz and the Island Aquarium line of aquariums. In January 1997, the Company acquired Four Paws, one of the largest manufacturers of dog, cat, reptile and small animal products in the United States, including brand names such as Magic Coat(R) and Four Paws(R). Four Paws products are distributed throughout the United States, Canada, Europe and Asia. Sales in 1996 were approximately $30 million. In May 1997, the Company acquired the United States and Canada flea and tick protection business of Sandoz. The acquisition includes ownership in the United States and Canada of Zodiac(R) and Vet-Kem(R) trademarks as well as those of Ovitrol(R), Siphotrol(R), Fleatrol(R) vIGRen(R), Petcor(R), Precor(R) and Natural Signature(R). These products which include on-animal sprays, shampoos and powders, collars, indoor foggers, aerosols, concentrates and pump-sprays are based on the active ingredient methoprene to which the Company has acquired exclusive rights in the United States and Canada. In connection with this acquisition, the Company acquired a manufacturing, formulation, packaging and research facility in Dallas, Texas and all existing inventory, along with a staff of highly trained technical professionals. Additionally, the Company manufactures aquariums sold under the brand name Island(R) Aquarium.

The Company intends to pursue the acquisition of additional proprietary branded products in both the lawn and garden and pet supply product industries which would benefit from access to the Company's distribution system and expertise and which the Company believes typically offer higher margins than distributed products.

In connection with the expansion of its proprietary branded products, the Company now currently operates eight manufacturing facilities. In addition, certain of its proprietary branded products are manufactured by contract manufacturers. The Company also has a development team that is responsible for developing new products within existing proprietary branded product lines and the development of new proprietary branded product lines.

MANAGEMENT INFORMATION SYSTEMS

During their weekly visits to the retail stores, sales personnel transmit orders to the appropriate distribution centers in any one of three methods: remote order entry units (hand held, electronic devices), telephone or facsimile.

Generally, sales personnel transmit orders several times each day. Certain retailers can also order products directly through the Company's EDI system or by purchasing items directly at each distribution center. After customer orders are received and processed, shipping tickets are printed and credit approved prior to the orders being sent to the warehouse manager. The Company's warehouse employees then fill orders by manual selection and packaging. The Company believes that due to the unusual shapes and sizes of its products (e.g., hand held tools, wheelbarrows and bags of fertilizer) current automatic order selection systems are not as efficient and cost effective as the Company's current manual systems.

The Company's management information systems collect data needed for receivables and inventory management, customer, product and facility profitability analysis, as well as permit electronic data interface with customers and suppliers. The Company is presently electronically connected with several major customers with a variety of applications that range from purchase order receipt to paperless invoicing. The Company also uses a shelf space planning system that optimizes retail shelf space utilization and profitability. The Company receives more than a majority of its daily order volume from field sales representatives utilizing hand-held order entry computers. The Company's systems enable it to provide delivery generally within one business day.

DISTRIBUTION

In order to develop the most effective possible national distribution network, the Company relies not only on its network of Company-operated distribution centers (see "-- Properties"), but also on its affiliation arrangements with two leading regional distributors of lawn and garden products and, in the case of Solaris products, on agreements with a group of independent distributors for specific geographic areas.

The Company generally will make deliveries from its distribution centers within one to two days after receipt of the order and, if the customer requests, will generally make "hot shot" deliveries within four hours after receipt of the order. The Company organizes its truck and delivery routes to optimize each truck's merchandise load and number of deliveries. The Company uses trucks to deliver a substantial percentage of the Company's products and common carriers for a small percentage of deliveries. Common carriers are typically used for deliveries beyond a 200 mile radius from the distribution center.

The Company's affiliation arrangements are intended to permit the Company to more effectively solicit national accounts and to assure that such accounts can be effectively serviced on a national basis without requiring the Company to incur the capital costs of opening new distribution centers or undertaking an acquisition. The Company presently has affiliation agreements with Commerce LLC, a distributor serving the Northeast in which the Company has a one-third equity interest, and U.S. Garden Sales, a distributor serving Ohio and Michigan.

Under the affiliation arrangements, Company personnel negotiate transactions with national retail chains and the affiliated distributors provide such retail chains with products and related services in the geographic regions in which they operate. The Company receives fees from the affiliated distributors to compensate it for its costs, and sales of these affiliated distributors are not reflected in the Company's statements. The Company earned no profits in fiscal 1997 from these arrangements as the Company set its fees in connection with such arrangements at a level which was designed to cover only the Company's administrative costs.

The Company has negotiated agreements with a group of 30 independent distributors for the distribution of Solaris products by the independent distributors. These agreements provide coverage of geographic areas where the Company does not have facilities or where established relationships with specific retailers make such arrangements desirable.

In February 1997, the Company entered into an agreement relating to joint development, marketing and distribution with HR Vet. The agreement provides HR Vet with exclusive United States and Canada sales and marketing rights for the Vet-Kem line of methoprene-based flea and tick products sold directly and exclusively through veterinarians, and acquired by the Company in the Sandoz

Flea and Tick Acquisition. In addition, the Company received consumer marketing rights to certain HR Vet products.

COMPETITION

The lawn and garden products and pet supply distribution industries are highly competitive. Traditionally, these industries have been characterized by intense competition from large numbers of smaller local and regional distributors - with competition based on price, service and personal relationships. In recent years, the Company has moved aggressively to insulate itself from this type of competition through the development of a nationwide presence, forging relationships with manufacturers, suppliers and major retailers and adding new value-added services.

In addition to competition from other distributors, the Company also faces existing and potentially increased competition from manufacturers and suppliers which distribute some percentage of their products directly to retailers, bypassing distributors, or through a dual distribution system in which the manufacturer or supplier competes with distributors for sales to certain accounts. Such competition is typically based on service and price. Although the Company competes against direct sales by manufacturers and suppliers, it is often able to participate in such direct sales by entering into agreements with the manufacturers and suppliers pursuant to which it provides the manufacturers and suppliers with order processing, warehousing, shipping and certain in-store services in connection with such direct sales in return for a fee from the manufacturers and suppliers.

EMPLOYEES

As of September 27, 1997, the Company had approximately 2,700 employees of which approximately 2,300 were full-time employees and 400 were temporary or part-time employees. The Company hires substantial numbers of temporary employees for the peak shipping season of February through June in order to meet the increased demand experienced during the spring and summer months, including merchandising in stores. All of the Company's temporary employees are paid on an hourly basis. None of the Company's employees is represented by a labor union. The Company considers its relationship with its employees to be good.

ENVIRONMENTAL CONSIDERATIONS

The Company's subsidiary, Grant Laboratories, Inc., which manufactures ant control products, and many of the products distributed by the Company are subject to regulation by federal, state and local authorities. In addition, in connection with Sandoz Flea and Tick Acquisition, the Company acquired a production facility in Texas which makes, among other things, products based upon the active ingredient methoprene, and is subject to regulation by federal, state and local authorities. Such regulations are often complex and are subject to change. Environmental regulations may affect the Company by restricting the manufacturing or use of its products or regulating their disposal. Regulatory or legislative changes may cause future increases in the Company's operating costs or otherwise affect operations. Although the Company believes it is and has been in substantial compliance with such regulations and has strict internal guidelines on the handling and disposal of its products, there is no assurance in the future that the Company may not be adversely affected by such regulations or incur increased operating costs in complying with such regulations. However, neither the compliance with regulatory requirements nor the Company's environmental procedures can ensure that the Company will not be subject to claims for personal injury, property damages or governmental enforcement.

EXECUTIVE OFFICERS

Certain information regarding the executive officers of the Company is set forth below:

NAME	AGE	POSITION
William E. Brown......................	56	Chairman of the Board and Chief Executive Officer
Glenn W. Novotny......................	50	President, Chief Operating Officer and Director
Neill J. Hines........................	57	Executive Vice President
Robert B. Jones.......................	65	Vice President, Chief Financial Officer and Secretary

William E. Brown has been Chairman and Chief Executive Officer of the Company since 1980. From 1977 to 1980, Mr. Brown was Senior Vice President of the Vivitar Corporation with responsibility for Finance, Operations, and Research & Development. From 1972 to 1977, he was with McKesson Corporation where he was responsible for its 200-site data processing organization. Prior to joining McKesson Corporation, Mr. Brown spent the first 10 years of his business career at McCormick, Inc. in manufacturing, engineering and data processing.

Glenn W. Novotny has been President of the Company since June 1990 and was President of the predecessor Weyerhaeuser Garden Supply ("WGS") since 1988. Prior thereto, he was with Weyerhaeuser Corporation for 20 years with a wide range of managerial experience including manufacturing, accounting, strategic planning, sales, general management and business turnarounds.

Neill J. Hines joined the Company in June 1990 as Executive Vice President and was Vice President-Finance since 1989 with WGS. Prior thereto, he was with Weyerhaeuser Corporation for 25 years in a broad variety of positions including Eastern Region Manager of Finance and Planning, Forest Products; North Carolina Business and Financial Manager; Plywood Plant Manager; Manager Finishing, Shipping & Customer Service; Paper Mills; and various controllership positions.

Robert B. Jones joined the Company in July 1991 as Corporate Controller. He became Chief Financial Officer in June 1993 and Secretary in May 1994.

ITEM 2 - PROPERTIES

As of September 27, 1997, the Company operated 41 distribution centers and 8 manufacturing facilities totaling approximately 3,374,000 square feet. The Company currently owns two distribution centers which it uses in San Antonio and Lubbock, Texas and leases the remaining distribution centers. Most distribution centers consist of office and warehouse space, several large bays for loading and unloading and a store for walk-in commercial accounts. Each distribution center provides warehouse, distribution, sales and support functions for its geographic area under the supervision of a regional manager. The Company's executive offices are located in Lafayette, California. The table below lists the Company's distribution and manufacturing facilities.

