

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

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 28, 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 .

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 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 19 Pages

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\* Initial filing with respect to White Rock Capital Partners, L.P., White Rock Capital Management, L.P. and White Rock, Inc.

Page 2 of 19 Pages

SCHEDULE 13D

CUSIP No. 405219106

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

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

1,306,000\1\

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

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

14.87%

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  
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

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

1,306,000\1\

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

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

14.87%

14 Type of Reporting Person\*

IN; IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----

1. See Item 5.

SCHEDULE 13D

CUSIP No. 405219106

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

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  
  
1,306,000\1\

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

13 Percent of Class Represented By Amount in Row (11)  
  
14.87%

14 Type of Reporting Person\*  
  
IN; IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
1. See Item 5.

SCHEDULE 13D

CUSIP No. 405219106

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

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\*

Not applicable

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 0
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
0

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

13 Percent of Class Represented By Amount in Row (11)  
0%

14 Type of Reporting Person\*  
PN

\*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 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 45,000
	8	Shared Voting Power 0
	9	Sole Dispositive Power 45,000
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

45,000

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

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

.51%

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 0
	8	Shared Voting Power 1,501,000
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 1,501,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 1,501,000

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

13 Percent of Class Represented By Amount in Row (11)  
 17.09%

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	1,501,000
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power	1,501,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,501,000

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

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

17.09%

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 1,501,000
	9	Sole Dispositive Power 55,000
	10	Shared Dispositive Power 1,501,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,556,000

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

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

17.72%

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 1,501,000
	9	Sole Dispositive Power 25,000
	10	Shared Dispositive Power 1,501,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,526,000

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

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

17.38%

14 Type of Reporting Person\*

IN; IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 3 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. 3 supplementally amends the initial statement on Schedule 13D dated February 18, 1997, filed by certain of the Reporting Persons (as defined herein) and all amendments thereto (collectively, the "Initial Statement"). This Statement constitutes an initial filing to Schedule 13D for White Rock Partners (as defined herein), White Rock Management (as defined herein) and White Rock, Inc. (as defined herein). This Amendment No. 3 is being filed by the Reporting Persons to report the recent acquisition of Shares for the accounts of certain of the Reporting Persons, as a result of which the percentage of Shares of which certain of the Reporting Persons may be deemed to be the beneficial owner has increased by more than one percent.

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"), 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 and White Rock Management 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"). As set forth below, White Rock Management is the successor to White Rock as investment advisor to Quasar Partners with respect to the Shares. Pursuant to a Novation Letter dated October 1, 1997, White Rock Management is the successor to White Rock as investment advisor to Collins Capital with respect to the Shares (the "Collins Capital Letter"). Accordingly, White Rock no longer may be deemed the beneficial owner of any Shares.

This Statement also relates to Shares held for the accounts of White Rock Partners 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.

SFM LLC, a Delaware limited liability company, has its principal office at 888 Seventh Avenue, 33rd Floor, New York, New York 10106. The business of SFM LLC is managed through a Management Committee (the "Management Committee") comprised of Mr. Soros, Mr. Druckenmiller and Mr. Gary Gladstein. Its principal business is to serve, pursuant to contract, as the principal investment manager to several foreign investment companies (the "SFM Clients"), including Quasar Partners. 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 granted investment discretion to White

Rock pursuant to an investment advisory contract between Quasar Partners and White Rock (the "White Rock Contract"). Pursuant to a Novation Letter dated September 29, 1997, between Quasar Partners and White Rock Management, White Rock Management is the successor to White Rock as investment advisor to Quasar Partners with respect to the Shares (the "Quasar Partners Letter"). The Shares currently held for the account of Quasar Partners were acquired at the direction of White Rock and White Rock Management, 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 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.

The general partner of White Rock Partners is White Rock Capital Management, L.P., 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 the general partners 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, 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. None of White Rock, White Rock Partners, White Rock Management, White Rock, Inc., Thomas U. Barton and Joseph U. Barton assume responsibility for such information. Information contained herein concerning White Rock, White Rock Partners, White Rock Management, White Rock, Inc., 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 Management expended approximately \$274,515 of the working capital of Quasar Partners to purchase the Shares reported herein as being acquired within the last 60 days. White Rock Management expended approximately \$480,502 of the working capital of White Rock Partners 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 Quasar Partners, other SFM Clients, Collins Capital, White Rock Partners, 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 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 the 1,306,000 Shares held for the account of Quasar Partners (approximately 14.87% of the total number of Shares outstanding).

