

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

HAIN FOOD GROUP, INC.

(Name of Issuer)

Common Stock, \$0.01 par Value

(Title of Class of Securities)

405219106

(CUSIP Number)

Stephen M. Vine, Esq.
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
399 Park Avenue
New York, New York 10022
(212) 872-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 7, 1997

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement .** (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosure provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following page(s)
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** A filing fee is not being paid with this statement pursuant to SEC Release No. 33-7331 whereby the filing fee has been eliminated for Schedule 13D.

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Soros Fund Management LLC

2 Check the Appropriate Box If a Member of a Group*

a.
b.

3 SEC Use Only

4 Source of Funds*

AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 0
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

566,700/1/

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented By Amount in Row (11)

6.61%

14 Type of Reporting Person*

00; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

- - - - -

/1/ See Item 5.

SCHEDULE 13D

CUSIP No. 405219106

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
George Soros (in the capacity described herein)

2 Check the Appropriate Box If a Member of a Group*
a.
b.

3 SEC Use Only

4 Source of Funds*
AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6 Citizenship or Place of Organization
United States

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power	0
	8	Shared Voting Power	0
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power	0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
566,700/1/

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented By Amount in Row (11)
6.61%

14 Type of Reporting Person*
IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

/1/ See Item 5.

SCHEDULE 13D

CUSIP No. 405219106

- 1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Stanley F. Druckenmiller (in the capacity described herein)
 - 2 Check the Appropriate Box If a Member of a Group*
a.
b.
 - 3 SEC Use Only
 - 4 Source of Funds*

AF
 - 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)
 - 6 Citizenship or Place of Organization

United States
 - 7 Sole Voting Power
0
 - 8 Shared Voting Power
0
 - 9 Sole Dispositive Power
0
 - 10 Shared Dispositive Power
0
 - 11 Aggregate Amount Beneficially Owned by Each Reporting Person

566,700/1/
 - 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*
 - 13 Percent of Class Represented By Amount in Row (11)

6.61%
 - 14 Type of Reporting Person*

IA
- *SEE INSTRUCTIONS BEFORE FILLING OUT!
-
- /1/ See Item 5.

SCHEDULE 13D

CUSIP No. 405219106

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

White Rock Capital, L.P.

2 Check the Appropriate Box If a Member of a Group*

- a.
- b.

3 SEC Use Only

4 Source of Funds*

WC

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Texas

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 666,700
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 666,700

11 Aggregate Amount Beneficially Owned by Each Reporting Person

666,700

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented By Amount in Row (11)

7.78%

14 Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 405219106

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Thomas U. Barton

2 Check the Appropriate Box If a Member of a Group*
a.
b.

3 SEC Use Only

4 Source of Funds*

PF; AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 55,000
	8	Shared Voting Power 666,700
	9	Sole Dispositive Power 55,000
	10	Shared Dispositive Power 666,700

11 Aggregate Amount Beneficially Owned by Each Reporting Person
721,700

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented By Amount in Row (11)
8.42%

14 Type of Reporting Person*
IN; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 405219106

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Joseph U. Barton

2 Check the Appropriate Box If a Member of a Group*
a.
b.

3 SEC Use Only

4 Source of Funds*

PF; AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 25,000
	8	Shared Voting Power 666,700
	9	Sole Dispositive Power 25,000
	10	Shared Dispositive Power 666,700

11 Aggregate Amount Beneficially Owned by Each Reporting Person
691,700

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented By Amount in Row (11)
8.07%

14 Type of Reporting Person*
IN; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Statement on Schedule 13D relates to shares of Common Stock, \$.01 par value per share (the "Shares"), of Hain Food Group, Inc. (the "Issuer"). This Statement is being filed by the Reporting Persons (as defined herein) to report recent acquisitions of Shares of the Issuer as a result of which the Reporting Persons may be deemed to be the beneficial owners of more than 5% of the outstanding Shares.

Item 1. Security and Issuer.