<TABLE>
<CAPTION>

WESTERN REGION	EASTERN REGION	NORTHWEST REGION
Bellflower, CA	China Grove, NC	Algona, WA
Compton, CA	Damascus, OH*	Boise, ID
Fullerton, CA*	Hauppauge, NY(2)*	Denver, CO
Orange, CA	Mahwah, NJ(2)	Longmont, CO*
Phoenix, AZ	Providence, RI	Medford, OR
Sacramento, CA(2)		Portland, OR
San Diego, CA	SOUTHEAST REGION	Salt Lake City, UT
San Leandro, CA*		
Santa Fe Springs, CA	Atlanta, GA	SOUTHWEST REGION
Stockton, CA*	Greensboro, NC	
Van Nuys, CA	Miami, FL	Albuquerque, NM
Visalia, CA	Orlando, FL	Dallas, TX(2)
	Tampa, FL	Dallas, TX*
		Hammond, LA
MIDWEST REGION	MEXICO	Houston, TX(3)
		Little Rock, AR
Bloomington, IL	Celaya	Lubbock, TX
Kansas City, MO		McAlester, OK
Minneapolis, MN		San Antonio, TX
St. Louis, MO		

</TABLE>

*manufacturing facility

The Company's leases generally expire between 1997 and 2005. Substantially all of the leases contain renewal provisions with automatic rent escalation clauses. In addition to the facilities that are owned, the Company's fixed assets are comprised primarily of trucks and warehousing, transportation and computer equipment. As of September

27, 1997, the Company operated a fleet of approximately 265 trucks of which most are leased. During the Company's peak season it rents additional trucks.

ITEM 3 - LEGAL PROCEEDINGS

The Company is not a party to any material litigation.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Inapplicable.

PART II

ITEM 5 - MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The Common Stock of the Company has been traded on the Nasdaq National Market under the symbol CENT since the Company's initial public offering on July 15, 1993. The following table sets forth, for the periods indicated, the highest and lowest closing sale prices for the Common Stock, as reported by the Nasdaq National Market.

FISCAL 1996	HIGH	LOW
First Quarter	9-1/2	5-1/2
Second Quarter	10	8-1/8
Third Quarter	19	9-1/4
Fourth Quarter	26-1/8	16-3/4
FISCAL 1997		
First Quarter	24-5/8	18-7/8
Second Quarter	28-3/4	16-1/8
Third Quarter	24-15/16	16-1/4
Fourth Quarter	31-1/16	20-1/2

As of September 27, 1997, there were approximately 111 holders of record of the Company's Common Stock and approximately 10 holders of record of the Company's Class B Stock.

In each of August 1996 and 1997, the Company paid cash dividends in the amount of $45,000 to the holders of its Series A Preferred Stock. Except as mentioned in the previous sentence, the Company has not paid any cash dividends in the past. The Company currently intends to retain any earnings for use in its business and does not anticipate paying any cash dividends on its Common Stock in the foreseeable future. In addition, the Company's line of credit contains restrictions on the Company's ability to pay dividends. See Note 4 of Notes to Consolidated Financial Statements.

ITEM 6 - SELECTED FINANCIAL DATA

The following selected income statement and balance sheet data of the Company as of and for each of the fiscal years in the two-year period ended December 25, 1994, the nine-month period ended September 30, 1995 and the fiscal years ended September 28, 1996 and September 27, 1997 have been derived from the Company's audited consolidated financial statements. The financial data set forth below should be read in conjunction with "Item 8 - Financial Statements and Supplemental Data - Consolidated Financial Statements of the Company and related Notes thereto and Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere herein.

	FISCAL YEAR ENDED DECEMBER 26, 1993	FISCAL YEAR ENDED DECEMBER 25, 1994	NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1995(1)	FISCAL YEAR ENDED SEPTEMBER 28, 1996	FISCAL YEAR ENDED SEPTEMBER 27, 1997
INCOME STATEMENT DATA:					
Net sales	$334,682	$421,427	$373,734	$619,622	$841,007
Cost of goods sold and occupancy	278,746	354,096	316,832	535,189	694,925
Gross profit	55,936	67,331	56,902	84,433	146,082
Selling, general and administrative expenses	44,702	58,489	48,075	66,945	109,160
Income from operations	11,234	8,842	8,827	17,488	36,922
Interest expense--net	(3,751)	(5,642)	(5,891)	(4,061)	(6,554)
Other income (expense)--net	(878)	(859)	(953)	1,038	

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Income before income taxes and minority interest	6,605	2,341	1,983	14,465	30,368
Income tax expense	2,637	936	904	6,017	12,765
Income before minority interest	3,968	1,405	1,079	8,448	17,603
Minority interest	26	--	--	--	--
Net income	$ 3,994	$ 1,405	$ 1,079	$ 8,448	$ 17,603
Net income per common and common equivalent share					
Fully diluted (2)			$0.18	$0.71	$1.07
Primary	$0.83	$0.24	$0.18	$0.72	$1.08
Weighted average shares outstanding					
Fully diluted (2)			6,050	11,904	19,970
Primary	4,789	5,947	5,943	11,702	16,293

	DECEMBER 26, 1993	DECEMBER 25, 1994	SEPTEMBER 30, 1995	SEPTEMBER 28, 1996	SEPTEMBER 27, 1997
BALANCE SHEET DATA:					
Working capital	$ 26,719	$ 21,003	$ 25,316	$ 95,670	$253,926
Total assets	143,748	173,953	142,680	283,664	559,043
Short-term borrowings	32,162	44,995	39,670	29,508	72
Long-term borrowings	8,804	7,019	11,130	7,635	115,200
Shareholders' equity	35,359	36,376	38,402	129,559	281,807

</TABLE>

____

(1) In 1995, the Company changed its fiscal year end to the last Saturday in September. Accordingly, the fiscal period ended September 30, 1995 was a nine-month period.

(2) For periods not presented fully diluted amounts were equal to primary as common stock equivalents were anti-dilutive.

ITEM 7 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The statements contained in this Form 10-K which are not historical facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. Factors that could cause or contribute to such differences include those discussed in the Company's filings with the Securities and Exchange Commission, including, without limitation, the factors discussed under the caption "Risk Factors" in the Company's Registration Statement on Form S-3 (Registration No. 333-31255), the factors discussed in this Form 10-K under the captions "Business-Retailers," "Business-Solaris Agreement," "Business-Management Information Systems," "Business-Environmental Considerations" and "-Liquidity and Capital Resources," as well as those discussed elsewhere in this Form 10-K.

OVERVIEW

The Company entered into an agreement effective October 1, 1995 with Solaris to become both the master agent and master distributor for sales of Solaris products nationwide. Management believes that the relationship with Solaris embodied in the Solaris Agreement has had a substantial impact on the Company's results of operations. Under the Solaris Agreement, which has an initial four-year term, the Company, in addition to serving as the master agent and master distributor for sales of Solaris products, provides a wide range of value-added services including logistics, order processing and fulfillment, inventory distribution and merchandising. However, Solaris continues to negotiate its sales prices directly with its direct sales accounts. As a result of the Solaris Agreement, a majority of the Company's sales of Solaris products are derived from servicing direct sales accounts, whereas in 1995 and prior, a majority of the Company's sales of Solaris products were made by the Company as a traditional distributor. A substantial portion of these sales consists of large shipments to retail distribution centers which are characterized by lower gross profit as a percentage of net sales compared with sales made by the Company as a traditional distributor. The Company believes that the operating expenses associated with this type of sale are lower than the operating expenses associated with sales made by the Company as a traditional distributor. The Company believes that the gross profit as a percentage of net sales associated with the Company's services to Solaris direct sales accounts is higher than the gross profit as a percentage of net sales associated with the Company's historical agency sales due to the greater services provided pursuant to the Solaris Agreement. The Company believes that the collective impact of these factors has led to substantially increased sales of Solaris products, increased gross profit from sales of Solaris products as well as lower gross profit as a percentage of net sales.

In addition, under the Solaris Agreement, the Company's inventories of Solaris products have increased significantly since the Company is not only carrying inventories to support its own sales of Solaris products but also certain inventory previously carried by Solaris as well as additional inventories to support sales of Solaris products by the Company's network of independent distributors.

The Solaris Agreement provides for the Company to be reimbursed for costs incurred in connection with services provided to Solaris' direct sales accounts and to receive payments based on the growth of sales of Solaris products. The Company also shares with Solaris in the economic benefits of certain cost reductions, to the extent achieved. As a result, management believes that the Company's profitability is more directly attributable to the success of Solaris than it has been in the past.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, the relative percentages that certain income and expense items bear to net sales:

<TABLE>
<CAPTION>

<S>	NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1995 <C>	FISCAL YEAR ENDED SEPTEMBER 28, 1996 <C>	FISCAL YEAR ENDED SEPTEMBER 27, 1997 <C>
Net sales	100.0%	100.0%	100.0%
Cost of goods sold and occupancy	84.8	86.4	82.6
Gross profit	15.2	13.6	17.1
Selling, general and administrative expenses	12.9	10.8	13.0
Income from operations	2.3	2.8	4.4
Interest expense--net	1.6	0.7	0.8
Other income (expense)--net	(0.2)	0.2	0.0
Income before income taxes	0.5	2.3	3.6
Income taxes	0.2	0.9	1.5
Net income	0.3%	1.4%	2.1%

</TABLE>

FISCAL 1997 COMPARED WITH FISCAL 1996

Net sales for the year ended September 27, 1997 increased by 35.7% or $221.4 million to $841.0 million from $619.6 million for the year ended September 28, 1996. Of the $221.4 million increase, approximately $146.5 million was attributable to businesses acquired subsequent to October 1, 1995. The increase related to the existing business was attributable principally to the lawn and garden operations with modest sales increases in both the pet and branded areas of the Company's operations.

