

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. 1 )\*

Affiliated Managers Group

(Name of Issuer)

Common Stock

(Title of Class of Securities)

008252108

(CUSIP Number)

December 31, 1998

Date of Event Which Requires Filing of this

Statement)

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

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).

CUSIP NO. 008252108 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

NUMBER OF -0-

SHARES

-----  
SHARED VOTING POWER

6

BENEFICIALLY 1,304,460

OWNED BY

-----  
SOLE DISPOSITIVE POWER

7

EACH -0-

REPORTING

PERSON

-----  
SHARED DISPOSITIVE POWER

8

WITH 1,305,160

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

9 1,305,160

-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

10 [ ]

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 7.44%

-----  
TYPE OF REPORTING PERSON\*

12 HC

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

-----  
CUSIP NO. 008252108  
-----

13G

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

Bank of America NT&SA  
-----

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
2  
(a)   
(b)   
-----

-----  
SEC USE ONLY  
3  
-----

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
4 US National Bank  
-----

-----  
SOLE VOTING POWER  
5  
NUMBER OF SHARES 89,700  
-----

-----  
SHARED VOTING POWER  
6  
BENEFICIALLY OWNED BY  
-----

-----  
SOLE DISPOSITIVE POWER  
7  
EACH REPORTING PERSON 60,400  
-----

-----  
SHARED DISPOSITIVE POWER  
8  
WITH  
-----

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9 90,400  
-----

-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*  
10   
-----

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
11 .51%  
-----

-----  
TYPE OF REPORTING PERSON\*  
12 BK  
-----

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!  
-----

-----  
CUSIP NO. 008252108  
-----

13G  
-----

-----  
NAME OF REPORTING PERSON

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

NB Holdings Corporation  
-----

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2  
(a)

(b)   
-----

-----  
SEC USE ONLY

3  
-----

CITIZENSHIP OR PLACE OF ORGANIZATION

4 North Carolina  
-----

-----  
SOLE VOTING POWER

5  
NUMBER OF -0-  
SHARES  
-----

SHARED VOTING POWER  
6 1,205,950  
-----

BENEFICIALLY OWNED BY  
-----

SOLE DISPOSITIVE POWER

7  
EACH -0-  
REPORTING PERSON  
-----

SHARED DISPOSITIVE POWER  
8 1,205,950  
-----

WITH  
-----

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

9 1,205,950  
-----

-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

10

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 6.88%  
-----

-----  
TYPE OF REPORTING PERSON\*

12 HC  
-----

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!  
-----

-----  
CUSIP NO. 008252108  
-----

13G  
-----

-----  
NAME OF REPORTING PERSON

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

NationsBank NA  
-----

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a)

(b)   
-----

-----  
SEC USE ONLY

3  
-----

CITIZENSHIP OR PLACE OF ORGANIZATION

4 US National Bank  
-----

-----  
SOLE VOTING POWER

5  
NUMBER OF 29,400  
SHARES  
-----

SHARED VOTING POWER

6 206,400  
BENEFICIALLY OWNED BY  
-----

SOLE DISPOSITIVE POWER

7 29,400  
EACH REPORTING PERSON  
-----

SHARED DISPOSITIVE POWER

8 206,400  
WITH  
-----

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

9 235,800  
-----

-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

10

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 1.34%  
-----

-----  
TYPE OF REPORTING PERSON\*

12 BK  
-----

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!  
-----

CUSIP NO. 008252108

13G

NAME OF REPORTING PERSON

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

NationsBanc Investments Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 North Carolina

SOLE VOTING POWER

5

NUMBER OF 970,150

SHARES

SHARED VOTING POWER

6

BENEFICIALLY

OWNED BY

SOLE DISPOSITIVE POWER

7

EACH REPORTING 970,150

PERSON

SHARED DISPOSITIVE POWER

8

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 970,150

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

5.53%

TYPE OF REPORTING PERSON\*

12

IA

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 008252108

13G

NAME OF REPORTING PERSON

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

NationsBanc Advisors Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 North Carolina

SOLE VOTING POWER

5

NUMBER OF  
SHARES

122,700

SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

EACH

SOLE DISPOSITIVE POWER

7

REPORTING

122,700

PERSON

SHARED DISPOSITIVE POWER

WITH

8

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 122,700

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

.70%

TYPE OF REPORTING PERSON\*

12

IA

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 008252108

13G

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

TradeStreet Investments Associates

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2  
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina

