SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

240.13d-102 SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO (S)240.13D-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO (S)240.13D-2

(Amendment No. 2)*

CD Radio, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

125127100

(CUSIP Number)

February 26, 1999 (See Note in Item 2)

Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[x] Rule 13d-1(b)

[_] Rule 13d-1(c)

[_] Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP NO. 125127100 13G

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

BankAmerica Corporation

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

(b) [_]

SEC USE ONLY
3

CITIZENSHIP OR PLACE OF ORGANIZATION
4 Delaware

SOLE VOTING POWER
5 -0-
NUMBER OF

SHARES

SHARED VOTING POWER
BENEFICIALLY 6
-0-

OWNED BY

EACH SOLE DISPOSITIVE POWER
7 -0-
REPORTING

PERSON

SHARED DISPOSITIVE POWER
WITH 8 -0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
9 -0-

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*
10 Powered By EDGAR Online 2002. EDGAR Online, Inc. [_]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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Item 1	(a) Name of Issuer:	CD Radio, Inc.
	(b) Address of Issuer's Principal Executive Offices:	1001 22nd Street, NW, 6th Floor Washington, DC 20037
Item 2	(a) Names of Person Filing:	BankAmerica Corporation*
	(b) Address of Principal Business Offices:	100 North Tryon Street Charlotte, NC 28255
	(c) Citizenship:	Delaware
	(d) Title of Class of Securities:	Common Stock
	(e) CUSIP Number:	125127100

*On February 26, 1999, Robertson Stephens Investment Management (RSIM), lead by a group of senior managers of RSIM, completed its purchase of the firm from BankAmerica Corporation. This filing reflects the BankAmerica Corporation amended position in this holding, less the Robertson Stephens positions previously reported as part of BankAmerica Corporation holdings. See the Annex I for a listing of RSIM entities.

Item 3 If this statement is filed pursuant to Rules 13d-1(b)
or 13d-2(b)
or (c), check whether the person filing is a:

(a) [_] Broker or Dealer registered under Section 15 of the Act
(15 U.S.C. 78o)

(b) [ ] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)

(c) [_] Insurance Company as defined in Section
3(a)(19) of the Act (15 U.S.C. 78c)

(d) [_] Investment Company registered under Section 8 of the Investment Company Act (15 U.S.C. 80a-8)

(e) [_] An investment adviser in accordance with (S)240.13d-
1(b)(1)(ii)(E)

(f) [_] An employee benefit plan or endowment fund in accordance with (S)240.13d-1(b)(1)(ii)(F)

(g) [X] A parent holding company or control person in accordance with (S)240.13d-1(b)(ii)(G)

(h) [_] A savings association as defined in Section
3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)

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(i) [_] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a- 3)

(j) [_] Group, in accordance with (S)240.13d-
1(b)(1)(ii)(J)

If this statement is filed pursuant to (S)240.13d-1(c), check this box. [X]

Item 4 **Ownership
With respect to the beneficial ownership of the reporting entity as of 2-28-99, see Items 5 through 11, inclusive, of the respective cover pages of this Schedule 13G applicable to such entity which are incorporated herein by reference. ** By virtue of the corporate relationships between Reporting Persons as
described in Item 7, BAC (the parent company) may be deemed to possess
indirect beneficial ownership of shares beneficially owned directly by its
subsidiaries. Similarly, higher tier BAC subsidiaries may be deemed to possess indirect beneficial ownership of shares beneficially owned directly by lower tier BAC subsidiaries. The power to vote and to dispose of shares may be deemed to be shared between entities due to their corporate relationships.

Item 5 Ownership of Five Percent or Less of a Class.
If this statement is being filed to report the fact that as of the
date hereof the reporting person has ceased to be the beneficial
owner of more than five percent of the class of securities, check
the following [X].

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7 Identification and Classification of the Subsidiaries
Which
Acquired the Security Being Reported on by the Parent Holding
Company.

Item 8 Identification and Classification of Members of the Group.

Not Applicable.

Item 9 Notice of Dissolution of Group.

Not Applicable.

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Item 10 Certification.