Gross profit increased by 73.0% or $61.6 million from $84.4 million during the year ended September 28, 1996 to $146.1 million for the same period in 1997. Gross profit as a percentage of net sales increased from 13.6% for the year ended September 28, 1996 to 17.4% for the comparable 1997 period. While the existing operations reported a modest increase in gross margin as a percentage of net sales, the increase is due principally to a greater percentage of higher margin pet and branded sales relative to total sales than was the case in fiscal 1996. The change in sales mix is primarily attributable to the newly acquired businesses.

For the year ended September 27, 1997, selling, general and administrative expenses increased by $42.3 million to $109.2 million from $66.9 million for the comparable 1996 period. The increase in selling, general and administrative expenses is attributable to a combination of increased sales and the addition of the newly acquired businesses. As a percentage of net sales, operating expenses increased from 10.8% in the twelve months ended September 28, 1996 to 13.0% for the similar 1997 period. This percentage increase relates principally to the pet and branded product operations which have significantly higher operating costs as a percentage of sales than the lawn and garden operations. As these two product areas become a greater percentage of total sales, selling, general and administrative expense as a percentage of net sales will continue to increase.

Interest expense-net for the year ended September 27, 1997 increased by 61.4% or $2.5 million to $6.6 million from $4.1 million for the year ended September 28, 1996. The increase is due principally to the issuance of $115,000,000, 6% convertible notes in November 1996 offset, in part, by interest income earned from funds available resulting from proceeds from the issuance of both the convertible notes and a public offering of the Company's common stock in July 1997. Average borrowings for fiscal 1997 were $105.2 million compared with $28.2 million for the comparable 1996 period. The average interest rates for the fiscal years ended September 27, 1997 and September 28, 1996 were 7.4% and 10.5%, respectively.

The Company's effective income tax rate for fiscal 1997 was 42.0% compared with 41.6% for the similar 1996 period.

FISCAL 1996 COMPARED WITH TWELVE MONTHS ENDED SEPTEMBER 30, 1995

In 1995, the Company changed its fiscal year to the last Saturday in September. Accordingly, the fiscal year ended September 30, 1995 was a nine month period. As a result of this change, 1996 operating results will not be directly comparable with 1995. The Company believes that comparing 1996 with the twelve month period ending September 30, 1995 will provide a more meaningful analysis of the Company's operating results. Unaudited summary operating results for the twelve months ended September 30, 1995 are shown in Note 11 to the consolidated financial statements.

Net sales for the year ended September 28, 1996 increased by 41.8% or $182.6 million to $619.6 million from $437.0 million for the comparable 1995 period. The increase in net sales was due to (1) incremental business resulting from the Solaris Agreement (approximately $98.0 million), (2) acquisition of two pet supplies distributors in the fourth quarter of fiscal 1996 (approximately $22.2 million), and (3) the addition of stores previously serviced by a competitor, expanded product placements and new store openings with existing customers (approximately $62.4 million).

Gross profit increased by 26.5% or $17.7 million from $66.7 million during the twelve months ended September 30, 1995 to $84.4 million for the same period in 1996. Gross profit as a percentage of net sales decreased from 15.3% in the twelve months ended September 30, 1995 to 13.6% for the comparable 1996 period. The decrease in the gross profit as a percentage of net sales is due principally to the incremental sales of Solaris product which were sold to high volume, minimum service level retail distribution centers and to a lesser extent, the elimination of certain discounts and rebates which historically had been part of the Solaris marketing programs.

For the year ended September 28, 1996, selling, general and administrative expenses increased by $5.8 million to $66.9 million from $61.2 million for the similar 1995 period. As a percentage of net sales, these expenses decreased from 14.0% in the twelve months ended September 30, 1995 to 10.8% in the supplies comparable 1996 period. Of the $5.8 million increase, approximately

$4.4 million relates to the two pet supplies distributors acquired in the fourth quarter of fiscal 1996 and approximately $6.1 million is related to the increase in sales, offset in part by approximately $4.7 million resulting from a combination of cost reductions in the existing pet operations and costs related to inventory on hand at September 28, 1996. The decrease in these expenses as a percentage of net sales relates to the fixed portion of these expenses being spread over substantially greater sales volume in 1996 compared with 1995.

Interest for the year ended September 28, 1996 decreased by 44.6% or $3.3 million to $4.1 million from $7.4 million for the twelve months ended September 30, 1995. The decrease is attributable principally to lower average outstanding borrowings as a result of applying the proceeds from the Company's two sales of its common stock during fiscal 1996 and the termination of the Monsanto trade financing agreement. Average short-term borrowings for fiscal 1996 were $28.2 million compared with $79.0 million for the comparable 1995 period. The outstanding borrowings include amounts due to Solaris under the Monsanto trade financing agreement which ended in November 1995. The average interest rate for the twelve months ended September 28, 1996 and September 30, 1995 were 10.5% and 7.6% respectively.

The Company's effective income tax rate for fiscal 1996 was 41.6% compared with a tax credit of 36.6% for the similar 1995 period.

INFLATION

The results of operations and financial condition are presented based upon historical cost. While it is difficult to accurately measure the impact of inflation, the Company believes that the effects of inflation on its operations have been immaterial.

LIQUIDITY AND CAPITAL RESOURCES

The Company has historically financed its growth through a combination of bank borrowings, supplier credit, internally generated funds and sales of its stock and convertible notes to the public. During fiscal 1997, the

Company received net proceeds (after offering expenses) of approximately $111.4 million from the sale of $115.0 million of 6% Convertible Subordinated Notes due 2003 and approximately $127.2 million (after offering expenses) from the sale of 5,540,000 shares of common stock completed in July 1997.

The Company's business is highly seasonal and its working capital requirements and capital resources track closely to this seasonal pattern. During the first quarter of each calendar year, inventory, accounts receivable, accounts payable, and short-term borrowings begin to increase, reflecting the build up of inventory and related payables in anticipation of the peak selling season. During the second quarter of the calendar year, inventory levels decrease while account receivables peak and short-term borrowings start to decline as cash collections are received during the peak selling period. In the third quarter of the calendar year, inventory levels are at their lowest level and receivables and accounts payable are substantially reduced through conversion of accounts receivable to cash. During the fourth quarter of the calendar year, accounts receivable reach their lowest levels, while inventory and accounts payable and short-term borrowings begin to increase. Since the Company's short-term credit line fluctuates based upon a specified asset borrowing base, the fourth quarter of each calendar year is typically the period when the asset borrowing base is at its lowest and consequently its ability to borrow is at its lowest.

For the twelve months ended September 27, 1997, the Company generated $10.2 million of cash from operating activities. Cash used from investing activities was approximately $101.4 million of which $96.8 million was related to the acquisitions of two manufacturers of pet supplies products (Four Paws and the flea and tick operations of Sandoz Agro, Inc.), one pet distributor (Country Pet Supply), one lawn and garden distributor (Ezell Nursery Supply), plus an equity interest in a lawn and garden distributor (Commerce). The balance, $4.6 million reflects additions to plant and equipment. Cash provided from financing activities of $190.0 million consisted principally of $238.6 million of net proceeds from the issuance of $115,000,000 principal amount of 6% Subordinated Convertible Notes and the sale of 5,540,000 shares of common stock offset in part by repayments of both short and long-term debt of approximately $42.1 million. Additionally, the Company redeemed for $7.0 million warrants to purchase 500,000 shares of the Company's stock which were originally issued to Monsanto Company in connection with the Company's agreement to become the master agent and distributor for Solaris, a business unit of Monsanto, and Monsanto's purchase of 100 shares of the Company's preferred stock. The redemption price reflected the fair market value of the Company's common stock at date of acquisition less the exercise price of $9.00 per share.

For the twelve months ended September 28, 1996, the Company used cash from operating activities of approximately $32.4 million, resulting principally from the initial build up of inventory related to the Solaris Agreement combined with the termination of the Monsanto trade financing agreement. Cash used from investing activities was $34.3 million reflecting the purchase of two pet supplies distribution businesses for approximately $35.0 million and additions to plant and equipment of $3.0 million offset in part by the proceeds of $3.7 million from the sale of the Company's Visalia, California warehouse. Cash provided from financing activities of $67.8 million consisted primarily of $81.9 million net proceeds from the Company's stock sales in November 1995 and July 1996 offset in part by repayments of short and long-term debt by approximately $13.7 and $0.4 million to acquire treasury shares.

The Company has a line of credit with Congress Financial Corporation (Western) for up to $75 million. The available amount under the line of credit fluctuates based upon a specific asset borrowing base. The line of credit, which bears interest at a rate equal to the prime rate plus 3/4% per annum, is secured by substantially all of the Company's assets. At September 27, 1997, as a result of the sale of $115.0 million of Convertible Subordinated Notes in November 1996, and the sale of its common stock in July 1997, the indebtedness to Congress was repaid leaving the Company with $75.0 million of borrowing availability. The Company's line of credit contains certain financial covenants such as minimum net worth and minimum working capital requirements. The line also requires the lender's prior written consent to any acquisition of a business.

