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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

HAIN FOOD GROUP, INC.

Name of Issuer

Common Stock

(Title of Class of Securities)

405219106

CUSIP Number

Cheryl Sorokin, Executive Vice President and Secretary BankAmerica Corporation, Corporate Secretary's Office #13018 555 California Street, San Francisco, CA 94104 (415) 622-3530

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

October 1, 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 disclosures 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).

			DULE 13D	
	CUSIP No	. 405219	106	Page 2 of 11
	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
			Company Investment Manageme	
			BOX IF A MEMBER OF A GROUP	
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3	SEC USE ONLY			
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5	CHECK BOX IF D PURSUANT TO IT [_]	DISCLOSUR TEMS 2(d)		EQUIRED
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	CALIFORNIA			
	·			
NUMBER OF		1	SOLE VOTING POWER	
SHARES			0	
BENEFICIALLY		8	SHARED VOTING POWER	
OWNED			477,000 shares (Includes s The Robertson Stephens Orp which Robertson, Stephens Investment Management, L.P Investors, Ltd. are the ge Bayview Holdings, Inc. is of Robertson, Stephens & C Investment Management, L.P shares held by The Roberts Orphan Offshore Fund, L.P. Robertson, Stephens & Comp Management, L.P. is genera Includes shares held by Th Stephens Global Low-Priced which Robertson, Stephens Investment Management, L.P adviser. See Item 5.)	han Fund of & Company . and Bayview neral partners general partners ompany . Includes on Stephens of which any Investment 1 partner. e Robertson Stock Fund of & Company
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			EDULE 13D	
	CUSTP No.	2338061	 L06	Page 3 of 11
1	NAME OF REPORT	ING PERS	SON FICATION NO. OF ABOVE PERSON	
	Bayview Holding			
	CHECK THE APPR		BOX IF A MEMBER OF A GROUP	
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				(b)[_]
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				[_]
6	CITIZENSHIP OR	PLACE (
-	DELAWARE			
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SHARES			0	
BENEFICIALLY		8	SHARED VOTING POWER	
OWNED			477,000 shares (Includes s The Robertson Stephens Orp which Robertson, Stephens Investment Management, L.P Investors, Ltd. are the ge Bayview Holdings, Inc. is of Robertson, Stephens & C Equity Group, L.L.C. which partner of Bayview Investo Bayview Holdings, Inc. is of Robertson, Stephens & C Investment Management, L.P Investors, Ltd. Includes s The Robertson Stephens Orp Fund, L.P. of which Robert Company Investment Managem general partner. Includes The Robertson Stephens Glo Stock Fund of which Robert Company Investment Managem investment adviser. See It	han Fund of & Company . and Bayview neral partners. managing member ompany Private is general rs, Ltd. general partner ompany . and Bayview hares held by han Offshore son, Stephens & ent, L.P. is shares held by bal Low-Priced son, Stephens & ent, L.P. is ent, L.P. is ent, L.P. is
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*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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	CUSIP	No. 4052	19106	Page 4 of 11
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RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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				Page 5 01 11
1	NAME OF RE S.S. OR I.		RSON IFICATION NO. OF ABOVE PERSO	Ν
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RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

Ι.

Item 1. Security and Issuer.

This Amended Schedule 13D is filed with respect to the Common Stock of Hain Food Group, Inc. (the "Company"), 50 Charles Lindbergh Blvd., Uniondale, NY 11553.

Item 2: Identity and Background.

The Amended Schedule 13D is filed on behalf of Robertson, Stephens & Company Investment Management, L.P ("Investment Adviser"), Bayview Holdings, Inc. ("Bayview Holdings"), BankAmerica Corporation ("Bank"), and Robertson Stephens Investment Management Co. ("Robertson Parent"), collectively known as the Filing Parties.

This Amended Schedule 13D relates to the direct beneficial ownership in the shares of the Company by The Robertson Stephens Orphan Fund ("Orphan"), The Robertson Stephens Global Low-Priced Stock Fund ("Low-Priced"), and The Robertson Stephens Orphan Offshore Fund, L.P. ("Orphan Offshore") (the "Funds"), and the indirect beneficial ownership of Bayview Investors, Ltd. ("Bayview"), Investment Adviser, Robertson, Stephens & Company Private Equity Group, L.L.C. ("Private Equity Group"), Bayview Holdings, Bank, and Robertson Parent in the shares of the Company held by the Funds.

