

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 0476547	1A. Date of Filing of Orig. Financing Statement 09/14/1999	1B. Date of Orig. Financing Statement September 14, 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 <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) ProMedCo of Lake Tahoe, Inc.		2A. SOCIAL SECURITY OR FEDERAL	
2B. MAILING ADDRESS (As Appears on Original Financing Statement) 801 Cherry Street, Suite 1450		2C. CITY, STATE Fort Worth, TX	2D. ZIP 76102
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.			

THIS SPACE FOR USE OF FILING OFFICER

9. _____ (Date) _____ 19____

By Robert D. Smith
SIGNATURE(S) OF DEBTOR(S) ROBERT D. SMITH (TITLE)
ProMedCo of Lake Tahoe, Inc.
TYPE NAME(S)

By [Signature]
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)

2748640
BK0800P65209

11. Return acknowledgment to:
NAME _____
ADDRESS _____
CITY, STATE _____

Trust Account Number (If _____)

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

YELLOW-Alphabetical; PINK-Acknowledgement;
GREEN-Secured Party; BLUE-Debtor.
(Filing Fees: See Instructions)

Approved by the Nevada Secretary of State
(08528)

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

Debtor: ProMedCo of Lake Tahoe, Inc.
801 Cherry Street, Suite 1450
Fort Worth, Texas 76102

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

The following is hereby added to the collateral description of this Financing Statement:

"This financing statement covers and includes all property and assets of the Debtor of any kind or character, whether now owned or hereafter acquired."

All other descriptions of items or types of property or collateral covered by and contained in this Financing Statement shall remain in full force and effect in accordance with their respective terms and shall remain included in this Financing Statement.

CO

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

2000 AUG 29 AM 10:40

LINDA SLATER
RECORDER

\$16⁰⁰ PAID *KJ* DEPUTY