

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.
590 Madison Avenue
New York, New York 10022
(212) 872-1000

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

April 29, 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 [x].

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)
Page 1 of 15 Pages
Exhibit Index: Page 13

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*

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 210,000
	8	Shared Voting Power 0
	9	Sole Dispositive Power 210,000
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

210,000

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

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

1.81%

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
Shares
Beneficially
Owned By
Each
Reporting
Person
With | 7 | Sole Voting Power
22,000 |
| | 8 | Shared Voting Power
2,344,000 |
| | 9 | Sole Dispositive Power
22,000 |
| | 10 | Shared Dispositive Power
2,344,000 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,366,000
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented By Amount in Row (11)

20.37%
- 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 Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 2,366,000
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 2,366,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,366,000

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

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

20.37%

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
Shares
Beneficially
Owned By
Each
Reporting
Person
With | 7 | Sole Voting Power
55,000 |
| | 8 | Shared Voting Power
2,366,000 |
| | 9 | Sole Dispositive Power
55,000 |
| | 10 | Shared Dispositive Power
2,366,000 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,421,000
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented By Amount in Row (11)

20.85%
- 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
Shares
Beneficially
Owned By
Each
Reporting
Person
With | 7 | Sole Voting Power
25,000 |
| | 8 | Shared Voting Power
2,366,000 |
| | 9 | Sole Dispositive Power
25,000 |
| | 10 | Shared Dispositive Power
2,366,000 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,391,000
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented By Amount in Row (11)

20.59%
- 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 20% 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 White Rock Capital Partners, L.P., a Texas limited partnership ("White Rock Partners"), White Rock Capital Management, L.P., a Texas limited partnership ("White Rock Management"), White Rock Capital, Inc., a Texas corporation ("White Rock, Inc."), 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 Management on behalf of certain institutional clients (the "White Rock Clients"), pursuant to separate investment advisory contracts (collectively, the "White Rock Contracts").

This Statement also relates to Shares held for the accounts of White Rock Partners, White Rock Management and Joseph U. Barton, as well as 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 general partner of White Rock Partners is White Rock Management, the general partner of which is White Rock, Inc. Each of White Rock Partners, White Rock Management and White Rock, Inc. is engaged in the investment and investment management business. Thomas U. Barton and Joseph U. Barton, both of whom are United States citizens, are the shareholders of White Rock, Inc. The principal occupation of each of Thomas U. Barton and Joseph U. Barton is their position as officers of White Rock at White Rock's principal office. The principal business address of each of White Rock Partners, White Rock Management, White Rock, Inc., 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, the White Rock Clients 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.

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

White Rock Management expended approximately \$4,756,842 of the working capital of White Rock Clients to purchase the Shares reported herein as being acquired since March 12, 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 4. Purpose of Transaction.

All of the Shares reported herein as having been acquired for or disposed of from the accounts of the White Rock Clients, White Rock Partners, White Rock Management, Thomas U. Barton and Joseph U. Barton were acquired or disposed of for investment purposes. Neither the White Rock Clients, 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, or cause to be disposed of, 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, and/or the White Rock Clients, market conditions or other factors.

Item 5. Interest in Securities of the Issuer.

(a) (i) White Rock Management may be deemed the beneficial owner of 2,366,000 Shares (approximately 20.37% of the total number of Shares outstanding). This number consists of (1) 2,134,000 Shares held for the accounts of the White Rock Clients, (2) 210,000 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 2,366,000 Shares (approximately 20.37% of the total number of Shares outstanding). This number consists of (1) 2,134,000 Shares held for the accounts of the White Rock Clients, (2) 210,000 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 2,421,000 Shares (approximately 20.85% of the total number of Shares outstanding assuming the exercise of the Barton Options). This number consists of (1) 2,134,000 Shares held for the accounts of White Rock Clients, (2) 210,000 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 2,391,000 Shares (approximately 20.59% of the total number of Shares outstanding). This number consists of (1) 2,134,000 Shares held for the accounts of White Rock Clients, (2) 210,000 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 210,000 Shares held for its account (approximately 1.81% 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 2,134,000 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 210,000 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 210,000 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 March 12, 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: May 11, 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/ THOMAS U. BARTON

Thomas U. Barton
President

WHITE ROCK CAPITAL MANAGEMENT. L.P.

By: White Rock Capital Inc.
Its General Partner

By: /S/ THOMAS U. BARTON

Thomas U. Barton
President

WHITE ROCK CAPITAL, INC.

By: /S/ THOMAS U. BARTON

Thomas U. Barton
President

/S/ THOMAS U. BARTON

Thomas U. Barton

/S/ JOSEPH U. BARTON

Joseph U. Barton

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/	04/24/98	BUY	100,000	\$21.143
	04/27/98	BUY	5,000	\$20.3123
	04/29/98	BUY	25,000	\$20.3083
	05/01/98	BUY	40,000	\$21.536
	05/04/98	BUY	10,000	\$23.188
	05/05/98	BUY	20,000	\$21.029
	05/8/98	BUY	15,000	\$20.775
White Rock Partners/1/	05/08/98	BUY	10,000	\$20.775

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

EXHIBIT INDEX

Page No.

A.	Joint Filing Agreement dated May 11, 1998 by and among White Rock Capital Partners, L.P., White Rock Capital Management, L.P., White Rock Capital, Inc., Thomas U. Barton and Joseph U. Barton.....	14
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EXHIBIT A

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 May 11, 1998 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(k) under the Securities Exchange Act of 1934.

Date: May 11, 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/ THOMAS U. BARTON

Thomas U. Barton
President

WHITE ROCK CAPITAL MANAGEMENT. L.P.

By: White Rock Capital Inc.
Its General Partner

By: /S/ THOMAS U. BARTON

Thomas U. Barton
President

WHITE ROCK CAPITAL, INC.

By: /S/ THOMAS U. BARTON

Thomas U. Barton
President

/S/ THOMAS U. BARTON

Thomas U. Barton

/S/ JOSEPH U. BARTON

Joseph U. Barton