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OMB APPROVAL

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burden hours per form.....14.90
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

CD Radio Inc.

Name of Issuer

Common Stock

(Title of Class of Securities)

125127100

CUSIP Number

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

October 1, 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 .

Check the following box if a fee is being paid with the statement . (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class). (See Rule 13d-7.)

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).

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SCHEDULE 13D

CUSIP No. 125127100

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

The Robertson Stephens Orphan Fund

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

CALIFORNIA

NUMBER OF SHARES	7	SOLE VOTING POWER
		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED		1,069,200
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	10	SHARED DISPOSITIVE POWER
		1,069,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,069,200

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

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

8.6%

14 TYPE OF REPORTING PERSON*

PN

=====
*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE,
RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE
ATTESTATION

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

Bayview Investors, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

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

NUMBER OF SHARES	7	SOLE VOTING POWER
		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED		1,069,200 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. See Item 5.)

BY EACH 9 SOLE DISPOSITIVE POWER
 REPORTING 0
 PERSON WITH 10 SHARED DISPOSITIVE POWER
 1,069,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,069,200

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 8.6%

14 TYPE OF REPORTING PERSON*
 PN

=====
 *SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE,
 RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE
 ATTESTATION
 =====

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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*
 OO

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 0

8 SHARED VOTING POWER
 OWNED 1,366,000 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.
 Includes shares held by The Robertson
 Stephens Orphan Offshore Fund, L.P. of
 which Robertson, Stephens & Company
 Investment Management, L.P. is the
 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
 BY EACH REPORTING 0
 PERSON WITH 10 SHARED DISPOSITIVE POWER
 1,366,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,366,000

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

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

10.9%

14 TYPE OF REPORTING PERSON

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

SCHEDULE 13D

CUSIP No. 125127100

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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*

OO

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 0

8 SHARED VOTING POWER

OWNED 1,366,000 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. Robertson, Stephens & Company Private Equity Group, L.L.C. is general partner of Bayview Investors, Ltd. Bayview Holdings, Inc. is managing member of Robertson, Stephens & Company Private Equity Group, L.L.C. Includes shares held by The Robertson Stephens Orphan Offshore Fund, L.P. of which Robertson, Stephens & Company Investment Management, L.P. is the 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. Bayview Holdings, Inc. is general partner of Robertson Stephens & Company Investment Management, L.P. See Item 5.)

9 SOLE DISPOSITIVE POWER
BY EACH REPORTING PERSON WITH 0

10 SHARED DISPOSITIVE POWER
1,366,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,366,000

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

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

10.9%

14 TYPE OF REPORTING PERSON

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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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*

OO

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	0	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED		1,366,000 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. Robertson, Stephens & Company Private Equity Group, L.L.C. is general partner of Bayview Investors, Ltd. Bayview Holdings, Inc. is managing member of Robertson, Stephens & Company Private Equity Group, L.L.C. Includes shares held by The Robertson Stephens Orphan Offshore Fund, L.P. of which Robertson, Stephens & Company Investment Management, L.P. is the 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. which is general partner of Robertson Stephens & Company Investment Management, L.P. See Item 5.)
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING	0	
PERSON WITH	10	SHARED DISPOSITIVE POWER
		1,366,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,366,000

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

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

10.9%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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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*

OO

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	7	SOLE VOTING POWER 0
BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 1,366,000 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. Robertson, Stephens & Company Private Equity Group, L.L.C. is general partner of Bayview Investors, Ltd. Bayview Holdings, Inc. is managing member of Robertson, Stephens & Company Private Equity Group, L.L.C. Includes shares held by The Robertson Stephens Orphan Offshore Fund, L.P. of which Robertson, Stephens & Company Investment Management, L.P. is the 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 Holding, Inc., which is general partner of Robertson, Stephens & Company Investment Management, L.P. See Item 5.)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,366,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,366,000

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

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

10.9%

14 TYPE OF REPORTING PERSON*

CO

=====
*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE,
RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE
ATTESTATION

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Robertson, Stephens & Company Private Equity Group, L.L.C.