[x] By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities

and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. (13d-1(b)).

[_] By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or

with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. (13d-1(c)).

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: March 3, 1999

BANKAMERICA CORPORATION*

**By: /s/ SATISH PATTEGAR*

Satish Pattegar
Senior Vice President
Corporate Compliance
Wealth Management Systems

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(f)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: March 3, 1999

BANKAMERICA CORPORATION*

**By: /s/ SATISH PATTEGAR*

Satish Pattegar
Senior Vice President
Corporate Compliance
Wealth Management Systems

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ROBERTSON STEPHENS INVESTMENT MANAGEMENT

Registered Investment Companies

Each of the following entities is a series of Robertson Stephens Investment Trust, a Massachusetts business trust. The investment adviser for each of such entities is Robertson, Stephens & Company Investment Management, L.P. Each is an investment company registered under the Investment Company Act of 1940, with principal office and principal place of business at 555 California Street, Suite 2600, San Francisco, CA 94104:

The Contrarian Fund ("Contrarian")
The Robertson Stephens Developing Countries Fund ("Developing Countries")
The Robertson Stephens Diversified Growth Fund ("Diversified Growth")
The Robertson Stephens Emerging Growth Fund ("Emerging Growth")
The Robertson Stephens Growth & Income Fund ("Growth & Income")
The Information Age Fund(TM) ("Information Age") The Robertson Stephens Global Natural Resources Fund ("Natural "Resources")
The Robertson Stephens Global Value Fund ("Global Value") The Robertson Stephens MicroCap Growth Fund ("Micro-Cap Growth")
The Robertson Stephens Partners Fund ("Partners") The Robertson Stephens Value + Growth Fund ("Value + Growth")

Other Entities

The principal office and principal place of business of the following entities is 555 California Street, Suite 2600, San Francisco, CA 94104:

I. (a) Bayview Holdings, Inc. ("Bayview Holdings") is a Delaware corporation. Bayview Holdings a wholly owned subsidiary of Robertson Parent. It is managing member of Private Equity Group.

(b) holding company

II. (a) Bayview Investors, Ltd. ("Bayview") is a California limited partnership.

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(b) investments in securities

III. (a) The Robertson Stephens Orphan Fund, L.P. ("Orphan") is a California limited partnership. Investment Adviser is the general partner.

(b) investments in securities

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IV. (a) The Robertson Stephens Orphan Offshore Fund, L.P. ("Orphan Offshore") is a Cayman Islands limited partnership. Investment Adviser is the investment adviser.

(b) investment in securities

V. (a) Robertson Stephens Investment Management Co. ("Robertson Parent") is a Delaware corporation. It is wholly owned by BAC. It owns Bayview Holdings.

(b) holding company

VI. (a) Robertson, Stephens & Company Investment Management, L.P. ("Investment Adviser") is a California limited partnership. It is investment adviser to the Registered Investment Companies and Orphan Offshore and General partner of Orphan and Emerging Growth Partners.

(b) registered investment advisor

VII. (a) Robertson, Stephens & Company Private Equity Group, L.L.C. ("Private Equity Group") is a Delaware limited liability company. It is general partner of Bayview and Bayview VI. It is limited
partner of Venture IV. Bayview Holdings is managing member of
Private Equity Group.

(b) holding company

VIII. (a) Bayview Investors VI, L.P. ("Bayview VI") is a California limited partnership. It is general partner of Emerging Growth Partners, L.P. ("Emerging Growth Partners"). Private Equity Group is its
(b) investments in securities

IX. (a) Robertson Stephens Emerging Growth Partners, L.P. is a California limited partnership. Bayview VI and Investment Adviser are its general partners.

(b) investments in securities

X. (a) RS & Co. IV, L.P. ("IV LP") is a Delaware limited partnership.
investment advisor.

(b) investments in securities

XI. (a) RS & Co. Venture Partners IV ("Venture IV"), is a Delaware
limited partnership. Its general partners are M.

Kathleen Behrens
and David L. Goldsmith. Its investment adviser is Investment
Adviser. It is general partner to IV LP.

(b) holding company

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End of Filing

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