- Low-Priced is a series of Robertson Stephens Investment Trust ("RSIT"), a Massachusetts business trust. Its investment adviser is Investment Adviser.
 - (b) 555 California Street, Suite 2600 San Francisco, CA 94104 (principal office and principal place of business)
 - (c) registered investment company
- II. (a) Orphan is a California limited partnership. Investment Adviser and Bayview are the general partners.
 - (b) 555 California Street, Suite 2600 San Francisco, CA 94104 (principal office and principal place of business)
 - (c) investments in securities
- III. (a) Orphan Offshore is a Cayman Islands limited partnership. Investment Adviser is the general partner.
 - (b) 555 California Street, Suite 2600 San Francisco, CA 94104 (principal office and principal place of business)
 - (c) investment in securities

CUSIP No. 405219106

IV.	(a)	Bayview Holdings is a Delaware corporation. Bayview Holdings, a wholly owned subsidiary of Robertson Parent, is the general partner of Investment Adviser.
	(b)	555 California Street, Suite 2600 San Francisco, CA 94104 (principal office and principal place of business)
	(c)	holding company

- V. (a) Bayview is a California limited partnership and general partner of Orphan.
 - (b) 555 California Street, Suite 2600 San Francisco, CA 94104 (principal office and principal place of business)
 - (c) investments in securities
- VI. (a) Investment Adviser is a California limited partnership. It is investment adviser to Low-Priced and general partner to Orphan and Orphan Offshore.
 - (b) 555 California Street, Suite 2600 San Francisco, CA 94104 (principal office and principal place of business)
 - (c) registered investment advisor
- VII. (a) Bank is a Delaware corporation. It wholly owns Robertson Parent.
 - (b) Corporate Secretary's Office #13018
 555 California Street
 San Francisco, CA 94104
 (principal office and principal place of business)
 - (c) bank holding company
- VIII (a) Robertson Parent is a Delaware corporation. It is wholly owned by Bank. It owns Bayview Holdings.
 - (b) Corporate Secretary's Office #13018
 555 California Street
 San Francisco, CA 94104
 (principal office and principal place of business)
 - (c) holding company

- IX. (a) Private Equity Group is a Delaware limited liability company. It is general partner of Bayview. Bayview Holdings is managing member of Private Equity Group.
 - (b) 555 California Street, Suite 2600, San Francisco, CA 94104
 - (c) holding company

Certain information regarding the directors and executive officers of the Filing Parties is set forth in Exhibit B attached hereto.

During the last five years, neither the entities mentioned above, nor, to their best knowledge, any person named in Exhibit B attached hereto, has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is 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.

Bank incorporates by reference the material under Item 3, "Legal Proceedings," in its Annual Report on Form 10-K for the year ended December 31, 1996, and the material in its Current Report on Form 8-K for May 5, 1997 (File No. 1-7377).

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

The securities with respect to which this Amended Schedule 13D is filed were purchased by the Funds using working capital contributed by their respective partners and shareholders.

Item 4: Purpose of Transaction:

This filing is being made to report the beneficial ownership of securities held by Robertson Stephens which may be imputed to Bank and certain of its subsidiaries due to Bank's recent acquisition of that company. The filing of this statement shall not be construed as an admission that Bank, Bayview Holdings or Robertson Parent is, for the purposes of Section 13(d), or 13(g) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this statement.

The securities were purchased by the Funds in the ordinary course of business and not with the intention nor effect of changing or influencing control of the Company. The reporting persons may sell all or part or acquire additional securities of the Company depending on market conditions and other economic factors.

Item 5: Interest in Securities of the Issuer.