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
DELAWARE

7 SOLE VOTING POWER
NUMBER OF SHARES 0

8 SHARED VOTING POWER
1,069,200 shares (Includes 1,069,200
shares held by The Robertson Stephens
Orphan Fund of which Robertson, Stephens
& Company Investment Management, L.P.
and Bayview Investors, Ltd. are general
partners. Robertson, Stephens &
Company Private Equity Group, L.L.C. is
general partner of Bayview Investors,
Ltd. Bayview Holdings, Inc. is managing
member of Robertson, Stephens &
Company Private Equity Group, L.L.C.

9 SOLE DISPOSITIVE POWER
BY EACH REPORTING PERSON WITH 0

10 SHARED DISPOSITIVE POWER
1,069,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,069,200

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.6%

14 TYPE OF REPORTING PERSON*
CO

=====
*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE,
RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE
ATTESTATION

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Item 1. Security and Issuer.

This Amended Schedule 13D is filed with respect to the Common
Stock of CD Radio Inc. (The "Company"), 1001 22nd Street, NW, 6th Floor,
Washington, DC 20037.

Item 2: Identity and Background.

This Amended Schedule 13D is filed on behalf of The Robertson Stephens Orphan Fund ("Orphan"), Bayview Investors, Ltd. ("Bayview"), Robertson, Stephens & Company Investment Management, L.P. ("Investment Adviser"), Robertson, Stephens & Company Private Equity Group, L.L.C ("Private Equity Group"), Bayview Holdings, Inc. ("Bayview Holdings"), BankAmerica Corporation ("Bank"), and Robertson Stephens Investment Management Co. ("Robertson Parent"), collectively known as Filing Parties.

This Amended Schedule 13D relates to the direct beneficial ownership in the shares of the Company by Orphan, The Robertson Stephens Orphan Offshore Fund, L.P. ("Orphan Offshore"), and The Robertson Stephens Global Low-Priced Stock Fund ("Low-Priced"), (the "Funds"), and the indirect beneficial ownership of Bayview, Investment Adviser, Bayview Holdings, Private Equity Group, Bank, and Robertson Parent in the shares of the Company held by the Funds.

I. (a) Orphan is a California limited partnership. Investment Adviser and Bayview are the general partners.

(b) 555 California Street, Suite 2600
San Francisco, CA 94104
(principal office and principal place of business)

(c) investments in securities

II. (a) Orphan Offshore is a Cayman Islands limited partnership. Investment Adviser is the general partner.

(b) 555 California Street, Suite 2600
San Francisco, CA 94104
(principal office and principal place of business)

(c) investment in securities

III. (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, Suite 2600
San Francisco, CA 94104
(principal office and principal place of business)

(c) registered investment company

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IV. (a) Bayview is a California limited partnership. Bayview and Investment Adviser are the general partners of Orphan.

(b) 555 California Street, Suite 2600
San Francisco, CA 94104

(c) Limited Partnership

V. (a) Bayview Holdings is a Delaware corporation. Bayview Holdings, a wholly owned subsidiary of Robertson Parent, is the general partner of Investment Adviser.

(b) 555 California Street, Suite 2600
San Francisco, CA 94104
(principal office and principal place of business)

(c) holding company

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, Suite 2600
San Francisco, CA 94104
(principal office and principal place of business)

(c) registered investment advisor

VII. (a) Bank 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 Bank. 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

Cusip No. 125127100

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- 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, Suite 2600
 San Francisco, CA 94104
- (c) holding company

Certain information regarding the directors and executive officers of the Filing Parties is set forth in Exhibit B attached hereto.

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

Bank 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:

This filing is being made to report the beneficial ownership of securities held by Robertson Stephens which may be imputed to Bank and certain of its subsidiaries due to Bank's recent acquisition of that company. The filing of this statement shall not be construed as an admission that Bank, 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.

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.

Cusip No. 125127100

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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:

<TABLE>
 <CAPTION>

Name of Beneficial Owner(1)	No. of Shares Beneficially Owned	Percentage of Class
<S>	<C>	<C>
Orphan	1,069,200	8.6%
Orphan Offshore	226,800	1.8%
Low-Priced	70,000	.6%
Investment Adviser	1,366,000	10.9%
Bayview	1,069,200	8.6%
Bayview Holdings	1,366,000	10.9%
Bank	1,366,000	10.9%
Robertson Parent	1,366,000	10.9%
Private Equity Group	1,069,200	8.6%

</TABLE>

(1) As reflected in the cover pages, which are incorporated by reference, certain of the reporting parties may be deemed to have beneficial

ownership of holdings of the Funds due to their management of portfolio investments for the Funds, or due to their ownership of entities which provide such management.