During 1995, the Company had a trade credit arrangement with a financing affiliate of Monsanto pursuant to which Monsanto permitted the Company to borrow up to $81.0 million for the purchase of Solaris products. Such borrowings were secured by a first priority lien on the Company's inventory of Solaris products and a second priority lien on all other inventories and receivables and bore interest at a rate 1-1/2% below the prime rate. This arrangement was eliminated on November 15, 1995 and subsequent to that date, financing arrangements with Monsanto have been on typical Solaris credit terms.

The Company believes that cash flow from operations, funds available under its line of credit and its arrangements with suppliers including Monsanto and funds available related to the $127.2 million sale of common stock in July 1997 will be adequate to fund its presently anticipated working capital requirements for the foreseeable future. The Company anticipates that its capital expenditures, excluding any future acquisitions, will not exceed $5.0 million for the next 12 months.

As part of its growth strategy, the Company has engaged in acquisition discussions with a number of companies in the past and it anticipates it will continue to evaluate potential acquisition candidates. If one or more potential acquisition opportunities, including those that would be material, become available in the near future, the Company after first using the funds received from the sale of 5,540,000 shares of stock in July 1997, may require additional external capital. In addition, such acquisitions would subject the Company to the general risks associated with acquiring companies, particularly if the acquisitions are relatively large.

WEATHER AND SEASONALITY

Historically, the Company's sales of lawn and garden products have been influenced by weather and climate conditions in the markets it serves. For example, during the first six months of both 1993 and 1995 and the first three months of the calendar year in 1996, the Company's results of operations were negatively affected by severe weather conditions in many parts of the country. Additionally, the Company's business is highly seasonal. In fiscal 1997, approximately 66% of the Company's sales occurred in the first six months of the calendar year. Substantially all of the Company's operating income is typically generated in this period which has historically offset the operating losses incurred during the rest of the year.

ITEM 8 - FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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<TABLE>
<CAPTION>
Central Garden & Pet Company

Notes to Consolidated Financial Statements for Fiscal Years Ended September 27, 1997 and September 28, 1996, and the Nine-Month Period Ended September 30, 1995	23

</TABLE>

INDEPENDENT AUDITORS' REPORT

Board of Directors
Central Garden & Pet Company
Lafayette, California

We have audited the accompanying consolidated balance sheets of Central Garden & Pet Company (the "Company") and subsidiaries as of September 27, 1997 and September 28, 1996, and the related consolidated statements of income, shareholders' equity and cash flows for the fiscal years ended September 27, 1997 and September 28, 1996, and the nine-month period ended September 30, 1995. 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, such consolidated financial statements present fairly, in all material respects, the financial position of the Company and its subsidiaries as of September 27, 1997 and September 28, 1996, and the results of their operations and their cash flows for the fiscal years ended September 27, 1997 and September 28, 1996, and the nine-month period ended September 30, 1995 in conformity with generally accepted accounting principles.

Deloitte & Touche LLP

November 4, 1997

CENTRAL GARDEN & PET COMPANY

CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

	SEPTEMBER 27, 1997	SEPTEMBER 28, 1996
	(DOLLARS IN THOUSANDS)	
<S>	<C>	<C>
ASSETS		
Current Assets:		
Cash and cash equivalents	$100,125	$ 1,272
Accounts receivable, less allowance for doubtful accounts of $5,204 and $5,278	85,028	62,231
Inventories	218,796	169,835
Prepaid expenses and other assets	10,470	7,132
Total current assets	414,419	240,470
Land, Buildings, Improvements and Equipment:		
Land	2,216	431
Buildings and improvements	8,935	3,450
Transportation equipment	3,968	3,161
Warehouse equipment	12,748	7,878
Office furniture and equipment	12.541	8,046
Total	40,408	22,966
Less accumulated depreciation and amortization	17,720	11,502
Land, buildings, improvements and equipment--net	22,688	11,464
Goodwill	113,018	29,971
Other Assets	8,918	1,759
Total	$559,043	$283,664

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LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Notes payable	$ 72	$ 27,904
Accounts payable	136,220	104,049
Accrued expenses	24,201	11,243
Current portion of long-term debt	--	1,604
Total current liabilities	160,493	144,800
Long-Term Debt	115,200	7,635
Deferred Income Taxes and Other Long-Term Obligations	1,543	1,670
Commitments and Contingencies (Note 10)		
Shareholders' Equity:		
Series A convertible preferred stock	--	--
Class B stock	16	19
Common stock	191	125
Additional paid-in capital	245,783	111,228
Retained earnings	36,291	18,733
Restricted stock deferred compensation	(110)	(182)
Treasury stock	(364)	(364)
Total shareholders' equity	281,807	129,559
Total	$559,043	$283,664

</TABLE>

See notes to consolidated financial statements.

CENTRAL GARDEN & PET COMPANY

CONSOLIDATED STATEMENTS OF INCOME

<TABLE>
<CAPTION>

	FISCAL YEAR ENDED SEPTEMBER 27, 1997	FISCAL YEAR ENDED SEPTEMBER 28, 1996	NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1995
	(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)		
<S>	<C>	<C>	<C>
Net sales	$841,007	$619,622	$373,734
Cost of goods sold and occupancy	694,925	535,189	316,832
Gross profit	146,082	84,433	56,902
Selling, general and administrative expenses	109,160	66,945	48,075
Income from operations	36,922	17,488	8,827
Interest expense -- net	(6,554)	(4,061)	(5,891)

Other income (expense) -- net	--	1,038	(953)
Income before income taxes	30,368	14,465	1,983
Income taxes	12,765	6,017	904
Net income	$ 17,603	$ 8,448	$ 1,079
Net income per common and common equivalent share			
Fully diluted	$1.07	$.71	$.18
Primary	$1.08	$.72	$.18
Weighted average shares outstanding			
Fully diluted	19,970	11,904	6,050
Primary	16,293	11,702	5,943

</TABLE>

See notes to consolidated financial statements.

CENTRAL GARDEN & PET COMPANY

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

<TABLE>
<CAPTION>

	SERIES A CONVERTIBLE PREFERRED STOCK		CLASS B STOCK		COMMON STOCK		ADDITIONAL PAID-IN	RETAINED
	SHARES	AMOUNT	SHARES	AMOUNT	SHARES	AMOUNT	CAPITAL	EARNINGS
				(DOLLARS IN THOUSANDS)				
Balance, December 25, 1994	--	--	3,206,668	$32	3,380,103	$ 34	$ 29,288	$13,294
Amortization, restricted stock deferred compensation								
Treasury stock								
Retirement of treasury stock			(809,578)	(8)	(9,000)		(1,987)	(4,043)
Conversion of Class B stock into common stock			(218,216)	(2)	218,216	2		
Issuance of common stock					17,645	--	66	
Issuance of preferred stock	100	--					900	
Net income								1,079
Balance, September 30, 1995	100	--	2,178,874	22	3,606,964	36	28,267	10,330
Amortization, restricted stock deferred compensation								
Treasury stock								
Conversion of Class B stock into common stock			(245,299)	(3)	245,299	3		
Issuance of common stock					8,710,258	86	82,961	
Net income								8,448

Preferred dividends paid								(45)
Balance, September 28, 1996	100	--	1,933,575	19	12,562,521	125	111,228	18,733
Amortization, restricted stock deferred compensation								
Conversion of Class B stock into common stock			(270,408)	(3)	270,408	3		
Issuance of common stock					6,310,396	63	141,571	
Net income								17,603
Preferred dividend paid.........								(45)
Redemption of stock warrant							(7,016)	
Balance, September 27, 1997	100	$--	1,663,167	$16	19,143,325	$191	$245,783	$36,291

<CAPTION>

<S>	RESTRICTED STOCK DEFERRED COMPENSATION <C>	TREASURY STOCK SHARES <C>	TREASURY STOCK AMOUNT <C>	TOTAL <C>
		(DOLLARS IN THOUSANDS)		
Balance, December 25, 1994	$(490)	(769,393)	$(5,782)	$ 36,376
Amortization, restricted stock deferred compensation	237			237
Treasury stock		(49,185)	(256)	(256)
Retirement of treasury stock ...		818,578	6,038	--
Conversion of Class B stock into common stock				
Issuance of common stock				66
Issuance of preferred stock				900
Net income				1,079
Balance, September 30, 1995	(253)	--	--	38,402
Amortization, restricted stock deferred compensation	71			71
Treasury stock		(26,000)	(364)	(364)
Conversion of Class B stock into common stock				--
Issuance of common stock				83,047
Net income				8,448
Preferred dividends paid				(45)
Balance, September 28, 1996	(182)	(26,000)	(364)	129,559
Amortization, restricted stock deferred compensation	72			72
Conversion of Class B stock into common stock				--
Issuance of common stock				141,634
Net income				17,603
Preferred dividend paid.........				(45)
Redemption of stock warrant				(7,016)
Balance, September 27, 1997	$(110)	(26,000)	$ (364)	$281,807

</TABLE>

See notes to consolidated financial statements.