This Statement relates to the Shares. The address of the principal executive offices of the Issuer is 50 Charles Lindbergh Blvd., Uniondale, New York 11553.

Item 2. Identity and Background.

This statement is filed on behalf of Soros Fund Management LLC, a Delaware limited liability company ("SFM LLC"), Mr. George Soros ("Mr. Soros"), Mr. Stanley F. Druckenmiller ("Mr. Druckenmiller"), White Rock Capital, L.P., a Texas limited partnership ("White Rock"), Thomas U. Barton and Joseph U. Barton (collectively, the "Reporting Persons"). This statement on Schedule 13D relates to Shares that were acquired by White Rock on behalf of certain institutional clients (the "White Rock Clients"), including Quasar International Partners C.V., a Netherlands Antilles limited partnership ("Quasar Partners"), and Collins Capital Diversified Fund, L.P., a Delaware limited partnership ("Collins Capital"). This statement also relates to Shares acquired for Joseph U. Barton's personal account, and to certain options acquired by Thomas U. Barton (the "Barton Options") for his own personal account, pursuant to an arrangement between Donaldson, Lufkin & Jenrette Securities Corporation and Thomas U. Barton providing for the trading of options to acquire securities, including the Shares, at a strike price typically equivalent to the current market price on the date such option is acquired.

The business of SFM LLC is managed through a Management Committee (the "Management Committee") comprised of Mr. Soros, Mr. Druckenmiller and Mr. Gary Gladstein. SFM LLC, a Delaware limited liability company, has its principal office at 888 Seventh Avenue, 33rd Floor, New York, New York 10106. Its principal business is to serve, pursuant to contract, as the principal investment manager to several foreign investment companies, including Quasar Partners (the "SFM Clients"). SFM LLC has been granted investment discretion over portfolio investments, including the Shares, held for the account of Quasar Partners. Quasar Partners has its principal office at Kaya Flamboyan 9, Willemstad, Curacao, Netherlands Antilles. SFM LLC's contracts with the SFM Clients generally provide that SFM LLC is responsible for designing and implementing the SFM Clients' overall investment strategies; for conducting direct portfolio management strategies to the extent that SFM LLC determines that it is appropriate to utilize its own portfolio management capabilities; for selecting, evaluating and monitoring other investment advisors who manage separate portfolios on behalf of the SFM Clients; and for allocating and reallocating the SFM Clients' assets among the outside managers and itself. In connection therewith, Quasar Partners has granted investment discretion to White Rock pursuant to an investment advisory contract between Quasar Partners and White Rock (the "White Rock Contract"). The Shares currently held for the account of Quasar Partners were acquired at the direction of White Rock, and none of SFM LLC, Mr. Soros and Mr. Druckenmiller currently exercises voting or dispositive power over the Shares.

Mr. Soros, as Chairman of SFM LLC, has the ability to direct the investment decisions of SFM LLC and as such may be deemed to have investment discretion over the Shares held for the account of Quasar Partners. Mr. Druckenmiller, as Lead Portfolio Manager of SFM LLC, has the ability to direct the investment decisions of SFM LLC and as such may be deemed to have investment discretion over the Shares held for the account of Quasar Partners. Set forth in Annex A hereto and incorporated by reference in response to this Item 2 and elsewhere in this Schedule 13D as applicable is a list of the Managing Directors of SFM LLC (the executive officers of SFM LLC).

The principal occupation of Mr. Soros, a United States citizen, is his direction of the activities of SFM LLC, which is carried out in his capacity as Chairman of SFM LLC at SFM LLC's principal office.

The principal occupation of Mr. Druckenmiller, a United States citizen, is his position as Lead Portfolio Manager and a Member of the Management Committee of SFM LLC, which is carried out at SFM LLC's principal office.

Pursuant to regulations promulgated under Section 13(d) of the Act, SFM LLC, Mr. Soros, in his capacity as Chairman of SFM LLC, and Mr. Druckenmiller, in his capacity as Lead Portfolio Manager of SFM LLC, each may be deemed a beneficial owner of the Shares held for the account of Quasar Partners as a result of the contractual authority of SFM LLC to exercise voting and dispositive power with respect to such Shares.