(c) The following is a list of transactions by the filing parties in the last 60 days.

<TABLE>
<CAPTION>

Entity	Date	Shares	Price	Transaction
-----	----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>

</TABLE>

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

Cusip No. 125127100

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Signature

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: October 10, 1997

THE ROBERTSON STEPHENS ORPHAN FUND, A CALIFORNIA LIMITED PARTNERSHIP*

BAYVIEW INVESTORS, LTD., A CALIFORNIA LIMITED PARTNERSHIP*

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

BAYVIEW HOLDINGS, INC.*

ROBERTSON, STEPHENS & COMPANY PRIVATE EQUITY GROUP, L.L.C.*

BANKAMERICA CORPORATION*

ROBERTSON STEPHENS INVESTMENT MANAGEMENT CO.*

*By: /s/ JEFFREY R. LAPIC

Jeffrey R. Lopic
Assistant General Counsel of
Bank of America National Trust and Savings Association
and Authorized Attorney-in-Fact

Cusip No. 125127100

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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 13D 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: October 10, 1997

THE ROBERTSON STEPHENS ORPHAN FUND, A CALIFORNIA LIMITED

PARTNERSHIP*

BAYVIEW INVESTORS, LTD., A CALIFORNIA LIMITED PARTNERSHIP*

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

BAYVIEW HOLDINGS, INC.*

ROBERTSON, STEPHENS & COMPANY PRIVATE EQUITY GROUP, L.L.C.*

BANKAMERICA CORPORATION*

ROBERTSON STEPHENS INVESTMENT MANAGEMENT CO.*

*By: /s/ JEFFREY R. LAPIC

Jeffrey R. Lopic
Assistant General Counsel of
Bank of America National Trust and Savings Association
and Authorized Attorney-in-Fact

EXHIBIT B

Directors and Executive Officers of Reporting Parties

BankAmerica Corporation

The following table sets forth information regarding the executive officers and directors of BankAmerica Corporation (directors are indicated by asterisk), all of whom are U.S. citizens and none of whom owns Common Stock of Forstmann & Company, Inc.

<TABLE>
<CAPTION>

<S>	<C>	<C>
*Joseph F. Alibrandi	1955 North Surveyor Ave. Simi Valley, CA 93063	Chairman of the Board and CEO Whittaker Corporation (principal business: aerospace manufacturing)
*Peter B. Bedford	270 Lafayette Circle Lafayette, CA 94549	Chairman of the Board and Chief Executive Officer Bedford Property Investors, Inc. (principal business: real estate investment trust)
Kathleen J. Burke	555 California Street San Francisco, CA 94104	Vice Chairman and Personnel Relations Officer Bank of America NT&SA (principal business: banking and finance)
*Richard A. Clarke	123 Mission St. San Francisco, CA 94106	Retired
*David A. Coulter	555 California Street San Francisco, CA 94104	Chairman of the Board, President and Chief Executive Officer Bank of America NT&SA (principal business: banking and finance)
*Timm F. Crull	c/o Hallmark Cards, Inc. 1024 E. Balboa Blvd. Newport Beach, CA 92661	Retired
*Kathleen Feldstein	147 Clifton Street Belmont, MA 02178	President Economics Studies, Inc. (principal business: economics consulting)
*Donald E. Guinn	Pacific Telesis Center 130 Kearny St. San Francisco, CA 94108	Chairman Emeritus Pacific Telesis Group (principal business: telecommunications)
*Frank L. Hope	2726 Shelter Island Dr. San Diego, CA 92106	Consulting Architect (principal business: architecture)

<TABLE>
<CAPTION>

<S>	<C>	<C>
H. Eugene Lockhart	555 California Street San Francisco, CA 94104	President, Global Retail Bank Bank of America NT&SA (principal business: banking and finance)
*Walter E. Massey	Office of the President 830 Westview Drive, S.W. Atlanta, GA 30314	President Morehouse College (principal business: education)
Jack L.	555 California Street	Vice Chairman

