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UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM N-UCC-1

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

IMPORTANT: Read instructions before filling out form. This form must be accompanied by appropriate fees.

1. DEBTOR (ONE NAME ONLY) <input checked="" type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) ProMedCo of Northern Nevada, Inc.		1A. SOCIAL SECURITY OR FEDERAL TAX NO.	
1B. MAILING ADDRESS 801 Cherry Street, Suite 1450		1C. CITY, STATE Fort Worth, TX	
1E. RESIDENCE ADDRESS 801 Cherry Street, Suite 1450		1F. CITY, STATE Fort Worth, TX	
2. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		2A. SOCIAL SECURITY OR FEDERAL TAX NO.	
2B. MAILING ADDRESS		2C. CITY, STATE	
2E. RESIDENCE ADDRESS		2F. CITY, STATE	
3. <input type="checkbox"/> ADDITIONAL DEBTOR(S) ON ATTACHED SHEET			
4. 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		4A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
5. ASSIGNEE OF SECURED PARTY (IF ANY) NAME MAILING ADDRESS CITY STATE ZIP CODE		5A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
6. This FINANCING STATEMENT covers the following types or items of property (if crops or timber, include description of real property on which growing or to be growing and name of record owner of such real estate; if fixtures, include description of real property to which affixed or to be affixed and name of record owner of such real estate; if oil, gas or minerals, include description of real property from which to be extracted). This fixture filing is to be recorded in the real estate records. See attached Exhibits A - D.			
6A. _____ SIGNATURE OF RECORD OWNER		6C. \$ _____ MAXIMUM AMOUNT OF INDEBTEDNESS TO BE SECURED AT ANY ONE TIME (OPTIONAL)	
6B. See attached.			
(TYPE) RECORD OWNER OF REAL PROPERTY			
7. Check if Applicable	A. <input type="checkbox"/> Proceeds of collateral are also covered NRS 104.9306	B. <input type="checkbox"/> Products of collateral are also covered. NRS 104.9402	C. <input type="checkbox"/> Proceeds of above described original collateral in which a security interest was perfected (Debtor's Signature Not Required). NRS 104.9402
8. Check if Applicable	<input type="checkbox"/> DEBTOR IS A "PUBLIC UTILITY" IN ACCORDANCE WITH NRS 105.010		D. <input type="checkbox"/> Collateral was brought into this State subject to security interest in another jurisdiction (Debtor's Signature Not Required). NRS 104.9402

THIS SPACE FOR USE OF FILING OFFICER

9. Date _____

By *Deborah Johnson* Deborah Johnson
SIGNATURE(S) OF DEBTOR(S) (TITLE)
ProMedCo of Northern Nevada, Inc.

William E. Livingstone III Managing Director
SIGNATURE(S) OF SECURED PARTY(IES) (TITLE)
Bank of America, N.A., as Agent
TYPE NAME(S)

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

08639

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10. Return Copy to:

Return acknowledgment to:

NAME [REDACTED]

ADDRESS [REDACTED]

CITY, STAT AND ZIP [REDACTED]

Trust Account Number (if applicable) _____

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

Nevada Sec (Rev. 2/24/00)

EXHIBIT A
to
Financing Statement

File: Douglas County, Nevada Real Property Records

This Financing Statement is presented to a filing officer for filing pursuant to the Uniform Commercial Code (as defined below).

The name and address of the Debtor is:

ProMedCo of Northern Nevada, Inc.
801 Cherry Street, Suite 1450
Fort Worth, Texas 76102

The name and address of the Secured Party is:

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

This Financing Statement covers all of the right, title and interest of Debtor in and to all furniture, furnishings, materials, supplies, equipment, apparatus or other items now or hereafter attached to, installed in or used in connection with (temporarily or permanently) any of the Buildings (as hereafter defined), or the Land (as hereafter defined), including but not limited to any and all partitions, window screens and shades, drapes, rugs, and other floor coverings, awnings, motors, engines, boilers, furnaces, pipes, plumbing, laundry, cleaning, call and sprinkler systems, fire extinguishing apparatus and equipment, water tanks, swimming pools, heating, ventilating, air conditioning and air cooling equipment and systems, disposals, dishwashers, refrigerators and ranges, and recreational equipment and facilities of all kinds, and water, gas, electric, storm and sanitary sewer facilities and other utilities whether or not situated in easement, together with all accessions, replacements, betterments and substitutions for any of the foregoing and the proceeds thereof (the "Collateral").

