

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO  
FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 2)\*

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.  
590 Madison Avenue  
New York, New York 10022  
(212) 872-1000  
-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 13, 1998  
-----  
(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(e), 13d-1(f) or 13d-1(g), check the following box|\_|.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) 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 pages)  
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Page 2 of 15 Pages

SCHEDULE 13D

CUSIP No. 405219106

1 Name of Reporting Person  
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

White Rock Capital Partners, L.P.

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

Texas

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 240,000
	8	Shared Voting Power 0
	9	Sole Dispositive Power 240,000
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
240,000

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

13 Percent of Class Represented By Amount in Row (11)  
1.80%

14 Type of Reporting Person\*

PN; IV

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

## SCHEDULE 13D

CUSIP No. 405219106

- 1 Name of Reporting Person  
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)  
  
White Rock Capital Management, L.P.
- 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  
  
Texas
- |  |    |                                       |
|--|----|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 7  | Sole Voting Power<br>22,000           |
|  | 8  | Shared Voting Power<br>2,672,500      |
|  | 9  | Sole Dispositive Power<br>22,000      |
|  | 10 | Shared Dispositive Power<br>2,672,500 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
  
2,694,500
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain  
Shares\*
- 13 Percent of Class Represented By Amount in Row (11)  
  
20.16%
- 14 Type of Reporting Person\*  
  
PN; IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

## SCHEDULE 13D

CUSIP No. 405219106

- 1 Name of Reporting Person  
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)  
  
White Rock Capital, Inc.
- 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  
  
Texas
- |  |    |                                       |
|--|----|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 7  | Sole Voting Power<br>0                |
|  | 8  | Shared Voting Power<br>2,694,500      |
|  | 9  | Sole Dispositive Power<br>0           |
|  | 10 | Shared Dispositive Power<br>2,694,500 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
  
2,694,500
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain  
Shares\*
- 13 Percent of Class Represented By Amount in Row (11)  
  
20.16%
- 14 Type of Reporting Person\*  
  
CO; IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

## SCHEDULE 13D

CUSIP No. 405219106

- 1 Name of Reporting Person  
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)  
  
Thomas U. Barton
- 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<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 7  | Sole Voting Power<br>55,000           |
|  | 8  | Shared Voting Power<br>2,694,500      |
|  | 9  | Sole Dispositive Power<br>55,000      |
|  | 10 | Shared Dispositive Power<br>2,694,500 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
  
2,749,500
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain  
Shares\*
- 13 Percent of Class Represented By Amount in Row (11)  
  
20.49%
- 14 Type of Reporting Person\*  
  
IN; IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

## SCHEDULE 13D

CUSIP No. 405219106

- 1 Name of Reporting Person  
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)  
  
Joseph U. Barton
- 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<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 7  | Sole Voting Power<br>25,000           |
|  | 8  | Shared Voting Power<br>2,694,500      |
|  | 9  | Sole Dispositive Power<br>25,000      |
|  | 10 | Shared Dispositive Power<br>2,694,500 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
  
2,719,500
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain  
Shares\*
- 13 Percent of Class Represented By Amount in Row (11)  
  
20.35%
- 14 Type of Reporting Person\*  
  
IN; IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 2 to Schedule 13D relates to shares of Common Stock, \$.01 par value per share (the "Shares"), of Hain Food Group, Inc. (the "Issuer"). This Amendment No. 2 supplementally amends the initial statement on Schedule 13D dated May 11, 1998, and all amendments thereto (collectively, the "Initial Statement"), filed by the Reporting Persons (as defined herein). This Amendment No. 2 is being filed to report that as a result of the recent acquisition of Shares of the Issuer, the number of Shares of which the Reporting Person may be deemed the beneficial owner has increased by more than one percent of the total outstanding Shares.

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

White Rock Management expended approximately \$2,034,078 of the working capital of White Rock Clients to purchase the Shares reported herein as being acquired since August 17, 1998 (60 days prior to the date hereof).

The Shares (and securities derivative thereof) held by the Reporting Persons for the accounts of the White Rock Clients, by White Rock Partners, by White Rock Management, by Thomas U. Barton and by 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 5. Interest in Securities of the Issuer.

(a) (i) White Rock Management may be deemed the beneficial owner of 2,694,500 Shares (approximately 20.16% of the total number of Shares outstanding). This number consists of (1) 2,432,500 Shares held for the accounts of the White Rock Clients, (2) 240,000 Shares held for the account of White Rock Partners and (3) 22,000 Shares held for its account.

(ii) White Rock, Inc. may be deemed the beneficial owner of 2,694,500 Shares (approximately 20.16% of the total number of Shares outstanding). This number consists of (1) 2,432,500 Shares held for the accounts of the White Rock Clients, (2) 240,000 Shares held for the account of White Rock Partners and (3) 22,000 Shares held for the account of White Rock Management.

(iii) Thomas U. Barton may be deemed the beneficial owner of 2,749,500 Shares (approximately 20.49% of the total number of Shares outstanding assuming the exercise of the Barton Options). This number consists of (1) 2,432,500 Shares held for the accounts of White Rock Clients, (2) 240,000 Shares held for the account of White Rock Partners, (3) 22,000 Shares held for the account of White Rock Management and (4) 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 2,719,500 Shares (approximately 20.35% of the total number of Shares outstanding). This number consists of (1) 2,432,500 Shares held for the accounts of White Rock Clients, (2) 240,000 Shares held for the account of White Rock Partners, (3) 22,000 Shares held for the account of White Rock Management and (4) 25,000 Shares held for his personal account.