(ii) White Rock may be deemed the beneficial owner of 0 Shares.

(iii) Each of White Rock Management and White Rock, Inc. may be deemed the beneficial owner of 1,501,000 Shares (approximately 17.09% of the total number of Shares outstanding). This number consists of (1) 1,306,000 Shares held for the account of Quasar Partners, (2) 150,000 Shares held for the account of Collins Capital and (3) 45,000 Shares held for the account of White Rock Partners.

(iv) Thomas U. Barton may be deemed the beneficial owner of 1,556,000 Shares (approximately 17.72% of the total number of Shares outstanding assuming the exercise of the Barton Options).

This number consists of (1) 1,306,000 Shares held for the account of Quasar Partners, (2) 150,000 Shares held for the account of Collins Capital, (3) 45,000 Shares held for the account of White Rock Partners and (4) 55,000 Shares issuable upon exercise by Thomas U. Barton of the Barton Options currently held for his account.

(v) Joseph U. Barton may be deemed the beneficial owner of 1,526,000 Shares (approximately 17.38% of the total number of Shares outstanding). This number consists of (1) 1,306,000 Shares held for the account of Quasar Partners, (2) 150,000 Shares held for the account of Collins Capital, (3) 45,000 Shares held for the account of White Rock Partners and (4) 25,000 Shares held for his account.

(vi) White Rock Partners may be deemed the beneficial owner of the 45,000 Shares held for its account (approximately .51% of the total number of Shares outstanding).

(b) (i) Each of White Rock Management (pursuant to the Quasar Partners Letter), 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 1,306,000 Shares held for the account Quasar Partners. 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 1,306,000 Shares.

(ii) Each of White Rock Management (pursuant to the Collins Capital Letter), 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 150,000 Shares held for the account of Collins Capital.

(iii) 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 45,000 Shares held for the account of White Rock Partners.

(iv) 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.

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

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

(c) Except for the transactions disclosed on Annex B 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 September 7, 1997 (60 days prior to the date hereof) by any of the Reporting Persons, Collins Capital or Quasar Partners.

(d) (i) The partners of Quasar Partners, including Quasar International Fund N.V., a Netherlands Antilles corporation, have the right to

participate in the receipt of dividends from, or proceeds from the sale of, the Shares, held for the account of 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.

(v) 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.

(e) White Rock ceased to be a beneficial owner of more than 5% of the outstanding Shares on September 30, 1997.

Each of SFM LLC, Mr. Soros and Mr. Druckenmiller expressly disclaims beneficial ownership of any Shares (or securities derivative thereof) not held for the accounts of the SFM Clients. Each of White Rock Management and White Rock, Inc. expressly disclaims beneficial ownership of any Shares (or securities derivative thereof) not held for the accounts of the White Rock Clients or White Rock Partners. 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 or White Rock Partners. 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 or White Rock Partners. White Rock Partners expressly disclaims beneficial ownership of any Shares not held for its personal account.

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: November 6, 1997

SOROS FUND MANAGEMENT LLC

By: /S/ SEAN C. WARREN

-----  
Sean C. Warren  
Managing Director

GEORGE SOROS

By: /S/ SEAN C. WARREN

-----  
Sean C. Warren  
Attorney-in-Fact

STANLEY F. DRUCKENMILLER

By: /S/ SEAN C. WARREN

-----  
Sean C. Warren  
Attorney-in-Fact

WHITE ROCK CAPITAL, L.P.

By: /S/ THOMAS U. BARTON

-----  
Thomas U. Barton  
General Partner



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

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  
David Gerstenhaber  
Gary Gladstein  
Ron Hiram  
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  
John Zwaanstra

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 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 -----
Quasar Partners\1\	10/20/97	Buy	15,000	\$11.844
	10/28/97	Buy	10,000	\$ 9.688
White Rock\1\ Partners	10/21/97	Buy	25,000	\$ 11.47
	10/28/97	Buy	20,000	\$ 9.688

-----

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