

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 FILE PURSUANT TO RULE 13D-2(A)

(Amendment No. 2) (1)

CALIFORNIA BEACH RESTAURANTS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

4496246 10 S

(CUSIP Number)

Mr. Satish G. Pattegar, Senior Vice President
& National Risk Manager, Wealth Management Operations
NationsBank, NA
TX1-099-12-02, Asset Management Group
1401 Elm Place, 12th Fl.
Dallas, TX 75201-0241
214/508-8950

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

September 30, 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.

(1) 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 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)

CUSIP No. 4496246 10 S Schedule 13D

1 Names of Reporting Persons
I.R.S. Identification Nos. of Above Person (Entities only)
BankAmerica Corporation

2 Check the Appropriate Box If a Member of a Group*
a.
b.

3 SEC Use Only

4 Source of Funds* OO (exchange for debt)

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

-0-

Shares

Beneficially 8 Shared Voting Power
Owned By 1,200,000

Each
Reporting 9 Sole Dispositive Power
-0-

Person
With 10 Shared Dispositive Power
1,200,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,200,000

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

13 Percent of Class Represented By Amount in Row (11) 35.3%

14 Type of Reporting Person*
HC

SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 4496246 10 S Schedule 13D

1 Names of Reporting Persons
I.R.S. Identification Nos. of Above Person (Entities only)
Bank of America National Trust and Savings Association

2 Check the Appropriate Box If a Member of a Group*
a.
b.

3 SEC Use Only

4 Source of Funds* OO (exchange for debt)

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 7 Sole Voting Power
Shares -0-

Beneficially 8 Shared Voting Power
Owned By 1,200,000

Each
Reporting 9 Sole Dispositive Power
-0-

Person
With 10 Shared Dispositive Power
1,200,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,200,000

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

13 Percent of Class Represented By Amount in Row (11) 35.3%

14 Type of Reporting Person*
BK

SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

Item 1. Security and Issuer.
No change

Item 2. Identity and Background.

The executive officers and directors of the filing parties have changed as has the address of BankAmerica Corporation. The new information is listed on Exhibit B hereto. On September 25, 1998, NationsBank Corporation, a North Carolina corporation ("NationsBank"), reincorporated in Delaware by forming a new, wholly owned Delaware subsidiary and merging into it, with the surviving Delaware corporation renamed "NationsBank Corporation."

On September 30, 1998, BankAmerica Corporation, a Delaware corporation which previously filed a Schedule 13D to report ownership of the securities reported on in this filing ("Old BankAmerica"), merged with and into NationsBank Corporation, which was the surviving corporation in the Merger and then changed its name to "BankAmerica Corporation" ("BankAmerica"). As a result of the mergers, BankAmerica succeeded to the assets and liabilities of both NationsBank and Old BankAmerica. Additional information regarding these mergers is set forth in NationsBank's Current Report on Form 8-K filed April 17, 1998, as amended.

BankAmerica is a bank holding company registered under the Bank Holding Company Act of 1956, as amended, with its principal executive offices located in Charlotte, North Carolina.

Bank of America National Trust and Savings Association (the "Bank") is a wholly-owned subsidiary of BankAmerica. The Bank is a national banking association organized under the laws of the United States and is headquartered in San Francisco, California. The Bank and NationsBank, NA constitute BankAmerica's two principal subsidiaries. It is anticipated that the Bank and NationsBank, NA will merge in 1999.

Item 3. Source and Amount of Funds or Other Consideration.
No change.

Item 4. Purpose of Transaction.
No change.

Item 5. Interest in Securities of the Issuer.
No change.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No change.

Item 7. Material to be Filed as Exhibits.
No change, except as stated in response to Item 2.

Page 4

Signatures

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this instrument is true, complete and correct.

Dated: December 16, 1998

BANKAMERICA CORPORATION*

BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION*

*By: /s/ VENRICE R. PALMER

Venrice R. Palmer
Senior Counsel of
Bank of America National Trust and Savings Association and Authorized
Attorney-in-Fact (signing resolutions, delegations of authority and powers
of attorney are incorporated by reference to Schedule 13G Amendment #2
relating to Anaren Microwave, Inc. and to Schedule 13G Amendment #3
relating to Lexford, Inc.)

Page 5

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.

Dated: December 16, 1998

BANKAMERICA CORPORATION*

BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION*

*By: /s/ VENRICE R. PALMER

Venrice R. Palmer
Senior Counsel of
Bank of America National Trust and Savings Association and Authorized
Attorney-in-Fact (signing resolutions, delegations of authority and powers
of attorney are incorporated by reference to Schedule 13G Amendment #2
relating to Anaren Microwave, Inc. and to Schedule 13G Amendment #3
relating to Lexford, Inc.)

Page 6

EXHIBIT B

The following table sets forth the names, addresses and principal occupations of the directors and executive officers of BankAmerica Corporation and Bank of America National Trust and Savings Association. Each such person is a citizen of the United States.