The record owner of a fee interest in such property is Virginia Ranch Community Center Building 1. The Collateral includes goods which are or are to become fixtures located on the Land. This is a fixture filing and is to be recorded in the real property records of the county in which the Land is located. Virginia Ranch Community Center Building 1 is the owner of the Land and Debtor is a tenant of the Land.

As used herein, the following terms shall have the meanings assigned below:

"Building" means any and all buildings, open parking areas and other improvements, and any and all additions, alterations, or appurtenances thereto, now or at any time hereafter situated, placed or constructed upon the Land.

"Land" means the real estate described in Annex A attached hereto.

"UCC" means the Uniform Commercial Code of the State of Nevada as in effect as of the date hereof.

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ANNEX A

DESCRIPTION OF LAND

Location: 1520 Virginia Ranch Road
Gardnerville, Nevada 89410

Legal Description: See attached legal description

COPY

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Order No.: 99082402

*Gardnerville, NV
Virginia Ranch Road*

LEGAL DESCRIPTION

The land referred to herein is situated in the State of Nevada, County of Douglas, described as follows:

A parcel of land located within a portion of Section 10, Township 12 North, Range 20 East, Mount Diablo Meridian, more particularly described as follows:

Commencing at a point on the Northeasterly right-of-way line of U.S. Highway 395 being the beginning of curvature at Station 289+97.69 (tangent bears South 44°45'21" East), said point bearing North 45°14'39" East, 4.10 feet from a found right-of-way monument per Record of Survey for Stoddard Jacobsen recorded in the office of Recorder, Douglas County, Nevada as Document No. 129795; thence along said right-of-way South 44°45'21" East, 1694.81 feet to the Northwesterly corner of Lot 7 as shown on the Final Subdivision Map #2010-2 recorded in the office of Recorder, Douglas County, Nevada as Document No. 417846;

thence continuing along the boundary of said Lot 7 the following three courses:

thence continuing along said right-of-way South 44°45'21" East, 292.55 feet; thence along the arc of a curve to the left having a radius of 20.00 feet, central angle of 105°39'23", and arc length of 36.88 feet; thence along the right-of-way of Virginia Ranch Road North 29°35'16" East, 404.17 feet; thence North 72°40'53" West, 69.08 feet to the POINT OF BEGINNING; thence South 29°35'16" West, 152.00 feet; thence North 50°24'44" West, 92.00 feet; thence North 29°35'16" East, 152.00 feet; thence South 60°24'44" East, 92.00 feet; to the POINT OF BEGINNING,

Said Parcel of Land more fully shown as Lot 7A on that certain Record of Survey recorded November 12, 1997, Book 1197, Page 2080, Document No. 426103

Assessors Parcel No. 1220-10-610-009

TOGETHER WITH: Perpetual non-exclusive easements as defined in Reciprocal Easement Declaration, recorded November 12, 1997, Book 1197, Page 2071, Document No. 0426102.

SCHEDULE A
CLTA PRELIMINARY REPORT

STEWART TITLE
Guaranty Company

(7/88)

P.2

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MAY 17 2000 12:58PM STEWART TITLE MINDEN

BK 1000PG0124

EXHIBIT B
to
Financing Statement

File: Douglas County, Nevada Real Property Records

This Financing Statement is presented to a filing officer for filing pursuant to the Uniform Commercial Code (as defined below).

The name and address of the Debtor is:

ProMedCo of Northern Nevada, Inc.
801 Cherry Street, Suite 1450
Fort Worth, Texas 76102

The name and address of the Secured Party is:

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

This Financing Statement covers all of the right, title and interest of Debtor in and to all furniture, furnishings, materials, supplies, equipment, apparatus or other items now or hereafter attached to, installed in or used in connection with (temporarily or permanently) any of the Buildings (as hereafter defined), or the Land (as hereafter defined), including but not limited to any and all partitions, window screens and shades, drapes, rugs, and other floor coverings, awnings, motors, engines, boilers, furnaces, pipes, plumbing, laundry, cleaning, call and sprinkler systems, fire extinguishing apparatus and equipment, water tanks, swimming pools, heating, ventilating, air conditioning and air cooling equipment and systems, disposals, dishwashers, refrigerators and ranges, and recreational equipment and facilities of all kinds, and water, gas, electric, storm and sanitary sewer facilities and other utilities whether or not situated in easement, together with all accessions, replacements, betterments and substitutions for any of the foregoing and the proceeds thereof (the "Collateral").

