

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. 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)

December 2, 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 11 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. [x]

3 SEC Use Only

4 Source of Funds*

WC

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to

6 Citizenship or Place of Organization

Texas

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 303,000
	8	Shared Voting Power 0
	9	Sole Dispositive Power 303,000
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

303,000

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

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

2.26%

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
2,833,600 |
| | 9 | Sole Dispositive Power
22,000 |
| | 10 | Shared Dispositive Power
2,833,600 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
 2,855,600
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
 Shares*
- 13 Percent of Class Represented By Amount in Row (11)
 21.28%
- 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
2,855,600 |
| | 9 | Sole Dispositive Power
0 |
| | 10 | Shared Dispositive Power
2,855,600 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,855,600
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
Shares*
- 13 Percent of Class Represented By Amount in Row (11)

21.28%
- 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 2,855,600
	9	Sole Dispositive Power 55,000
	10	Shared Dispositive Power 2,855,600

11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,910,600

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

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

21.60%

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
2,855,600 |
| | 9 | Sole Dispositive Power
25,000 |
| | 10 | Shared Dispositive Power
2,855,600 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,880,600
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
Shares*
- 13 Percent of Class Represented By Amount in Row (11)

21.47%
- 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 May 11, 1998, and all amendments thereto (collectively, the "Initial Statement"), filed by the Reporting Persons (as defined herein). This Amendment No. 3 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 \$1,975,271 of the working capital of White Rock Clients and White Rock Partners expended approximately \$1,208,000 of its working capital to purchase the Shares reported herein as being acquired since October 16, 1998 (the date of filing of the last Statement on Schedule 13D).

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 2,855,600 Shares (approximately 21.28% of the total number of Shares outstanding). This number consists of (1) 2,530,600 Shares held for the accounts of the White Rock Clients, (2) 303,000 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 2,855,600 Shares (approximately 21.28% of the total number of Shares outstanding). This number consists of (1) 2,530,600 Shares held for the accounts of the White Rock Clients, (2) 303,000 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 2,910,600 Shares (approximately 21.60% of the total number of Shares outstanding assuming the exercise of the Barton Options). This number consists of (1) 2,530,600 Shares held for the accounts of White Rock Clients, (2) 303,000 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 2,880,600 Shares (approximately 21.47% of the total number of Shares outstanding). This number consists of (1) 2,530,600 Shares held for the accounts of White Rock Clients, (2) 303,000 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 303,000 Shares held for its account (approximately 2.26% 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 2,530,600 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 303,000 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 303,000 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 its 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 October 16, 1998 (the date of filing of the last Statement on Schedule 13D) 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: December 4, 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

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/	11/23/98	BUY	35,000	\$19.9821
	11/25/98	BUY	10,000	\$18.6875
	11/27/98	BUY	10,000	\$20.4765
	11/27/98	BUY	10,000	\$20.4765
	11/27/98	BUY	3,100	\$20.4765
	11/27/98	BUY	10,000	\$20.4765
	11/30/98	BUY	20,000	\$20.5625
White Rock Partners	12/02/98	BUY	50,000	\$19.1875
	12/03/98	BUY	13,000	\$19.1250

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