Collins Capital is a limited partnership whose primary business is to serve as a fund-to-fund manager, placing partnership assets under the discretionary direction of outside managers. In connection therewith, Collins Capital entered into an agreement with Thomas U. Barton and Joseph U. Barton of White Rock, dated December 22, 1994, pursuant to which Thomas U. Barton and Joseph U. Barton were appointed to manage the securities trading portfolio of Collins Capital. The principal business address of Collins Capital is 3131 Turtle Creek Boulevard, Suite 888, Dallas, Texas 75219.

White Rock is a limited partnership engaged in the investment and investment management business. The principal occupations of Thomas U. Barton and Joseph U. Barton, both of whom are United States citizens, are their positions as the general partners of White Rock at White Rock's principal office. The principal business address of each of White Rock, Thomas U. Barton and Joseph U. Barton is 3131 Turtle Creek Boulevard, Suite 800, Dallas, Texas 75219.

During the past five years, none of the Reporting Persons, Quasar Partners, Collins Capital and, to the best of the Reporting Persons' knowledge, any other person identified in response to this Item 2 has been (a) convicted in a criminal proceeding, or (b) a party to any civil proceeding as a result of which he has been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

The Reporting Persons are making this single, joint filing pursuant to Rule 13d-1(f) of Regulation 13D-G under the Securities Exchange Act of 1934, as amended (the "Act"); however, neither the fact of this filing nor any information contained herein shall be deemed to be an admission by any of the Reporting Persons that a group exists within the meaning of Section 13(d)(3) of the Act.

Information contained herein concerning SFM LLC, Mr. Soros, Mr. Druckenmiller and Quasar Partners has been provided by SFM LLC. White Rock, Thomas U. Barton and Joseph U. Barton assume no responsibility for such information. Information contained herein concerning White Rock, Collins Capital, Thomas U. Barton and Joseph U. Barton has been provided by White Rock. SFM LLC, Mr. Soros and Mr. Druckenmiller assume no responsibility for such information.

Item 3. Source and Amount of Funds or Other Consideration.

White Rock expended approximately \$2,065,127 of the working capital of Quasar Partners to purchase the Shares reported herein as being acquired within the last 60 days. White Rock expended approximately \$409,013 of the working capital of Collins Capital to purchase the Shares reported herein as being acquired within the last 60 days. Thomas U. Barton expended approximately \$44,060 of his personal funds to purchase the Barton Options reported herein as having been acquired within the last 60 days. Joseph U. Barton expended approximately \$91,999 of his personal funds to purchase the Shares reported herein as being acquired within the last 60 days.

The Shares (and securities derivative thereof) held for the accounts of the SFM Clients, Collins Capital, White Rock, Thomas U. Barton and Joseph U. Barton may be held through margin accounts maintained with brokers, which extend margin credit as and when required to open or carry positions in their margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firm's credit policies. The Shares which may be held in the margin accounts are pledged as collateral security for the repayment of debit balances in the respective accounts.

Item 4. Purpose of Transaction.

All of the Shares (and securities derivative thereof) reported herein as having been acquired for or disposed of from the accounts of Quasar Partners, Collins Capital, Joseph U. Barton and Thomas U. Barton were acquired or disposed of for investment purposes. Neither Quasar Partners, the Reporting Persons nor, to the best of their knowledge, any of the other individuals identified in response to Item 2, has any plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons reserve the right to acquire, or cause to be acquired, additional securities of the Issuer, to dispose of, or cause to be disposed, such securities at any time or to formulate other purposes, plans or proposals regarding the Issuer or any of its securities, to the extent deemed advisable in light of general investment and trading policies of the Reporting Persons, Collins Capital and/or the SFM Clients, market conditions or other factors.

Item 5. Interest in Securities of the Issuer.