The record owner of a fee interest in such property is Carson-Tahoe Hospital. The Collateral includes goods which are or are to become fixtures located on the Land. This is a fixture filing and is to be recorded in the real property records of the county in which the Land is located. Carson-Tahoe Hospital is the owner of the Land and Debtor is a tenant of the Land.

As used herein, the following terms shall have the meanings assigned below:

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"Building" means any and all buildings, open parking areas and other improvements, and any and all additions, alterations, or appurtenances thereto, now or at any time hereafter situated, placed or constructed upon the Land.

"Land" means the real estate described in Annex B attached hereto.

"UCC" means the Uniform Commercial Code of the State of Nevada as in effect as of the date hereof.

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ANNEX B

DESCRIPTION OF LAND

Location: 925 Ironwood Drive, Suite 2102
Minden, Nevada 89423

Legal Description: See attached legal description

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This is the legal description of the Mountain Meadows property at the intersection of Ironwood Drive and Highway 395, Minden, Nevada.

925 Ironwood
MINDEN, NV

LEGAL DESCRIPTION

George H. Tracy, Admin. Assista.
C-TH Property Management

The land referred to herein is situated in the State of Nevada, County of Douglas,, described as follows:

A portion of the East one-half of Section 30, and the West one-half of Section 29 in Township 13 North, Range 20 East, M.D.B.&M., being more particularly described as follows:

COMMENCING at a concrete monument on the Easterly right-of-way line of U.S. Highway 395, 40 feet right of center line at Station "B" 38 + 87.80 P.T.; thence North 00 degree 18'00" East, along said Easterly right-of-way line, 644.47 feet; thence South 89 degrees 42'00" East, 75.00 feet to the proposed Easterly right-of-way line of U.S. Highway 395 and the TRUE POINT OF BEGINNING; thence South 89 degrees 42'00" East, 25.00 feet; thence 425.42 feet along the arc of a curve to the right having a central angle of 75 degrees 00'00" and a radius of 325.00 feet (chord bears South 52 degrees 12'00" East, 395.70 feet); thence 552.47 feet along the arc of a curve to the left having a central angle of 48 degrees 43'00" and a radius of 649.76 feet (chord bears South 39 degrees 03'30" East, 535.98 feet); thence South 63 degrees 25'00" East, 179.44 feet; thence North 72 degrees 56'00" East, 1,207.21 feet; thence North 88 degrees 23'15" East, 630.00 feet; thence South 05 degrees 23'10" East, 150.00 feet to the Northeast corner of the Godecke Parcel; thence South 88 degrees 23'15" West, 179.72 feet to the Northwest corner of said Godecke Parcel; thence South 00 degree 33'06" West, 656.44 feet to the Southwest corner of said Godecke Parcel; thence South 00 degree 15'05" West, along the West line of the Seeman Parcel, 367.01 feet; thence North 63 degrees 25'00" West, 1,647.00 feet; thence South 01 degrees 56'00" East, 594.00 feet to the Northeast corner of the Johnson Parcel; thence North 63 degrees 19'00" West, along the North line of said Johnson Parcel, 1,116.98 feet to said proposed Easterly right-of-way line of U.S. Highway 395; thence North 00 degree 18'00" East, along said proposed Easterly right-of-way line, 899.99 feet to the POINT OF BEGINNING.

EXCEPT THEREFROM: all that portion of said premises granted to the State of Nevada in Deed recorded February 26, 1986, Book 286, Page 1974, Document No. 131315, Official Records of Douglas County, Nevada.

EXCEPTING THEREFROM: all that portion of said premises set forth in Final Order of Condemnation in instrument recorded
Continued on next page

SCHEDULE A
CLTA PRELIMINARY REPORT
(7/88)

STEWART TITLE
Guaranty Company

0500585

January 28, 1988, Book 188, Page 3388, Document No. 171609,
Official Records of Douglas County, Nevada.