CENTRAL GARDEN & PET COMPANY

CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

	FISCAL YEAR ENDED SEPTEMBER 27, 1997	FISCAL YEAR ENDED SEPTEMBER 28, 1996	NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1995
		(IN THOUSANDS)	
Cash flows from operating activities:			
<S>	<C>	<C>	<C>
Net income	$ 17,603	$ 8,448	$ 1,079
Adjustments to reconcile net income to net cash provided (used) by operating activities:			
Depreciation and amortization	5,373	3,057	1,817
Deferred income taxes	983	596	590

Gain on sale of land, building and improvements	--	(260)	--
Changes in assets and liabilities:			
Receivables	(7,107)	(15,959)	(4,549)
Inventories	(20,830)	(89,454)	38,208
Prepaid expenses and other assets	(1,322)	(154)	(683)
Accounts payable	18,853	57,750	(23,147)
Accrued expenses	(3,341)	4,166	(2,824)
Other long-term obligations	--	(595)	(55)
Net cash provided (used) by operating activities	10,212	(32,405)	10,436
Cash flows from investing activities:			
Additions to land, buildings, improvements and equipment	(4,605)	(3,015)	(2,781)
Proceeds from sale of land, buildings, improvements and equipment	--	3,676	--
Payments to acquire companies, net of cash acquired	(96,793)	(34,950)	(1,341)
Net cash used by investing activities	(101,398)	(34,289)	(4,122)
Cash flows from financing activities:			
Proceeds (repayments) from notes payable, net	(27,832)	(10,067)	(5,212)
Payments on long-term debt	(14,247)	(3,590)	(1,980)
Payments to reacquire stock	--	(364)	(117)
Payment to redeem warrant	(7,016)	--	--
Proceeds from issuance of long-term debt	111,227	--	--
Proceeds from issuance of stock	127,952	81,889	966
Preferred dividends paid	(45)	(45)	--
Net cash provided (used) by financing activities	190,039	67,823	(6,343)
Net increase (decrease) in cash	98,853	1,129	(29)
Cash at beginning of period	1,272	143	172
Cash at end of period	$ 100,125	$ 1,272	$ 143
Supplemental information:			
Cash paid for interest	$ 7,049	$ 3,141	$ 5,654
Cash paid for income taxes	12,682	4,115	1,125
Conversion of accounts payable to long-term debt	--	--	5,885
Assets (excluding cash) acquired through purchase of subsidiaries	58,280	18,169	1,341
Liabilities assumed through purchase of subsidiaries	34,897	2,318	--

</TABLE>

See notes to consolidated financial statements.

CENTRAL GARDEN & PET COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FISCAL YEARS ENDED SEPTEMBER 27, 1997 AND SEPTEMBER 28, 1996, AND NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1995

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization -- Central Garden & Pet Company, a Delaware corporation (the "Company"), is the leading national distributor of lawn and garden and pet supply products as well as a major distributor of pool supplies. The Company's business strategy is to capitalize on its national presence, comprehensive product selection, menu of value-added services and efficient operations. Utilizing these capabilities, the Company strives to develop and enhance servicing relationships with both large national and regional retailers as well as manufacturers.

The Solaris Agreement -- The Company entered into an agreement effective October 1, 1995 with The Solaris Group ("Solaris"), a strategic business unit of Monsanto Company, the manufacturer of Ortho, Round-up and Green Sweep lawn and garden products (the "Solaris Agreement"). Under the Solaris Agreement, which has an initial four year term, the Company, in addition to serving as the master agent and master distributor for sales of Solaris products, provides a wide range of value-added services including logistics, order processing and fulfillment, inventory distribution and merchandising. However, Solaris continues to negotiate its sales prices directly with its direct sales accounts. The Solaris Agreement provides for the Company to be reimbursed for costs incurred in connection with services provided to Solaris' direct sales accounts and to receive payments based on the growth of sales of Solaris products. The Company will also share with Solaris in the economic benefits of certain cost reductions, to the extent achieved.

Basis of Consolidation and Presentation -- The consolidated financial statements include the accounts of the Company and its subsidiaries. All transactions between the consolidated companies are eliminated.

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

Revenue Recognition -- Sales are recorded at the time merchandise is shipped from the Company's warehouses.

Income Taxes are accounted for under the liability method in accordance with Statement of Financial Accounting Standards ("SFAS") No. 109, Accounting for Income Taxes. Deferred income taxes result primarily from bad debt allowances, inventory reserves, depreciation and nondeductible reserves.

Cash and cash equivalents include all highly liquid debt instruments purchased with a maturity of three months or less at the date of acquisition.

Inventories, which primarily consist of garden products and pet supplies finished goods are stated at the lower of FIFO cost or market. Cost includes certain indirect purchasing, merchandise handling and storage costs.

Land, buildings, improvements and equipment are stated at cost. Depreciation is computed by the straight-line method over thirty years for buildings. Improvements are amortized on a straight-line basis over the shorter of the useful life of the asset or the terms of the related leases. Depreciation on equipment is computed by the straight-line and accelerated methods over the estimated useful lives of 3 to 10 years.

Goodwill is amortized using the straight-line method over periods ranging from 20 to 40 years. The Company reviews goodwill periodically for potential impairment by comparing the carrying amount to the expected future cash flows of acquired entities over the remaining amortization period. Accumulated amortization totaled $4,558,000 and $2,288,000 at September 27, 1997 and September 28, 1996, respectively.

Net income per common and common equivalent share is computed based on the total weighted average number of Class B shares and common shares outstanding during the year plus common stock equivalents.

Fiscal Year -- In 1995, the Company changed its fiscal year end to the last Saturday in September.

Reclassifications -- Certain 1995 and 1996 balances have been reclassified to conform with the 1997 presentation.

Accounting Changes -- In fiscal 1997, the Company adopted SFAS No. 121, "Accounting for Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of," which requires review of the carrying value of long-lived assets and certain intangibles for impairment when events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The adoption of SFAS 121 did not have a material impact on the Company's consolidated financial statements.

In fiscal 1997, the Company adopted the disclosure requirements of SFAS No. 123, "Accounting for Stock-Based Compensation," which provides for the disclosure of pro forma net earnings and net earnings per share as if the fair value method were used to account for stock-based employee compensation plans. The Company has elected to continue to use the intrinsic value method to account for stock-based compensation plans in accordance with Accounting Principles Board Opinion ("APBO") No. 25, "Accounting for Stock Issued to Employees"; see Note 8.

New Accounting Pronouncements -- In February 1997, the Financial Accounting Standards Board issued SFAS No. 128, "Earnings per Share." The Company is required to adopt SFAS 128 in December 1997.

SFAS 128 replaces current EPS reporting requirements and requires a dual presentation of basic and diluted EPS. Basic EPS excludes dilution and is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

Pro forma amounts for basic and diluted EPS, assuming SFAS 128 had been in effect, are as follows:

	FISCAL YEAR ENDED SEPTEMBER 27, 1997	FISCAL YEAR ENDED SEPTEMBER 28, 1996	NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1995
Net income per share:			
Basic	$1.11	$0.74	$0.19
Diluted	$1.07	$0.71	$0.18

In June 1997, the Financial Accounting Standards Board issued SFAS No. 130, "Reporting Comprehensive Income," which requires that an enterprise report, by major components and as a single total, the change in its net assets during the period from nonowner sources; and No. 131, "Disclosures about Segments of an Enterprise and Related Information," which establishes annual and interim reporting standards for an enterprise's operating segments and related disclosures about its products, services, geographic areas, and major customers. Adoption of these statements will not impact the Company's consolidated financial position, results of operations or cash flows, and any effect will be limited to the form and content of its disclosures. Both statements are effective for fiscal years beginning after December 15, 1997, with earlier application permitted.

2. ACQUISITIONS

Fiscal 1995

On April 14, 1995, the Company acquired substantially all of the assets of Valley Pet Supply, Inc. ("Valley"), which was, prior to that date, a Chapter 11 Debtor-In-Possession. Valley was a distributor of pet supplies in California and parts of Oregon and Washington. The purchase price was $1,341,000, which exceeded net assets acquired by $345,000, which was recorded as goodwill.

Fiscal 1996

On July 12, 1996, the Company acquired the pet supply distribution operations of Kenlin Pet Supply, Inc. ("Kenlin") and Longhorn Pet Supply ("Longhorn"). The aggregate cash purchase price of these acquisitions was approximately $34,560,000, which exceeded the fair market value of net assets acquired by $18,540,000, which was recorded as goodwill.

Fiscal 1997

On January 20, 1997, the Company acquired Four Paws Products, Ltd., a manufacturer of branded dog, cat, reptile and small animal products, for $55,000,000, including the issuance of 449,944 shares of common stock at a value of $10,000,000. The purchase price exceeded the fair market value of net assets acquired by $39,607,000.

On February 21, 1997, the Company's wholly owned Kenlin Pet Supply subsidiary acquired the pet supplies business of Country Pet Supply, N.W., Inc., a distributor of pet supply and pet food products. On March 4, 1997, the Company acquired an equity interest in Commerce, a distributor of lawn and garden products. On May 5, 1997, the Company acquired Ezell Nursery Supply, Inc., a distributor of lawn and garden, barbecue and patio products. The purchase price for these three acquisitions totaled $24,438,000, including the issuance of 193,104 shares of common stock at a value of $3,645,000. The purchase price exceeded the fair market value of net assets acquired by $18,683,000.

On May 23, 1997, the Company completed its acquisition of the United States and Canada flea and tick business of Sandoz Argo, Inc., for $31,000,000, which exceeded the fair market value of net assets acquired by $27,161,000. The fair value of net assets acquired are based on preliminary estimates which are subject to change. The acquisition includes all methoprene-based products produced by Sandoz for use in the U.S. and Canada, and certain other specialty products.

The fiscal 1997 net assets acquired included liabilities totaling $6.7 million related to the planned closures of facilities and involuntary termination benefits, of which $5.5 million remained outstanding at September 27, 1997.