(v) White Rock Partners may be deemed the beneficial owner of the 240,000 Shares held for its account (approximately 1.80% of the total number of Shares outstanding).

(b) (i) Each of White Rock Management (pursuant to the White Rock Contracts), White Rock, Inc. (as the general partner of White Rock Management), Thomas U. Barton (as a shareholder of White Rock, Inc.) and Joseph U. Barton (as a shareholder of White Rock, Inc.) is currently vested with shared power to direct the voting and disposition of the 2,432,500 Shares held for the accounts of the White Rock Clients.

(ii) Each of White Rock Management (as the general partner of White Rock Partners), White Rock, Inc. (as the general partner of White Rock Management), Thomas U. Barton (as a shareholder of White Rock, Inc.) and Joseph U. Barton (as a shareholder of White Rock, Inc.) may be deemed to have shared power to direct the voting and disposition of the 240,000 Shares held for the account of White Rock Partners.

(iii) Thomas U. Barton has 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 has the sole power to direct the voting and disposition of the 25,000 Shares held for his account.

(v) White Rock Partners has the sole power to direct the voting and disposition of the 240,000 Shares held for its account.

(vi) White Rock Management has the sole power to direct the voting and disposition of the 22,000 Shares held for his personal account.

(c) Except for the transactions disclosed on Annex A hereto, all of which were effected in the over-the-counter market in routine brokerage transactions, there have been no transactions with respect to the Shares since August 17, 1998 (60 days prior to the date hereof) by any of the Reporting Persons.

(d) (i) The shareholders or partners of each of the White Rock Clients have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares, held by the respective White Rock Client in accordance with their partnership or ownership interests in the respective White Rock Client.

(ii) 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.

(iii) 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.

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

(v) The partners of White Rock Management have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held by White Rock Management in accordance with their partnership interests in White Rock Management.

(e) Not applicable.



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: October 16, 1998

WHITE ROCK CAPITAL PARTNERS, L.P.

By: White Rock Capital Management, L.P.  
Its General Partner

By: White Rock Capital, Inc.  
Its General Partner

By:/s/ Paula Storey

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Paula Storey  
Attorney-in-Fact

WHITE ROCK CAPITAL MANAGEMENT, L.P.

By: White Rock Capital Inc.  
Its General Partner

By:/s/ Paula Storey

-----  
Paula Storey  
Attorney-in-Fact

WHITE ROCK CAPITAL, INC.

By: /s/ Paula Storey

-----  
Paula Storey  
Attorney-in-Fact

THOMAS U. BARTON

By: /s/ Paula Storey

-----  
Paula Storey  
Attorney-in-Fact

JOSEPH U. BARTON

By: /s/ Paula Storey

-----  
Paula Storey  
Attorney-in-Fact

## ANNEX A

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

For the Account of -----	Date of Transaction -----	Nature of Transaction -----	Number of Shares -----	Price Per Share -----
White Rock Clients/1/	8/17/98	BUY	1,000	\$17.3300
	10/5/98	BUY	36,500	\$13.3116
	10/6/98	BUY	15,000	\$14.1667
	10/7/98	BUY	10,000	\$13.3750
	10/8/98	BUY	16,000	\$13.0000
	10/9/98	BUY	37,500	\$13.8433
	10/12/98	BUY	20,000	\$13.1250
	10/13/98	BUY	15,000	\$13.0000

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/1/ Transactions effected at the direction of White Rock Capital Management, L.P.

EXHIBIT INDEX

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-----

A.	Power of Attorney dated October 7th, 1998 granted by Mr. Thomas U. Barton in favor of Paula Storey .....	13
B.	Power of Attorney dated October 7th, 1998 granted by Mr. Joseph U. Barton in favor of Paula Storey.....	14
C.	Power of Attorney dated October 7th, 1998 granted by White Rock Capital, Inc. in favor of Paula Storey.....	15

EXHIBIT A

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, THOMAS U. BARTON, hereby make, constitute and appoint PAULA STOREY, 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 President of, or in other capacities with White Rock Capital, Inc., 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 7th day of October, 1998.

/s/ Thomas U. Barton

-----  
THOMAS U. BARTON

EXHIBIT B

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, JOSEPH U. BARTON, hereby make, constitute and appoint PAULA STOREY, 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 Secretary or Treasurer of, or in other capacities with White Rock Capital, Inc., 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 7th day of October, 1998.

/s/ Joseph U. Barton

-----  
JOSEPH U. BARTON

EXHIBIT C

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT, that the undersigned White Rock Capital Inc., a corporation organized and existing under the laws of the state of Texas (the "Company"), hereby designates, constitutes and appoints PAULA STOREY, acting individually, as its true and lawful agent and attorney-in-fact, to execute and deliver, in the name and on behalf of the undersigned, 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.

IN WITNESS WHEREOF, this instrument is executed as of the 7th day of October, 1998.

WHITE ROCK CAPITAL, INC.

/s/ Thomas U. Barton

-----  
Thomas U. Barton  
President