Meyers	San Francisco, CA 94104	Bank of America NT&SA (principal business: banking and finance)
Michael J. Murray	555 California Street San Francisco, CA 94104	President, Global Wholesale Bank Bank of America NT&SA (principal business: banking and finance)
Michael E. O'Neill	555 California Street San Francisco, CA 94104	Vice Chairman and Chief Financial Officer Bank of America NT&SA (principal business: banking and finance)
*John M. Richman	227 West Monroe Street Chicago, IL 60606	Of counsel, Wachtell, Lipton, Rosen & Katz (principal business: law)
*Sanford Robertson	555 California Street San Francisco, CA 94104	(principal business: banking and finance)
*Richard M. Rosenberg	555 California Street San Francisco, CA 94104	Retired
*A. Michael Spence	Memorial Way, Room 140 Stanford, CA 94305	Dean of Graduate School of Business Stanford University (principal business: education)
Martin A. Stein	555 California Street San Francisco, CA 94104	Vice Chairman Bank of America NT&SA (principal business: banking and finance)
*Solomon D. Trujillo	1801 California Street Denver, CO 80202	President and Chief Executive Officer US West Communications Group (principal business: communication)

</TABLE>

2

EXHIBIT B

Directors and Executive Officers of Reporting Parties

Robertson Stephens Investment Management Co.

The following table sets forth information regarding the executive officers and directors of Robertson Stephens Investment Management Co. (directors are indicated by asterisk), all of whom are U.S. citizens and none of whom own securities of the issuer referred to in the attached filing.

<S>	<S>	<C>	<C>
*	Michael J. Murray	555 California Street San Francisco, CA 94104	Chairman and President, Robertson Stephens Investment Management Co. (holding company)
			and
		555 California Street San Francisco, CA 94104	President, Global Wholesale Bank Bank of America NT&SA (principal business: banking and finance)

</TABLE>

Bayview Holdings, Inc.

The following table sets forth information regarding the executive officers and directors of Bayview Holdings, Inc. (directors indicated by asterisk), all of whom are U.S. citizens and none of whom own securities of the issuer referred to in the attached filing.

<S>	<S>	<C>	<C>
*	G. Randall Hecht	555 California Street San Francisco, CA 94104	Chairman of the Board and President Bayview Holdings, Inc. (principal business: holding company)
	Terry R. Otton	555 California Street San Francisco, CA 94104	Vice President and Chief Financial Officer Bayview Holdings, Inc. (principal business: holding company)
			and
		555 California Street San Francisco, CA 94104	Managing Director BancAmerica Robertson Stephens (principal business: holding company)

</TABLE>

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The following table sets forth information regarding the executive officers and directors of Bayview Holdings, Inc. (directors are indicated by asterisk), all of whom are U.S. citizens and none of whom own securities of the issuer referred to in the attached filing.

<S>	<C>	<C>	<C>
	Keith C. Barnish	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
	Walter J. Bloomenthal	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
*	Gregg H. Byers	555 California Street San Francisco, CA 94104	(principal business: securities brokerage, investment banking)
	Gideon Y. Cohen	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
	Mark S. Dawley	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
	Robert L. Emery	555 California Street San Francisco, CA 94104	Managing Director (principal business: securities brokerage, investment banking)
	Martin Essenberg	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
	Gene S. Evenskaas	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
	Alison L. Falls	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
*	Zed S. Francis, III	555 California Street San Francisco, CA 94104	(principal business: securities brokerage, investment banking)
	David J. Fullerton	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)

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<S>	<C>	<C>	<C>
	Jonathan Hakala	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
*	David Halstead	555 California Street San Francisco, CA 94104	(principal business: securities brokerage, investment banking)
	Gregory V. Johnson	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
*	H. David Johnson	555 California Street San Francisco, CA 94104	Senior Managing Director, Chief Operating Officer, Chief Financial Officer and Secretary (principal business: securities brokerage, investment banking)
*	Michael G. McCaffery	555 California Street San Francisco, CA 94104	Managing Director (principal business: securities brokerage, investment banking)
	Steven T. Monahan, Jr.	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
	Katherine Pattison	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
*	Robert T. Slaymaker	555 California Street San Francisco, CA 94104	Chairman of the Board (principal business: securities brokerage, investment banking)

Michael A. Smith	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
* Anthony J. Taddey	555 California Street San Francisco, CA 94104	Senior Managing Director (principal business: securities brokerage, investment banking)
* Charles B. Truett	555 California Street San Francisco, CA 94104	Senior Credit Officer (principal business: securities brokerage, investment banking)

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