The fiscal 1997, 1996 and 1995 acquisitions, except for Commerce, which is being accounted for under the equity method, have been accounted for under the purchase method and have been included in the Company's consolidated statements of income from time of acquisition.

Unaudited Pro Forma Results of Operations -- The following table summarizes on a pro forma basis the combined results of operations of the Company and its subsidiaries for fiscal years 1997 and 1996 as if the fiscal year 1997 acquisitions were on October 1, 1995. The pro forma results of operations also reflect pro forma adjustments for stock issued to facilitate the acquisitions, adjustments to conform inventory methods and facilities costs, and for the amortization of goodwill. Fiscal 1997 pro forma net income reflects the dilutive impact of the 1997 acquisitions had they been included in the Company's results of operations during periods in which certain acquired companies incurred operating losses. Although this pro forma combined information includes the results of operations of the acquisitions, it does not necessarily reflect the results of operations that would have occurred had the acquisitions been managed by the Company prior to their acquisition.

<TABLE>
<CAPTION>

	FISCAL YEAR ENDED SEPTEMBER 27, 1997	FISCAL YEAR ENDED SEPTEMBER 28, 1996
	(UNAUDITED) (IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)	
<S>	<C>	<C>
Net sales	$912,460	$855,076
Gross profit	165,832	176,847
Income from operations	28,243	42,145
Income before taxes	19,809	33,879
Net income	11,114	20,519
Net income per common and common equivalent share:		
Fully diluted	$ 0.67	$ 1.46
Primary	$ 0.68	$ 1.48
Weighted average common and common equivalent shares outstanding:		
Fully diluted	16,549	14,062
Primary	16,437	13,860

</TABLE>

3. CONCENTRATION OF CREDIT RISK AND SIGNIFICANT CUSTOMERS AND SUPPLIERS

Customer Concentration -- Approximately 47%, 50% and 52% of the Company's net sales for fiscal years 1997 and 1996, and the nine-month period ended September 30, 1995, respectively, were derived from sales to the Company's top ten customers. The Company's largest customer accounted for approximately 19%, 23% and 22% of the Company's net sales for fiscal years 1997 and 1996, and the nine-month period ended September 30, 1995, respectively. The Company's second largest customer accounted for approximately 8%, 11% and 10% of the Company's net sales for fiscal years 1997 and 1996, and the nine-month period ended September 30, 1995, respectively. The loss of, or significant adverse change in, the relationship between the Company and these two customers could have a material adverse effect on the Company's business and financial results. The loss of or reduction in orders from any significant customer, losses arising from customer disputes regarding shipments, fees, merchandise condition or related matters, or the Company's inability to collect accounts receivable from any major customer could have a material adverse impact on the Company's business and financial results.

Supplier Concentration -- While the Company purchases products from over 1,000 different manufacturers and suppliers, approximately 45% of the Company's net sales in fiscal year 1997 were derived from products purchased from the Company's five largest suppliers. The Company believes that approximately 32%, 44% and 29% of the Company's net sales during fiscal years 1997 and 1996 and the nine-month period ended September 30, 1995, respectively, were derived from sales of products purchased from Solaris, the Company's largest supplier. Because of the dependence of the Company on sales of Solaris products, future changes implemented by Solaris to its marketing and sales programs or any overall decrease in the sales of Solaris products could have a material adverse effect on the Company.

4. NOTES PAYABLE

The Company has a line of credit providing for aggregate borrowings of up to $75,000,000, which expires on July 12, 1998. The available amount under the line of credit fluctuates based upon a specific asset borrowing base. At September 27, 1997 and September 28, 1996, balances of $72,000 and $27,904,000, respectively, were outstanding under this agreement, bearing interest at a rate related to the prime rate (9.25% at September 27, 1997 and 9.0% at September 28, 1996). Available borrowings at September 27, 1997 and September 28, 1996 were $74,928,000 and $47,096,000, respectively. This line is secured by substantially all of the Company's assets, and contains certain financial covenants requiring maintenance of minimum levels of working capital and net worth, and restricts the Company's ability to pay dividends. The Company was in compliance with such covenants at September 27, 1997 and September 28, 1996.

Under the covenants in the Company's principal credit agreement described above, dividends can only be paid if there is no material default of any of the covenants contained in the agreement. The amount of such dividends shall not exceed the prior year's net income and the aggregate amount of all dividends paid from June 12, 1992 through June 12, 1998 is limited to approximately $4.5 million. Such restrictions would have limited dividends in 1997 to $4.5 million.

5. LONG-TERM DEBT

Long-term debt consists of the following:

<TABLE>
<CAPTION>

	SEPTEMBER 27, 1997	SEPTEMBER 28, 1996
	(IN THOUSANDS)	
Convertible Subordinated Notes, interest at 6% payable semi-annually, principal due 2003	$115,000	--
Note payable to Weyerhaeuser Corporation, discounted at 10.25% imputed rate, interest due in quarterly installments, principal repaid in 1997	--	$2,750
Note payable to a former supplier, interest at 10% and principal repaid in 1997	--	5,885
Other notes payable	200	604
Total	115,200	9,239
Less current portion of long-term debt	--	1,604
Total	$115,200	$7,635

</TABLE>

Principal repayments on long-term debt are scheduled as follows:

<TABLE>
<CAPTION>

	(IN THOUSANDS)
Fiscal year:	
1998	--

1999	--
2000	$ 200
2001	--
2002	--
Thereafter	115,000
Total	$115,200

At September 27, 1997, the carrying amount of cash and cash equivalents approximates its fair market value. The fair market value of the Company's long-term debt was $138,575,000 at September 27, 1997, which was computed by using quoted market prices.

6. OPERATING LEASES

The Company has operating lease agreements principally for office and warehouse facilities and equipment. Such leases have remaining terms, inclusive of renewal options, of 1 to 8 years. Rent expense for all operating leases amounted to $12,669,000 and $9,896,000 for fiscal years 1997 and 1996, and $6,437,000 for the nine-month period ended September 30, 1995, respectively.

Certain facility leases have renewal options and provide for additional rent based upon increases in the Consumer Price Index.

Aggregate minimum annual payments on noncancelable operating leases at September 27, 1997 are as follows:

Fiscal year:	(IN THOUSANDS)
1998	$11,867
1999	9,772
2000	8,622
2001	7,518
2002	3,132
Thereafter	4,612
Total	$45,523

7. INCOME TAXES

The provision for income taxes consists of the following:

	FISCAL YEAR ENDED SEPTEMBER 27, 1997	FISCAL YEAR ENDED SEPTEMBER 28, 1996	NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1995
Current:			
Federal	$ 9,578	$4,523	$ 187
State	2,204	1,040	127
Total	11,782	5,563	314
Deferred	983	454	590

Total	$12,765	$6,017	$ 904
	=======	======	=====

</TABLE>

A reconciliation of the statutory federal income tax rate with the Company's effective income tax rate is as follows:

<TABLE>
<CAPTION>

	FISCAL YEAR ENDED SEPTEMBER 27, 1997	FISCAL YEAR ENDED SEPTEMBER 28, 1996	NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1995
Statutory rate	35%	34%	34%
State income taxes, net of federal benefit	5	5	5
Nondeductible expenses	6	6	9
Other	(4)	(3)	(3)
Effective tax rate	42%	42%	45%

</TABLE>

Deferred income taxes reflect the impact of "temporary differences" between amounts of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws. Temporary differences and carryforwards which give rise to deferred tax assets and liabilities are as follows:

<TABLE>
<CAPTION>

	SEPTEMBER 27, 1997		SEPTEMBER 28, 1996	
	DEFERRED TAX ASSETS	DEFERRED TAX LIABILITIES	DEFERRED TAX ASSETS	DEFERRED TAX LIABILITIES
Current:				
Allowance for doubtful accounts receivable	$1,566		$1,036	
Inventory reserves	973		910	
Prepaid expenses		$ 492		$ 219
Nondeductible reserves	2,823		837	
Net operating loss carryforwards	97		97	
Other	369		460	
Total	5,828	492	3,340	219
Valuation allowance	(25)		(25)	
Current	5,803	492	3,315	219
Noncurrent:				
Adoption of FIFO inventory method				321
Depreciation		1,436		1,248
Other	82		132	
Noncurrent	82	1,436	132	1,569
Total	$5,885	$1,928	$3,447	$1,788

</TABLE>

8. SHAREHOLDERS' EQUITY

At September 27, 1997, there were 1,000 shares of Series A convertible preferred stock ($.01 par value) authorized, of which 100 were outstanding. In July 1995, in connection with an agreement to become the master agent and distributor for Solaris, the Company received from Monsanto Company $900,000 in exchange for its issuance of 100 shares of Series A convertible preferred stock and a warrant to purchase up to 500,000 shares of common stock with an exercise price of $9.00 per share. Each share of Series A convertible preferred stock is entitled to a liquidation preference of $9,000 per share, is convertible into 1,000 shares of common stock, is entitled to an annual 5% cumulative dividend, votes together with common stock, and has a number of votes equal to the number of shares of common stock into which it is convertible. In July 1997, the Company redeemed the warrant for $7.0 million.

At September 27, 1997, there were 3,000,0000 shares of Class B stock ($.01 par value) authorized, of which 1,663,167 were outstanding. The voting powers, preferences and relative rights of the Class B stock are identical to common stock 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 share 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. Each share of Class B stock is convertible into one share of common stock, at the option of the holder. Additional shares of Class B stock may only be issued with majority approval of the holders of the common stock and Class B stock, voting as separate classes.