(a) (b) The aggregate number and percentage of the class of securities identified pursuant to Item 1 of this Amended Schedule 13D that are beneficially owned by the persons listed in Item 2 are as follows:

Name of Beneficial Owner (1)	No. of Shares Beneficially Owned	Percentage of Class
Low-Priced	170,000	1.9%
Orphan	254,000	2.9%
Orphan Offshore	53,000	.6%
Investment Adviser	477,000	5.4%
Bayview	254,000	1.9%
Bayview Holdings	477,000	5.4%
Bank	477,000	5.4%
Robertson Parent	477,000	5.4%
Private Equity Group	254,000	2.9%

(1) As reflected in the cover pages, which are incorporated by reference, certain of the reporting parties may be deemed to have beneficial ownership of holdings of the Funds due to their management of portfolio investments for the Funds, or due to their ownership of entities which provide such management.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

See Item 5.

- Item 7. Material to Be Filed as Exhibits.
 - Exhibit A Joint Filing Agreement Exhibit B - Directors and Executive Officers (or persons serving in similar capacities) of the Filing Parties

Signature.

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

Dated: October 10, 1997

ROBERTSON, STEPHENS & COMPANY INVESTMENT MANAGEMENT, L.P., A CALIFORNIA LIMITED PARTNERSHIP*

BANKAMERICA CORPORATION*

ROBERTSON STEPHENS INVESTMENT MANAGEMENT CO.*

BAYVIEW HOLDINGS, INC.*

*By:

/s/ JEFFREY R. LAPIC

Jeffrey R. Lapic Assistant General Counsel of Bank of America National Trust and Savings Association and Authorized Attorney-in-Fact

EXHIBIT A

Joint Filing Agreement

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(f)(1). Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: October 10, 1997

ROBERTSON, STEPHENS & COMPANY INVESTMENT MANAGEMENT, L.P., A CALIFORNIA LIMITED PARTNERSHIP*

BANKAMERICA CORPORATION*

ROBERTSON STEPHENS INVESTMENT MANAGEMENT CO.*

BAYVIEW HOLDINGS, INC.*

*By: /s/ JEFFREY R. LAPIC

Jeffrey R. Lapic Assistant General Counsel of Bank of America National Trust and Savings Association and Authorized Attorney-in-Fact

EXHIBIT B

Directors and Executive Officers of Reporting Parties

BankAmerica Corporation

The following table sets forth information regarding the executive officers and directors of BankAmerica Corporation (directors are indicated by asterisk), all of whom are U.S. citizens and none of whom owns Common Stock of Forstmann & Company, Inc.

*Joseph F. Alibrandi	1955 North Surveyor Ave. Simi Valley, CA 93063	Chairman of the Board and CEO Whittaker Corporation (principal business: aerospace manufacturing)
*Peter B. Bedford	270 Lafayette Circle Lafayette, CA 94549	Chairman of the Board and Chief Executive Officer Bedford Property Investors, Inc. (principal business: real estate investment trust)
Kathleen J. Burke	555 California Street San Francisco, CA 94104	Vice Chairman and Personnel Relations Officer Bank of America NT&SA (principal business: banking and finance)
*Richard A. Clarke	123 Mission St. San Francisco, CA 94106	Retired
*David A. Coulter	555 California Street San Francisco, CA 94104	Chairman of the Board, President and Chief Executive Officer Bank of America NT&SA (principal business: banking and finance)
*Timm F. Crull	c/o Hallmark Cards, Inc. 1024 E. Balboa Blvd. Newport Beach, CA 92661	Retired
*Kathleen Feldstein	147 Clifton Street Belmont, MA 02178	President Economics Studies, Inc. (principal business: economics consulting)
*Donald E. Guinn	Pacific Telesis Center 130 Kearny St. San Francisco, CA 94108	Chairman Emeritus Pacific Telesis Group (principal business: telecommunications)
*Frank L. Hope	2726 Shelter Island Dr. San Diego, CA 92106	Consulting Architect (principal business: architecture)

