
OMB APPROVAL

OMB NUMBER: 3235-0145
EXPIRES: AUGUST 31, 1999
ESTIMATED AVERAGE BURDEN
HOURS PER RESPONSE...14.90

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

HAIN FOOD GROUP, INC.

(Name of Issuer)

405219106

(CUSIP Number)

COMMON STOCK

(Title of Class of Securities)

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)

1/15/98

(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 [___].

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).

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Robertson, Stephens & Company Investment Management, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS*

00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

7. SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
0
8. SHARED VOTING POWER 328,900 shares (Includes shares held by The Robertson Stephens Orphan Fund of which Robertson, Stephens & Company Investment Management, L.P. and Bayview Investors, Ltd. are the general partners. Robertson Stephens Investment Management Co. is general partner of Robertson, Stephens & Company Investment Management, L.P. includes shares held by The Robertson Stephens Orphan Offshore Fund, L.P. of which Robertson, Stephens & Company Investment Management, L.P. is general partner. Includes shares held by The Robertson Stephens Global Low-Priced Stock Fund of which Robertson, Stephens & Company Investment Management, L.P. is investment adviser. See Item 5.)

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

328,900

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

328,900

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.8%

14. TYPE OF REPORTING PERSON*

IA

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bayview Holdings, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

00

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

7. SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	8. SHARED VOTING POWER 200,000 shares (Includes shares held by The Robertson Stephens Orphan Fund of which Robertson, Stephens & Company Investment Management, L.P. and Bayview Investors, Ltd. are the general partners. Bayview Holdings, Inc. is managing member of Robertson, Stephens & Company Private Equity Holdings, Inc. is managing member of Robertson, Stephens & Company Private Equity Group, L.L.C. which is general partner of Bayview Investors, Ltd. See Item 5.)
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9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

200,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

200,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.3%

14. TYPE OF REPORTING PERSON*

CO

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Robertson Stephens Investment Management Co.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

00

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

7. SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	8. SHARED VOTING POWER 328,900 shares (Includes shares held by The Robertson Stephens Orphan Fund of which Robertson, Stephens & Company Investment Management, L.P. and Bayview Investors, Ltd. are the general partners. Bayview Holdings, Inc. is managing member of Robertson, Stephens & Company Private Equity Group, L.L.C. which is general partner of Bayview Investors, Ltd. Robertson Stephens Investment Management Co. is general partner of Robertson, Stephens & Company Investment Management, L.P. and Bayview Investors, Ltd. Includes shares held by The Robertson Stephens Orphan Offshore Fund, L.P. of which Robertson, Stephens & Company Investment Management, L.P. is general partner. Includes shares held by The Robertson Stephens Global Low-Priced Stock Fund of which Robertson, Stephens & Company Investment Management, L.P. is investment adviser. Robertson Stephens Investment Management Co. owns Bayview Holdings, Inc. See Item 5.)
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9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

328,900

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

328,900

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.8%

14. TYPE OF REPORTING PERSON*

HC

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BankAmerica Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS*

00

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

7. SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0 8. SHARED VOTING POWER 328,900 shares (Includes shares held by The Robertson Stephens Orphan Fund of which Robertson, Stephens & Company Investment Management, L.P. and Bayview Investors, Ltd. are the general partners. Bayview Holdings, Inc. is managing member of Robertson, Stephens & Company Private Equity Group, L.L.C. which is general partner of Bayview Investors, Ltd. Robertson Stephens Investment Management Co. is general partner of Robertson, Stephens & Company Investment Management, L.P. and Bayview Investors, Ltd. Includes shares held by The Robertson Stephens Orphan Offshore Fund, L.P. of which Robertson, Stephens & Company Investment Management, L.P. is general partner. Includes shares held by The Robertson Stephens Global Low-Priced Stock Fund of which Robertson, Stephens & Company Investment Management, L.P. is investment adviser. BankAmerica Corporation wholly owns Robertson Stephens Investment Management Co. which owns Bayview Holdings, Inc. See Item 5.)
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9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

328,900

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

328,900

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.8%

14. TYPE OF REPORTING PERSON*

HC

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 ("BAC"), 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, BAC, and Robertson Parent in the shares of the Company held by the Funds.

- I. (a) 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 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
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
San Francisco, CA 94104
(principal office and principal place of business)
- (c) investment in securities
- IV. (a) Bayview Holdings is a Delaware corporation. Bayview Holdings, a wholly owned subsidiary of Robertson Parent, is the managing member of Private Equity Group.
- (b) 555 California Street
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
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
San Francisco, CA 94104
(principal office and principal place of business)
- (c) registered investment advisor
- VII. (a) BAC 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 BAC. 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
San Francisco, CA 94104
(principal office and principal place of business)
 - (c) holding company

Certain information regarding the directors and executive officers of the Filing Parties is set forth in Exhibit B, previously filed.

During the last five years, neither the entities mentioned above, nor, to their best knowledge, any person named in Exhibit B, 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.

BAC 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:

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. The filing of this statement shall not be construed as an admission that BAC, 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.

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	80,000	.9%
Orphan	200,000	2.3%
Orphan Offshore	48,900	.6%
Investment Adviser	328,900	3.8%
Bayview	200,000	2.3%
Bayview Holdings	200,000	2.3%
BAC	328,900	3.8%
Robertson Parent	328,900	3.8%
Private Equity Group	200,000	2.3%

(c) The following is a list of transactions by the filing parties in the last 60 days. All transactions were executed on NASDAQ.

Entity	Date	Shares	Price	Transaction
- - - - -	- - - - -	- - - - -	- - - - -	- - - - -
Low-Priced	12/3/97	10,000	9.00	open market sale
Low-Priced	12/30/97	10,000	8.78	open market sale
Low-Priced	1/7/98	10,000	9.75	open market sale
Low-Priced	1/12/98	10,000	9.50	open market sale
Low-Priced	1/13/98	10,000	10.37	open market sale
Low-Priced	1/16/98	5,000	9.94	open market sale
Low-Priced	1/21/98	5,000	9.94	open market sale
Orphan	1/15/98	27,400	10.08	open market sale
Orphan	1/16/98	4,400	9.94	open market sale
Orphan	1/21/98	10,000	9.94	open market sale
Orphan	1/22/98	12,200	10.00	open market sale
Orphan Offshore	1/15/98	3,500	10.08	open market sale
Orphan Offshore	1/16/98	600	9.94	open market sale

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 (previously filed)

Exhibit B - Directors and Executive Officers (or persons serving in similar capacities) of the Filing Parties (previously filed)

Signature.
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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: February 13, 1998

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

BANKAMERICA CORPORATION*
BAYVIEW HOLDINGS, INC.*
ROBERTSON STEPHENS INVESTMENT MANAGEMENT CO.*

*By: /s/ VENRICE R. PALMER

Venrice R. Palmer
Senior Counsel of
Bank of America National Trust and Savings Association
and Authorized Attorney-in-Fact