(a) (i) As a consequence SFM LLC's ability to terminate the White Rock Contract with respect to all investments, including those involving the Shares, and acquire voting and dispositive power over the Shares within 60 days, notwithstanding the fact that none of SFM LLC, Mr. Soros and Mr. Druckenmiller currently exercises such power, SFM LLC, Mr. Soros and Mr. Druckenmiller may be deemed the beneficial owner of 566,700 Shares (approximately 6.61% of the total number of Shares outstanding).

(ii) White Rock may be deemed the beneficial owner of 666,700 Shares (approximately 7.78% of the total number of Shares outstanding). This number consists of (1) 566,700 Shares held for the account of Quasar Partners and (2) 100,000 Shares held for the account of Collins Capital.

(iii) Thomas U. Barton may be deemed the beneficial owner of 721,700 Shares (approximately 8.42% of the total number of Shares outstanding assuming the exercise of the Barton Options). This number consists of (1) 566,700 Shares held for the account of Quasar Partners, (2) 100,000 Shares held for the account of Collins Capital, and (3) 55,000 Shares issuable upon exercise by Thomas U. Barton of the Barton Options currently held for his account.

(iv) Joseph U. Barton may be deemed the beneficial owner of 691,700 Shares (approximately 8.07% of the total number of Shares outstanding). This number consists of (1) 566,700 Shares held for the account of Quasar Partners, (2) 100,000 Shares held for the account of Collins Capital and (3) 25,000 Shares held for his account.

(b) (i) White Rock, Thomas U. Barton and Joseph U. Barton are currently vested with shared power to direct the voting and disposition of the 566,700 Shares held for the account Quasar Partners as a result of the White Rock Contract and the positions of Thomas U. Barton and Joseph U. Barton as the general partners of White Rock. SFM LLC has the contractual authority on behalf of Quasar Partners to terminate the White Rock Contract within 60 days and, as a result, SFM LLC, Mr. Soros and Mr. Druckenmiller may be deemed to have the ability to acquire the voting and dispositive power held by White Rock with respect to the 566,700 Shares.

(ii) White Rock, Thomas U. Barton and Joseph U. Barton are currently vested with shared power to direct the voting and disposition of the 100,000 Shares held for the account of Collins Capital.

(iii) Thomas U. Barton is currently vested with the sole power to direct the voting and disposition of the 55,000 Shares issuable upon exercise by Thomas U. Barton of the Barton Options currently held for his account.

(iv) Joseph U. Barton is currently vested with the sole power to direct the voting and disposition of the 25,000 Shares held for his account.

(c) Except as disclosed in Item 2 hereof, which is incorporated by reference in this Item 5, and on Annex B attached hereto, there have been no transactions effected with respect to the Shares since December 20, 1996 (60 days prior to the date hereof) by the Reporting Persons, SFM LLC or Quasar Partners.

(d) (i) The partners of Quasar Partners have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held by Quasar Partners in accordance with their partnership interests in Quasar Partners.

(ii) The partners of Collins Capital have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held by Collins Capital in accordance with their partnership interests in Collins Capital.

(iii) Thomas U. Barton has the sole right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares issuable upon exercise by Thomas U. Barton of the Barton Options currently held for his account.

(iv) Joseph U. Barton has the sole right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for his account.

(e) Not applicable.

SFM LLC, Mr. Soros and Mr. Druckenmiller expressly disclaim beneficial ownership of any Shares (or securities derivative thereof) not held for the accounts of the SFM Clients. White Rock expressly disclaims beneficial ownership of any Shares (or securities derivative thereof) not held for the accounts of the White Rock Clients. Thomas U. Barton expressly disclaims beneficial ownership of any Shares (or securities derivative thereof) not held for his personal account or the accounts of the White Rock Clients. Joseph U. Barton expressly disclaims beneficial ownership of any Shares (or securities derivative thereof) not held for his personal account or the accounts of the White Rock Clients.

Item 6. Contracts, Arrangements, Understandings in Relationship with Respect to Securities of the Issuer.