5 SOLE VOTING POWER

NUMBER OF 206,400

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 206,400

PERSON

8 SHARED DISPOSITIVE POWER

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
206,400

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

10

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.18%

12 TYPE OF REPORTING PERSON\*

IA

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 008252108

13G

NAME OF REPORTING PERSON

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

BankAmerica Capital Corp.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Illinois

SOLE VOTING POWER

5 NUMBER OF SHARES 8,810

SHARED VOTING POWER

6 BENEFICIALLY OWNED BY

OWNED BY

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON 8,810

SHARED DISPOSITIVE POWER

8 WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 8,810

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 .05%

TYPE OF REPORTING PERSON\*

12 CO

\*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1 (a) Name of Issuer: Affiliated Managers Group  
(b) Address of Issuer's Principal Executive 2 International Place 23rd  
Floor  
Offices: Boston, MA 02110

Item 2 (a) Names of Person Filing:  
BankAmerica Corporation (BAC)\*  
Bank of America NT&SA (BANT&SA)  
BankAmerica Capital Corp. (BCC)  
NB Holdings Corporation  
NationsBank NA  
NationsBanc Advisors Inc. (NBAI)  
TradeStreet Investments Associates  
(TS)  
NationsBanc Investments Inc. (NBII)

(b) Address of Principal Business Offices:  
BAC  
NB Holdings Corp.  
NBAI  
TS  
NBII  
100 North Tryon St.  
Charlotte, NC 28255  
NationsBank NA  
110 S. Tryon St.  
Charlotte, NC 28255  
BANT&SA  
555 California St.  
San Francisco, CA 94104  
BCC  
Chicago, Ill.

(c) Citizenship:  
BAC Delaware  
NB Holdings Corp North  
Carolina  
NationsBank NA US National Bank  
NBAI North Carolina  
TS North Carolina  
BANT&SA US National Bank  
NBII North Carolina

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 008252108

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)

\* On September 30, 1998, BankAmerica Corporation, a Delaware corporation 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.

(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)  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)

(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.

Item 4 \*Ownership

With respect to the beneficial ownership of the reporting entity as of 12-31-98, 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 [ ]

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.

Pursuant to Rule 13d-1(b)(1)(ii)(G) of the Securities Exchange Act of 1934, BankAmerica Corporation is filing this Form 13GA as a parent holding company of the following:

1. NB Holdings Corporation, which is a holding company of its subsidiaries:

NationsBank NA a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934.

NationsBanc Advisors Inc. a registered Investment Advisor under Section 203 of the Investment Advisors Act of 1940.

TradeStreet Investment Associates Inc. a registered Investment Advisor under Section 203 of the Investment Advisors Act of 1940.

NationsBanc Investments Inc. is a Investment Advisor under Section 203 of the Investment Advisors Act of 1940.

2. BankAmerica NT&SA bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934.

3. BankAmerica Capital Corporation is a wholly owned investment subsidiary of BankAmerica Corporation.

Item 8 Identification and Classification of Members of the Group.

Item 9 Notice of Dissolution of Group.

Not Applicable.

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)).

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: January 28, 1999

BANKAMERICA CORPORATION\*  
BANKAMERICA NT&SA  
BANKAMERICA CORP  
NB HOLDINGS CORP  
NATIONSBANK NA  
TRADESTREET INVESTMENT ASSOCIATES  
NATIONSBANC ADVISORS INC.  
NATIONSBANC INVESTMENTS INC.

\*By: /s/ STEPHEN A DOYLE

Stephen A Doyle  
Vice President  
Corporate Compliance

EXHIBIT A

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JOINT FILING AGREEMENT

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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: January 28, 1999

BANKAMERICA CORPORATION\*  
BANKAMERICA NT&SA  
BANKAMERICA CAPITAL CORP  
NB HOLDINGS CORP  
NATIONSBANK NA  
TRADESTREET INVESTMENT ASSOCIATES  
NATIONSBANC ADVISORS INC.  
NATIONSBANC INVESTMENTS INC.

\*By: /s/ STEPHEN A DOYLE

Stephen A Doyle  
Vice President  
Corporate Compliance