At September 27, 1997, there were 40,000,000 shares of common stock ($.01 par value) authorized, of which 19,117,325 were outstanding.

On November 15, 1995, the Company completed an offering of 5,750,000 shares of its common stock at $6.75 per share before deduction for underwriting commission and expenses related to the offering. The net proceeds were used to reduce the Company's borrowings under its principal line of credit.

On July 19, 1996, the Company completed an offering which consisted of 2,752,500 shares of its common stock at $18.00 per share before deduction for underwriting commission and expenses related to the offering. The net proceeds were used to repay the Company's borrowings (including borrowings used for the Kenlin acquisition) under its principal line of credit.

On August 8, 1997, the Company completed an offering which consisted of 5,540,000 shares of its common stock at $24.25 per share before deduction for underwriting commission and expenses related to the offering. The net proceeds were used to repay the Company's borrowings under its principal line of credit (including borrowings used for the acquisition of the flea and tick business of Sandoz Agro Inc.) and to provide the Company with a source of funds for working capital and possible acquisitions of complementary businesses.

In 1993, the Company adopted the Omnibus Equity Incentive Plan (the "Plan") which provided for the grant of options to key employees and consultants of the Company for the purchase of up to an aggregate of 900,000 shares of common stock of the Company. In 1995, the Company amended the Plan to increase the number of shares authorized for issuance by an additional 300,000 in 1996, the Company further amended the Plan to increase the number of shares authorized for issuance by an additional 800,000. The Plan is administered by the Audit and Compensation Committee of the Board of Directors, comprised of outside independent directors only, who determine individual awards to be granted, vesting and exercise of share conditions.

Additional Stock Plan Information - As discussed in Note 1, the Company continues to account for its stock-based awards using the intrinsic value method in accordance with Accounting Principles Board No. 25, Accounting for Stock Issued to Employees, and its related interpretations.

SFAS No. 123, Accounting for Stock-Based Compensation, requires the disclosure of pro forma net earnings and earnings per share had the Company adopted the fair value method as of the beginning of fiscal 1996.

These models also require subjective assumptions, including future stock price volatility and expected time to exercise, which greatly affect the calculated values. The Company's calculations were made using the Black-Scholes option pricing model with the following weighted average assumptions: expected life of four years from date of grant; stock volatility, 64% in fiscal 1997 and fiscal 1996; risk free interest rates, 6.07% in fiscal 1997 and 6.25% in fiscal 1996; and no dividends during the expected term.

The Company's calculations are based on a single option valuation approach and forfeitures are recognized as they occur. If the computed fair values of the fiscal 1997 and fiscal 1996 awards had been amortized to expense in the consolidated financial statements over the vesting period of the awards, pro forma net earnings would have been $15,433,000 ($0.91 per fully diluted share, $0.92 per primary share) in fiscal 1997 and $8,112,000 ($0.67 per fully diluted share, $0.68 per primary share) in fiscal 1996. However, the impact of outstanding non-vested stock options granted prior to fiscal 1996 has been excluded from the pro forma calculation; accordingly, the fiscal 1997 and fiscal 1996 pro forma adjustments are not indicative of future period pro forma adjustments, when the calculation will apply to all future applicable stock options.

Option activity under the Plan is as follows:

<TABLE>
<CAPTION>

	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE
<S>	<C>	<C>
Balance at December 25, 1994	360,879	$ 3.38
Granted	236,500	3.89
Exercised	(17,645)	3.41
Cancelled	(9,183)	2.52
Balance September 30, 1995	570,551	3.60
Granted (weighted average fair value of $7.93)	458,500	13.24
Exercised	(148,016)	3.51
Cancelled	(4,500)	7.24
Balance at September 28, 1996	876,535	8.64
Granted (weighted average fair value of $10.65)	660,402	18.26
Exercised	(72,918)	3.15
Cancelled	(16,129)	9.25
Balance at September 27, 1997	1,447,890	$13.38
Exercisable at September 28, 1996	112,795	$ 4.52
Exercisable at September 27, 1997	122,310	$ 5.39

</TABLE>

<TABLE>
<CAPTION>

OPTIONS OUTSTANDING SEPTEMBER 27, 1997				OPTIONS EXERCISABLE SEPTEMBER 27, 1997	
RANGE OF EXERCISE PRICES	NUMBER OF OPTIONS OUTSTANDING	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE (YEARS)	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER OF OPTIONS EXERCISABLE	WEIGHTED AVERAGE EXERCISE PRICE
<S>	<C>	<C>	<C>	<C>	<C>
$ 1.30 - $ 4.99	301,978	2.5	$ 2.96	90,251	$ 3.14
5.00 - 9.99	257,684	1.7	6.41	20,184	8.57
15.00 - 19.99	517,728	3.9	17.16	11,875	17.14
20.00 - 23.75	370,500	3.4	21.43	--	--
$1.30-$23.75	1,477,890	3.4	$13.38	122,310	$ 5.39

</TABLE>

The Company has a 401(k) plan for which it accrued a contribution of $293,000 for fiscal year 1997, and contributed $209,000 for fiscal year 1996 and $148,000 for the nine-month period ended September 30, 1995.

9. TRANSACTIONS WITH RELATED PARTIES

The Company leases certain warehouse facilities and equipment from related entities which are controlled by the Company's principal shareholder. Rental expense under these leases totaled $156,000 and $156,000 for fiscal years 1997 and 1996, and $116,000 for the nine-month period ended September 30, 1995.

10. BATON ROUGE FIRE

On July 14, 1992, the Company's warehouse in Baton Rouge, Louisiana and two adjoining warehouse spaces leased by third parties were damaged as the result of a fire that originated while an environmental contractor was removing broken containers of a swimming pool water purifier maintained in the Company's inventory. The warehouse was one of the Company's smallest and the inventory, although substantially damaged, was an immaterial portion of the Company's total inventories at that time.

The lawsuits arising out of the fire were settled in September 1996, and in connection with the settlement the Company recorded approximately $1 million as other income.

The Company is not currently a party to any material litigation.

11. SELECTED CONSOLIDATED INCOME STATEMENT DATA (UNAUDITED)

The following selected consolidated income statement data have been derived from the unaudited consolidated financial statements of the Company. In the opinion of management, the unaudited selected data shown below have been prepared on the same basis as the audited consolidated statements of income included herein and include adjustments only of a normal recurring nature.

	NINE MONTHS ENDED SEPTEMBER 25, 1994	TWELVE MONTHS ENDED SEPTEMBER 30, 1995
	(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE)	
Sales	$358,138	$437,023
Gross profit	57,524	66,709
Selling, general and administrative expenses	45,380	61,184
Income from operations	12,144	5,524
Income taxes	2,965	(1,125)
Net income (loss)	4,431	(1,947)
Net income (loss) per common and common equivalent share:		
Fully diluted	0.75	(0.33)
Primary	0.75	(0.33)

*****

ITEM 9 - CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

PART III

ITEM 10 - DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by this item is incorporated by reference from pages 1, 2 and 12 of the Company's Definitive Proxy Statement for the Company's 1998

Annual Meeting of Stockholders under the captions "Election of Directors" and "Section 16(a) Beneficial Ownership Reporting Compliance." See also Item 1 above.

ITEM 11 - EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference from pages 3, 4 and 5 of the Company's Definitive Proxy Statement for the Company's 1998 Annual Meeting of Stockholders under the caption "Executive Compensation."

ITEM 12 - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by this item is incorporated by reference from page 11 of the Company's Definitive Proxy Statement for the Company's 1998 Annual Meeting of Stockholders under the caption "Ownership of Management and Principal Stockholders."

ITEM 13 - CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information required by this item is incorporated by reference from page 5 of the Company's Definitive Proxy Statement for the Company's 1998 Annual Meeting of Stockholders under the captions "Compensation Committee Interlocks and Insider Participation" and "Transactions with the Company."

PART IV

ITEM 14 - EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this report:

(1) Consolidated Financial Statements of the Company are included in Part II, Item 8:

Independent Auditors' Report

Consolidated Balance Sheets

Consolidated Statements of Income

Consolidated Statements of Cash Flows

Consolidated Statements of Shareholders' Equity

Notes to Consolidated Financial Statements

(2) Consolidated Supplementary Financial Statement Schedule for the fiscal years ended September 27, 1997 and September 28, 1996 and the nine month period ended September 30, 1995:

Independent Auditors' Report on Consolidated Supplementary Financial Statement Schedule

Schedule VIII - Valuation and Qualifying Accounts

All other schedules are omitted because of the absence of conditions under which they are required or because the required information is included in the consolidated financial statements or notes thereto.

(3) Exhibits:

See attached Exhibit Index.

(b) The Company filed the following report on Form 8-K during the fourth quarter of fiscal 1997.

(1) On July 14, 1997, the Company filed a report on Form 8-K/A to amend the Form 8-K, which was filed on May 30, 1997, to provide the required financial statements.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 6, 1997

CENTRAL GARDEN & PET COMPANY

By /s/ William E. Brown
- --
William E. Brown
Chairman of the Board

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated.