The Barton Options were acquired pursuant to an arrangement between Donaldson, Lufkin & Jenrette Securities Corporation and Thomas U. Barton providing for the trading of options to acquire securities, including the Shares, at a strike price typically equivalent to the current market price on the date such option is acquired.

From time to time, each of the Reporting Persons, Quasar Partners, Collins Capital, Thomas U. Barton and/or other SFM Clients may lend portfolio securities to brokers, banks or other financial institutions. These loans typically obligate the borrower to return the securities, or an equal amount of securities of the same class, to the lender and typically provide that the borrower is entitled to exercise voting rights and to retain dividends during the term of the loan. From time to time to the extent permitted by applicable laws, each of the Reporting Persons, Quasar Partners, Collins Capital and other SFM Clients may borrow securities, including the Shares, for the purpose of effecting, and may effect, short sale transactions, and may purchase securities for the purpose of closing out short positions in such securities.

Except as disclosed above, the Reporting Persons and the SFM Clients do not have any contracts, arrangements, understandings or relationships with respect to any securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

A. Power of Attorney dated as of January 1, 1997 granted by Mr. Soros in favor of Mr. Sean C. Warren and Mr. Michael C. Neus.

B. Power of Attorney dated as of January 1, 1997 granted by Mr. Druckenmiller in favor of Mr. Sean C. Warren and Mr. Michael C. Neus.

C. Joint Filing Agreement dated February 18, 1997 by and among SFM LLC, Mr. Soros, Mr. Druckenmiller, White Rock, Thomas U. Barton and Joseph U. Barton.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 18, 1997

SOROS FUND MANAGEMENT LLC

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Assistant General Counsel

GEORGE SOROS

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Attorney-in-Fact

STANLEY F. DRUCKENMILLER

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Attorney-in-Fact

WHITE ROCK CAPITAL, L.P.

By: /S/ THOMAS U. BARTON

Thomas U. Barton
General Partner

/S/ THOMAS U. BARTON

Thomas U. Barton

/S/ JOSEPH U. BARTON

Joseph U. Barton

ANNEX A

The following is a list of all of the persons (other than Stanley Druckenmiller) who serve as Managing Directors of SFM LLC:

Scott K. H. Bessent
Walter Burlock
Brian J. Corvese
Jeffrey L. Feinberg
Arminio Fraga
Gary Gladstein
Robert K. Jermain
David N. Kowitz
Alexander C. McAree
Paul McNulty
Gabriel S. Nechamkin
Steven Okin
Dale Precoda
Lief D. Rosenblatt
Mark D. Sonnino
Filiberto H. Verticelli
Sean C. Warren

Each of the above-listed persons is a United States citizen whose principal occupation is serving as Managing Director of SFM LLC, and each has a business address c/o Soros Fund Management LLC, 888 Seventh Avenue, 33rd Floor, New York, New York 10106.

To the best of the Reporting Persons' knowledge:

(a) None of the above persons holds any Shares.

(b) None of the above persons has any contracts, arrangements, understandings or relationships with respect to the Shares.

ANNEX B

RECENT TRANSACTION IN THE COMMON STOCK OF
HAIN FOOD GROUP, INC.

For the Account of -----	Date of Transaction -----	Nature of Transaction -----	Number of Shares/ Option Contracts -----	Price Per Share/ Option Contract -----
Quasar Partners/1/	1/13/97	Buy	45,000	3.695
	1/14/97	Buy	85,000	4.080
	1/15/97	Buy	24,000	4.158
	1/16/97	Buy	13,000	4.167
	1/17/97	Buy	2,500	4.206
	1/20/97	Buy	5,000	4.331
	1/30/97	Sell	5,000	4.689
	2/05/97	Buy	52,000	5.353
	2/06/97	Buy	63,700	5.515
	2/07/97	Buy	65,000	5.664
	2/11/97	Buy	80,000	4.600
Joseph U. Barton/2/	01/13/97	Buy	2,000	3.770
	01/13/97	Buy	3,000	3.736
	01/28/97	Buy	5,000	4.331
	01/30/97	Buy	5,000	4.811
	02/13/97	Buy	5,000	5.508
Thomas U. Barton/3/	12/20/96	Buy	300/4/	90.00
	01/23/97	Buy	100/4/	62.81
	01/30/97	Buy	150/4/	71.86
Collins Capital/2/	01/13/97	Buy	10,000	3.695
	01/14/97	Buy	15,000	4.080
	02/05/97	Buy	20,000	5.353
	02/06/97	Buy	10,000	5.516
	02/07/97	Buy	10,000	5.605
	02/11/97	Buy	20,000	4.600