BANKAMERICA CORPORATION
NationsBank Corporate Center
100 N. Tryon
Charlotte, NC 28255

DIRECTORS

<TABLE>
<CAPTION>

PRINCIPAL NAME	ADDRESS	OCCUPATION
<S> Charles W. Coker	<C> Post Office Box 160 Hartsville, SC 29551-0160	<C> Chairman, Sonoco Products Company
Timm Crull	c/o Hallmark Cards, Inc. 1024 E. Balboa Blvd. Newport Beach, CA 92661	Retired Chairman, Nestle USA, Inc.
Alan T. Dickson	2000 Two First Union Center Charlotte, NC 28282	Chairman of the Board, Ruddick Corporation
Kathleen Feldstein	147 Clifton Street Belmont, MA 02178	President, Economic Studies, Inc.
Paul Fulton	First Stratford Building 101 S. Stratford Road Winston-Salem, NC 27104	Chairman and CEO, Bassett Furniture Industries, Inc.
Donald E. Guinn	Pacific Telesis Center 130 Kearney Street, Room 3704 San Francisco, CA 94108	Chairman Emeritus, Pacific Telesis Group
C. Ray Holman	Post Office Box 5840 St. Louis, MO 63134	Chairman and Chief Executive Officer, Mallinckrodt Inc.
W.W. Johnson	P.O. Box 448 SC3-240-18-17 Columbia, SC 29202	Chairman, Executive Committee, BankAmerica Corporation

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Page 7

<TABLE>

<S> Walter Massey	<C> Office of the President 830 Westview Drive Atlanta, GA 30314	<C> President, Morehouse College
Hugh L. McColl, Jr.	BankAmerica Corporation NationsBank Corporate Center 100 N. Tryon Charlotte, NC 28255	Chairman and Chief Executive Officer, BankAmerica Corporation
Richard M. Rosenberg	555 California Street 5th Floor San Francisco, CA 94194	Retired Chairman and Chief Executive Officer, BankAmerica Corporation and Bank of America NT & SA

O. Temple Sloan, Jr.	Post Office Box 26006 Raleigh, NC 27611	Chairman, General Parts Inc.
Meredith R. Spangler	668 Hempstead Place Charlotte, NC 28207-2320	Chairman, C.D. Spangler Foundation
A. Michael Spence	Memorial Way, Room 140 Stanford, CA	Dean of Graduate School of Business, Stanford University
Ronald Townsend	Gannett Television c/o WTLV-TV12 1070 East Adams Street Jacksonville, FL 32202	Communications Consultant
Solomon Trujillo	1801 California Street 52nd Floor Denver, CO 80202	President and Chief Executive Officer, US West Communications Group
Jackie M. Ward	5775 Peachtree-Dunwoody Road Building G, Fourth Floor Atlanta, Georgia 30342	President and CEO, Computer Generation Incorporated
Virgil R. Williams	Post Office Box 105106 Atlanta, Georgia 30087	Chairman and CEO, Williams Group International, Inc.
Shirley Young	General Motors Corporation 400 Renaissance Center Detroit, Michigan 48265	Vice President, General Motors Corporation

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Page 8

BANKAMERICA CORPORATION

EXECUTIVE OFFICERS

<TABLE>
<CAPTION>

NAME	ADDRESS	PRINCIPAL OCCUPATION
<S> Hugh L. McColl, Jr.	<C> BankAmerica Corporation NationsBank Corporate Center 100 N. Tryon Charlotte, NC 28255	<C> Chairman and Chief Executive Officer
James H. Hance, Jr.	BankAmerica Corporation NationsBank Corporate Center 100 N. Tryon Charlotte, NC 28255	Vice Chairman and Chief Financial Officer
Kenneth D. Lewis	BankAmerica Corporation NationsBank Corporate Center 100 N. Tryon Charlotte, NC 28255	President, Consumer and Commercial Banking
Michael J. Murray	BankAmerica Corporation 555 California Street San Francisco, CA 94104	President, Global Corporate and Investment Banking
Michael E. O'Neill	BankAmerica Corporation 555 California Street San Francisco, CA 94104	President, Principal Investing and Wealth Management

</TABLE>

BANK OF AMERICA NATIONAL TRUST
AND SAVINGS ASSOCIATION
555 California Street
San Francisco, CA 94104

DIRECTORS

<TABLE>
<CAPTION>

NAME	ADDRESS	PRINCIPAL OCCUPATION
<S> Hugh L. McColl, Jr.	<C> BankAmerica Corporation NationsBank Corporate Center 100 N. Tryon Charlotte, NC 28255	<C> Chairman and Chief Executive Officer
James H. Hance, Jr.	BankAmerica Corporation NationsBank Corporate Center 100 N. Tryon Charlotte, NC 28255	Vice Chairman and Chief Financial Officer
Kenneth D. Lewis	BankAmerica Corporation NationsBank Corporate Center 100 N. Tryon Charlotte, NC 28255	President, Consumer and Commercial Banking
Michael J. Murray	BankAmerica Corporation 555 California Street San Francisco, CA 94104	President, Global Corporate and Investment Banking
Michael E. O'Neill	BankAmerica Corporation 555 California Street San Francisco, CA 94104	President, Principal Investing and Wealth Management
F. William Vandiver, Jr.	BankAmerica Corporation NationsBank Corporate Center 100 N. Tryon Charlotte, NC 28255	Risk Management Executive

</TABLE>

<TABLE>
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NAME	ADDRESS	PRINCIPAL OCCUPATION
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