H. Eugene Lockhart	555 California Street San Francisco, CA 94104	President, Global Retail Bank Bank of America NT&SA (principal business: banking and finance)
*Walter E. Massey	Office of the President 830 Westview Drive, S.W. Atlanta, GA 30314	President Morehouse College (principal business: education)
Jack L. Meyers	555 California Street San Francisco, CA 94104	Vice Chairman Bank of America NT&SA (principal business: banking and finance)
Michael J. Murray	555 California Street San Francisco, CA 94104	President, Global Wholesale Bank Bank of America NT&SA (principal business: banking and finance)
Michael E. O'Neill	555 California Street San Francisco, CA 94104	Vice Chairman and Chief Financial Officer Bank of America NT&SA (principal business: banking and finance)
*John M. Richman	227 West Monroe Street Chicago, IL 60606	Of counsel, Wachtell, Lipton, Rosen & Katz (principal business: law)
*Sanford Robertson	555 California Street San Francisco, CA 94104	(principal business: banking and finance)
*Richard M. Rosenberg	555 California Street San Francisco, CA 94104	Retired
*A. Michael Spence	Memorial Way, Room 140 Stanford, CA 94305	Dean of Graduate School of Business Stanford University (principal business: education)
Martin A. Stein	555 California Street San Francisco, CA 94104	Vice Chairman Bank of America NT&SA (principal business: banking and finance)
*Solomon D. Trujillo	1801 California Street Denver, CO 80202	President and Chief Executive Officer US West Communications Group (principal business: communication)

EXHIBIT B

Directors and Executive Officers of Reporting Parties

Robertson Stephens Investment Management Co.

The following table sets forth information regarding the executive officers and directors of Robertson Stephens Investment Management Co. (directors are indicated by asterisk), all of whom are U.S. citizens and none of whom own securities of the issuer referred to in the attached filing.

*	Michael J.	555 California Street	Chairman and President,
	Murray	San Francisco, CA 94104	Robertson Stephens Investment Management Co.
			(holding company)

and

555 California Street	President, Global Wholesale Bank
San Francisco, CA 94104	Bank of America NT&SA
	(principal business: banking and finance)

Bayview Holdings, Inc.

The following table sets forth information regarding the executive officers and directors of Bayview Holdings, Inc. (directors indicated by asterisk), all of whom are U.S. citizens and none of whom own securities of the issuer referred to in the attached filing.

*	G. Randall Hecht	555 California Street San Francisco, CA 94104	Chairman of the Board and President Bayview Holdings, Inc. (principal business: holding company)
	Terry R. Otton	555 California Street San Francisco, CA 94104	Vice President and Chief Financial Officer Bayview Holdings, Inc. (principal business: holding company)
			and
		555 California Street San Francisco, CA 94104	Managing Director BancAmerica Robertson Stephens (principal business: holding company)

The following table sets forth information regarding the executive officers and directors of Bayview Holdings, Inc. (directors are indicated by asterisk), all of whom are U.S. citizens and none of whom own securities of the issuer referred to in the attached filing.

	Keith C. Barnish	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
	Walter J. Bloomenthal	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
*	Gregg H. Byers	555 California Street San Francisco, CA 94104	(principal business: securities brokerage, investment banking)
	Gideon Y. Cohen	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
	Mark S. Dawley	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
	Robert L. Emery	555 California Street San Francisco, CA 94104	Managing Director (principal business: securities brokerage, investment banking)
	Martin Essenberg	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
	Gene S. Evenskaas	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
	Alison L. Falls	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
*	Zed S. Francis, III	555 California Street San Francisco, CA 94104	(principal business: securities brokerage, investment banking)
	David J. Fullerton	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage,

			investment banking)
	Jonathan Hakala	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
*	David Halstead	555 California Street San Francisco, CA 94104	(principal business: securities brokerage, investment banking)
	Gregory V. Johnson	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
*	H. David Johnson	555 California Street San Francisco, CA 94104	Senior Managing Director, Chief Operating Officer, Chief Financial Officer and Secretary (principal business: securities brokerage, investment banking)
*	Michael G. McCaffery	555 California Street San Francisco, CA 94104	Managing Director (principal business: securities brokerage, investment banking)
	Steven T. Monahan, Jr.	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
	Katherine Pattison	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
*	Robert T. Slaymaker	555 California Street San Francisco, CA 94104	Chairman of the Board (principal business: securities brokerage, investment banking)
	Michael A. Smith	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
*	Anthony J. Taddey	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
*	Charles B. Truett	555 California Street San Francisco, CA 94104	Senior Credit Officer (principal business: securities brokerage, investment banking)