- /1/ Transactions effected at the direction of White Rock Capital, L.P. These Shares were acquired and/or disposed of in the over-the-counter market in routine brokerage transactions.
- /2/ These Shares were acquired and/or disposed of in the over-the-counter market in routine brokerage transactions.
- /3/ The Barton Options were acquired pursuant to an arrangement with Donaldson, Lufkin & Jenrette Securities Corporation.
- /4/ Each Call Option Contract is exercisable for 100 Shares.

EXHIBIT INDEX

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A. Power of Attorney dated as of January 1, 1997 granted by Mr. George Soros in favor of Mr. Sean C. Warren and Mr. Michael C. Neus.....	17
B. Power of Attorney dated as of January 1, 1997 granted by Mr. Stanley F. Druckenmiller in favor of Mr. Sean C. Warren and Mr. Michael C. Neus.....	18
C. Joint Filing Agreement dated February 18, 1997 by and among Soros Fund Management LLC, Mr. George Soros, Mr. Stanley F. Druckenmiller, White Rock Capital, L.P., Thomas U. Barton and Joseph U. Barton.....	19

EXHIBIT A

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, GEORGE SOROS, hereby make, constitute and appoint each of SEAN C. WARREN and MICHAEL C. NEUS, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Chairman of, member of or in other capacities with Soros Fund Management LLC, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities or other investments, and any other documents relating or ancillary thereto, including but not limited to, all documents relating to filings with the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including: (1) all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act including, without limitation: (a) any acquisition statements on Schedule 13D or Schedule 13G and any amendments thereto, (b) any joint filing agreements pursuant to Rule 13d-1(f) and (c) any initial statements of, or statements of changes in, beneficial ownership of securities on Form 3, Form 4 or Form 5 and (2) any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the attorney-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument as of the 1st day of January, 1997.

/s/ George Soros

GEORGE SOROS

EXHIBIT B

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, STANLEY F. DRUCKENMILLER, hereby make, constitute and appoint each of SEAN C. WARREN and MICHAEL C. NEUS, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Lead Portfolio Manager of, member of or in other capacities with Soros Fund Management LLC, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities or other investments, and any other documents relating or ancillary thereto, including but not limited to, all documents relating to filings with the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including: (1) all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act including, without limitation: (a) any acquisition statements on Schedule 13D or Schedule 13G and any amendments thereto, (b) any joint filing agreements pursuant to Rule 13d-1(f) and (c) any initial statements of, or statements of changes in, beneficial ownership of securities on Form 3, Form 4 or Form 5 and (2) any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the attorney-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument as of the 1st day of January, 1997.

/s/ Stanley F. Druckenmiller

 STANLEY F. DRUCKENMILLER

EXHIBIT C

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13D with respect to the Common Stock of Hain Food Group, Inc. dated February 18, 1997 is, and any amendments thereto signed by each of the undersigned shall be, filed on behalf of us pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934.

Date: February 18, 1997

SOROS FUND MANAGEMENT LLC

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Assistant General Counsel

GEORGE SOROS

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Attorney-in-Fact

STANLEY F. DRUCKENMILLER

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Attorney-in-Fact

WHITE ROCK CAPITAL, L.P.

By: /S/ THOMAS U. BARTON

Thomas U. Barton
General Partner

/S/ THOMAS U. BARTON

Thomas U. Barton

/S/ JOSEPH U. BARTON

Joseph U. Barton