

UNIFORM COMMERCIAL CODE - FINANCING STATEMENT CHANGE - FORM N-UCC-2

This STATEMENT is presented for filing pursuant to the Nevada Uniform Commercial Code

IMPORTANT:


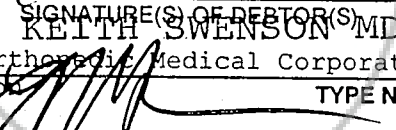
Read instructions on back before filling out form NV-Douglas County

Receipt No. _____

1. File No. of Orig. Financing Statement 0478064	1A. Date of Filing of Orig. Financing Statement 10/04/1999	1B. Date of Orig. Financing Statement October 4, 1999	1C. Place of Filing Orig. Financing Statement
2. DEBTOR (As Appears on Original Financing Statement) (ONE NAME ONLY) <input checked="" type="checkbox"/> LEGAL BUSINESS NAME Swanson Orthopedic (See Attached) <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		2A. SOCIAL SECURITY OR FEDERAL	
2B. MAILING ADDRESS (As Appears on Original Financing Statement) 212 Elks Point Plaza, Suite 200		2C. CITY, STATE Zephyr Cove, NV	2D. ZIP 89448
3. ADDITIONAL DEBTOR (If Any) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		3A. SOCIAL SECURITY OR FEDERAL	
3B. MAILING ADDRESS		3C. CITY, STATE	3D. ZIP
4. <input type="checkbox"/> ADDITIONAL DEBTOR (S) ON ATTACHED SHEET			
5. SECURED PARTY NAME Bank of America, N.A., as Agent MAILING ADDRESS 101 North Tryon St., 15th Floor CITY Charlotte STATE NC ZIP CODE 28255		5A. SOCIAL SECURITY NO. FEDERAL TAX NO.	
6. ASSIGNEE OF SECURED PARTY (If Any) NAME MAILING ADDRESS CITY STATE ZIP CODE		6A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A.	
7. A. <input type="checkbox"/> CONTINUATION-The original Financing Statement between the foregoing Debtor and Secured Party bearing the file number and date shown above is continued. If collateral is crops or timber, fixtures, or oil, gas or minerals check here <input type="checkbox"/> and insert description of real property on which growing or to be grown or to which affixed or to be affixed or from which to be extracted in Item 8 below. If crops or fixtures, also insert name of record owner of real estate. Effective only if submitted within 6 months prior to expiration date.			
B. <input type="checkbox"/> RELEASE-From the collateral described in the Financing Statement bearing the file number shown above, the Secured Party releases the collateral described in Item 8 below. Release does not terminate debt.			
C. <input type="checkbox"/> ASSIGNMENT-The Secured Party certifies that the Secured Party has assigned to the Assignee above named, all or part of the Secured Party's rights under the Financing Statement bearing the file number shown above in the collateral described in Item 8 below.			
D. <input type="checkbox"/> TERMINATION-The Secured Party certifies that the Secured Party no longer claims a security interest under the Financing Statement bearing the file number shown above.			
E. <input checked="" type="checkbox"/> AMENDMENT-The Financing Statement bearing the file number shown above is amended as set forth in Item 8 below. (Signature of Debtor(s) and Secured Party(ies) required on all amendments.)			
8. See Exhibit A attached hereto and incorporated by reference though copied herein verbatim.			


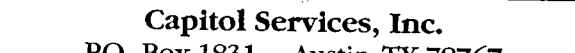
THIS SPACE FOR USE OF FILING OFFICER

9. _____ (Date) _____ 19____

By  PRESIDENT
 SIGNATURE(S) OF DEBTOR(S) (TITLE)
 KEITH SWENSON MD ~~LARRY J. GORDON~~
 Swanson Orthopedic Medical Corporation, Professional
 Corporation TYPE NAME(S) Larry J. Gordon
 By  Principal
 SIGNATURE(S) OF SECURED PARTY(IES) (TITLE)
 Bank of America, N.A., as Agent
 TYPE NAME(S)

10. This Space for Use of Filing Officer: (Date, Time, File Number and Filing Officer)

11. Return acknowledgment to:

NAME 
 ADDRESS 
 CITY, STATE
 Capitol Services, Inc.
 P.O. Box 1831 Austin TX 78767
 800/345-4647

Trust Account Number (if _____)

0495815
5185640
BK0700PG2173

Additional Debtor Information

Debtor 1

Swanson Orthopedic Medical Corporation, Professional Corporation
212 Elks Point Plaza, Suite 200
Zephyr Cove, NV 89448

Signature: See signature on front page
Swanson Orthopedic Medical Corporation, Professional Corporation

COPY

KEITH EWENSON MD LARRY J. GORDON PRESIDENT

0495815
BK0700PG2174

**EXHIBIT A
TO
UCC-2 FINANCING STATEMENT**

COLLATERAL DESCRIPTION

Debtor: Swanson Orthopedic Medical Corporation,
Professional Corporation
212 Elks Point Plaza, Suite 200
Zephyr Cove, NV 89448

Secured Party: Bank of America, N.A., as Agent
Agency Services
101 North Tryon Street, 15th Floor
Charlotte, N.C. 28255

This Financing Statement covers the following items and types of property: all of the Debtor's right, title and interest in all of its Pre-Termination Accounts Receivable (as hereinafter defined), whether now existing or hereafter arising, as well as all proceeds of the foregoing, all payments made in respect thereof, and all rights related thereto, and all amounts deposited from time to time in any deposit account of the Debtor.

"Pre-Termination Accounts Receivable" shall mean all of the Debtor's accounts (as such term is defined in the Uniform Commercial Code (as hereinafter defined)), arising from, and all rights to receive payment for medical services rendered by the Debtor prior to the effective date of any expiration or termination of the Service Agreement (as hereinafter defined).

"Service Agreement" shall mean that certain Management Services Agreement, effective as of July 1, 1997, among the Debtor, Bone, Muscle and Joint, Inc. ("BMJ"), and the Indemnifying Party party thereto, as amended by (i) that certain Amendment No. 1 to the Management Services Agreement, dated as of July 1, 1997, between the Debtor and BMJ and (ii) that certain Second Amendment to the Management Services Agreement, dated as of August 4, 1999, between the Debtor and ProMedCo of Northern Nevada, Inc., as the same may be amended, supplemented, restated or otherwise modified from time to time and all replacements and substitutions therefore from time to time.

"Uniform Commercial Code" shall mean the Uniform Commercial Code as adopted in the State of Nevada.

REQUESTED BY
Capital Services
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2000 JUL 17 AM 11:45

LINDA SLATER
RECORDER

\$1800 PAID *K2* DEPUTY

0495815

BK0700PG2175