<TABLE>
<CAPTION>

SIGNATURE	CAPACITY	DATE
<S>	<C>	<C>
/s/ William E. Brown - ------------------------------------ William E. Brown	Chairman and Chief Executive Officer (Principal Executive Officer)	November 6, 1997
/s/ Robert B. Jones - ------------------------------------ Robert B. Jones	Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 6, 1997
/s/ Glenn W. Novotny - ------------------------------------ Glenn W. Novotny	Director	November 6, 1997
/s/ Daniel P. Hogan, Jr. - ------------------------------------ Daniel P. Hogan, Jr.	Director	November 6, 1997
/s/ Lee D. Hines, Jr. - ------------------------------------ Lee D. Hines, Jr.	Director	November 6, 1997

</TABLE>

INDEPENDENT AUDITORS' REPORT

The Board of Directors of Central Garden & Pet Company:

We have audited the accompanying consolidated balance sheets of Central Garden & Pet Company (the "Company") and subsidiaries as of September 27, 1997 and September 28, 1996 and the related consolidated statements of income, shareholders' equity and cash flows for the fiscal years ended September 27, 1997 and September 28, 1996, and the nine-month period ended September 30, 1995, and have issued our report thereon dated November 4, 1997; such report is included elsewhere in this Form 10-K. Our audits also included the consolidated supplementary financial schedule of the Company listed in Item 14(a). This consolidated supplementary financial schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, such consolidated supplementary financial schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

Deloitte & Touche LLP

November 4, 1997

SCHEDULE II

CENTRAL GARDEN & PET COMPANY

VALUATION AND QUALIFYING ACCOUNTS
FISCAL YEARS ENDED SEPTEMBER 27, 1997 AND SEPTEMBER 28, 1996

AND THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1995

<TABLE>
<CAPTION>

COLUMN A	COLUMN B	Column C		COLUMN D	COLUMN E
		ADDITIONS			
Description	BALANCES AT BEGINNING OF PERIOD	CHARGED TO COSTS AND EXPENSES	CHARGED TO OTHER ACCOUNTS	DEDUCTIONS	BALANCES AT END OF PERIOD
AMOUNTS DEDUCTED FROM ASSETS TO WHICH THEY APPLY:					
Nine-month period ended September 30, 1995					
Allowance for doubtful accounts receivable......	3,457	1,397	300	993	4,161
Year ended September 28, 1996					
Allowance for doubtful accounts receivable......	4,161	1,708	517(1)	1,108	5,278
Year ended September 27, 1997					
Allowance for doubtful accounts receivable......	5,278	1,950	450(1)	2,474	5,204

Note: (1) Recorded on the books of companies acquired
</TABLE>

EXHIBIT INDEX

Set forth below is a list of exhibits that are being filed or incorporated by reference into this Form 10-K:

<TABLE>
<CAPTION>

EXHIBIT NUMBER	EXHIBIT
2.1	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).
2.2	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 from Exhibit 3.1 to Registration Statement No. 33-98544).
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).
4.2	Indenture dated as of November 15, 1996 between the Company and Chemical Trust Company of California, as Trustee, including the form of Notes (Incorporated by reference from Exhibit 4.2 to Registration Statement No. 333-21603).
4.3	Registration Rights Agreement dated as of November 15, 1996 among the Company, Alex. Brown & Sons Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Hambrect & Quist LLC and Wasserstein Perella Securities (Incorporated by reference from Exhibit 4.2 to Registration Statement No. 333-21603).
10.1	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).
10.2	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).
10.3	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).

10.4	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).
10.5	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).
10.6	1992 Management Incentive Plan (Incorporated by reference from Exhibit 10.14 to Registration Statement No. 33-48070).*
10.7	1992 Profit Sharing Plan (Incorporated by reference from Exhibit 10.15 to Registration Statement No. 33-48070).*
10.8	Form of Indemnification Agreement between Registrant and Executive Officers and Directors (Incorporated by reference from Exhibit 10.18 to Registration Statement No. 33-48070).
10.9	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).

</TABLE>

<TABLE>
<CAPTION>

EXHIBIT NUMBER	EXHIBIT
<S>	<C>
10.9.1	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).
10.9.2	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).
10.10	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).
10.11	Forms of Restricted Stock Grant Agreements (Incorporated by reference from Exhibit 10.35 to Registration Statement No. 33-48070).*
10.12	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).
10.13	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).
10.14	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, 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 10.40 to Registration Statement No. 33-48070).
10.15	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).
10.16	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).
10.17	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 and 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).
10.18	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).

10.19	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).

</TABLE>

<TABLE>
<CAPTION>

EXHIBIT NUMBER	EXHIBIT
10.20	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).
10.21	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).
10.22	Promissory Note, dated December 30, 1992 (Incorporated by reference from Exhibit 10.53 to Registration Statement No. 33-60332).
10.23	Guaranty Agreement, dated December 30, 1992, by Central Garden & Pet Company for the benefit of the holders of the Bourcycham Debt (Incorporated by reference from Exhibit 10.54 to Registration Statement No. 33-60332).
10.24	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).
10.25	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).
10.26	Form of Restricted Stock Grant Agreement (Incorporated by reference from Exhibit 10.35(a) to Registration Statement No. 33-60332).*
10.27	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).*
10.28	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).
10.29	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).
10.30	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).
10.31	Stock Purchase Agreement dated as of June 18, 1996 among the Company and the shareholders of Kenlin Pet Supply, Inc. (Incorporated by reference to Exhibit 1.2 to the Company's Report on Form 8-K dated July 12, 1996).
10.32	Stock Purchase Agreement dated as of December 17, 1996 among the Company and the stockholder of Four Paws Products, Ltd. (Incorporated by reference to Exhibit 1.2 to the Company's Report on Form 8-K dated January 20, 1997).
10.33	Amended and Restated Asset Purchase Agreement among Novartis Inc. and the Company dated as of February 3, 1997, as amended by Amendment No. 1 thereto, dated as of April 22, 1997, and Amendment No. 2 thereto, dated as of May 23, 1997 (Incorporated by reference to Exhibit 1.2 to the Company's Report on Form 8-K dated May 26, 1997).
10.34	Nonemployee Director Stock Option Plan (Incorporated by reference to Exhibit 4.1 of Registration Statement No. 333-09865).
10.35	Employee Stock Purchase Plan (Incorporated by reference to Exhibit 4.1 of Registration Statement No. 333-26387).

</TABLE>

<TABLE>
<CAPTION>

EXHIBIT NUMBER	EXHIBIT
11	Statement re Computation of Earnings Per Common Share
12	Statement re Computation of Ratios of Earnings to Fixed Charges
21	List of Subsidiaries
23	Independent Auditors' Consent

27 Financial Data Schedule
</TABLE>

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* Indicates, as required by Item 14(a)(3), a management contract or compensatory plan required to be filed as an exhibit to this Form 10-K.

EXHIBIT 11

CENTRAL GARDEN & PET COMPANY

COMPUTATION OF EARNINGS PER COMMON SHARE

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	FISCAL YEAR ENDED SEPTEMBER 27, 1997	FISCAL YEAR ENDED SEPTEMBER 28, 1996	NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1995
FULLY DILUTED EARNINGS PER SHARE			
Net Income	$17,603	$ 8,448	$ 1,079
Stock Dividend payment	(45)	(45)	--
Interest charges on convertible notes - net of tax	3,730	--	--
Total	$21,288	$ 8,403	$ 1,079
Fully diluted shares			
Common and Common equivalent shares outstanding	16,405	11,904	6,050
Convertible notes - dilutive	3,565	--	--
Total	19,970	11,904	6,050
Fully diluted earnings per share	$ 1.07	$ 0.71	$ 0.18
PRIMARY EARNINGS PER SHARE			
Net Income	$ 17,603	$ 8,448	$ 1,079
Stock Dividend payment	(45)	(45)	--
Total	$ 17,558	$ 8,403	$ 1,079
Primary shares			
Common and Common equivalent shares outstanding	16,293	11,702	5,943
Primary earnings per share	$ 1.08	$ 0.72	$ 0.18

EXHIBIT 12

CENTRAL GARDEN & PET COMPANY

COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES

(DOLLARS IN THOUSANDS)

<TABLE>
<CAPTION>

<S>	FISCAL YEAR ENDED DECEMBER 26, 1993 <C>	FISCAL YEAR ENDED SEPTEMBER 28, 1994 <C>	NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1995 <C>
Income before income taxes and minority interest	$ 6,605	$ 2,341	$ 1,983
Fixed charges (1)	4,029	6,037	6,414
Total earnings and fixed charges	10,634	8,378	8,397
Fixed charges (1)	$ 4,029	$ 6,037	$ 6,414
Ratio of earnings to fixed charges	2.64	1.39	1.31

<CAPTION>

<S>	FISCAL YEAR ENDED SEPTEMBER 28, 1996 <C>	FISCAL YEAR ENDED SEPTEMBER 27, 1997 <C>
Income before income taxes and minority interest	$ 14,465	$ 30,368
Fixed charges (1)	4,826	7,609
	19,291	37,977
Fixed charges (1)	$ 4,826	$ 7,609
Ratio of earnings to fixed charges	4.00	4.99

</TABLE>

(1) Fixed charges consist of interest expense incurred and the portion of rental expense under operating leases deemed by the Company to be representative of the interest factor.

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 Co.	California
Grant Laboratories, Inc	California
Wellmark International	California
Four Paws Products, Ltd.	New Jersey
Ezell Nursery Supply, 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

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Central Garden & Pet Company's Registration Statement Nos. 333-09065, 333-01238, 33-96816, 33-89216, 33-72326 and 333-22209 on Forms S-8, Registration Statement Nos. 333-05261 and 333-26387 on Form S-4 and Registration Statement Nos. 33-86284 and 333-21603 on Form S-3 of our report dated November 4, 1997 appearing in this Annual Report on Form 10-K of Central Garden & Pet Company for the year ended September 27, 1997.

Deloitte & Touche LLP

San Francisco, California
November 10, 1997

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