Assessor's Parcel Number 25-020-22

FURTHER EXCEPTING THEREFROM: All that portion of said premises
lying adjacent to and easterly of Lucerne Street.

Assessor's Parcel Number 25-020-23

TOGETHER WITH an appurtenant exclusive easement for irrigation
and drainage ditch as granted to ROLAND DREYER AND JOAN DREYER,
husband and wife in instrument recorded November 7, 1986, Book
1186, Page 816, Document No. 144806, Official Records of Douglas
County, Nevada.

The above description is not an insurable legal, it is for
reference purposes only. Prior to issuance of Title Policy a
metes and bounds description must be provided by a licensed
surveyor.

0500585

*Kore
JMM*

EXHIBIT C
to
Financing Statement

File: Douglas County, Nevada Real Property Records

This Financing Statement is presented to a filing officer for filing pursuant to the Uniform Commercial Code (as defined below).

The name and address of the Debtor is:

ProMedCo of Northern Nevada, Inc.
801 Cherry Street, Suite 1450
Fort Worth, Texas 76102

The name and address of the Secured Party is:

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

This Financing Statement covers all of the right, title and interest of Debtor in and to all furniture, furnishings, materials, supplies, equipment, apparatus or other items now or hereafter attached to, installed in or used in connection with (temporarily or permanently) any of the Buildings (as hereafter defined), or the Land (as hereafter defined), including but not limited to any and all partitions, window screens and shades, drapes, rugs, and other floor coverings, awnings, motors, engines, boilers, furnaces, pipes, plumbing, laundry, cleaning, call and sprinkler systems, fire extinguishing apparatus and equipment, water tanks, swimming pools, heating, ventilating, air conditioning and air cooling equipment and systems, disposals, dishwashers, refrigerators and ranges, and recreational equipment and facilities of all kinds, and water, gas, electric, storm and sanitary sewer facilities and other utilities whether or not situated in easement, together with all accessions, replacements, betterments and substitutions for any of the foregoing and the proceeds thereof (the "Collateral").

The record owner of a fee interest in such property is Round Hill Square, LLC. The Collateral includes goods which are or are to become fixtures located on the Land. This is a fixture filing and is to be recorded in the real property records of the county in which the Land is located. Round Hill Square, LLC is the owner of the Land and Debtor is a tenant of the Land.

As used herein, the following terms shall have the meanings assigned below:

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"Building" means any and all buildings, open parking areas and other improvements, and any and all additions, alterations, or appurtenances thereto, now or at any time hereafter situated, placed or constructed upon the Land.

"Land" means the real estate described in Annex C attached hereto.

"UCC" means the Uniform Commercial Code of the State of Nevada as in effect as of the date hereof.

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ANNEX C

DESCRIPTION OF LAND

Location: 212 Elks Point Road, Suite 200
Zeyphr Cove, Nevada 89448

212 Elks Point Road, Suite 201
Zeyphr Cove, Nevada 89448

212 Elks Point Road, Suite 230
Zeyphr Cove, Nevada 89488

212 Elks Point Road, Suite 240
Zeyphr Cove, Nevada 89488

Legal Description: See attached description.

COOPY

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Assessor's Database Search

Douglas County Nevada



Active Parcel Number:

0000-05-290-150

Document: **416815**
Book: **7 97**
Page: **1388**

Previous (OLD) Parcel Number:
0000-05-290-130

Property Name:
ROUND HILL MALL

Address:
212 ELKS POINT RD.
ROUND HILL GID

\$ Assessed Values	
Land Value:	\$622,020.00
Impv. Value:	\$2,725,925.00
Assessed Value:	\$3,347,945.00

Original Const. YR	1998	Total Acres	10.2
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Assessed Owner:
ROUND HILL SQUARE LLC

County
TREASURER

% FLEMING PROPERTIES INC
P O BOX 5216
RENO, NV 89513-5216

[more sales information](#)

Annual Taxes

DISCLAIMER

The Douglas County Assessors's Office assumes NO liability as to the accuracy of the data produced and published on this website.

HOSTED BY:



This database is hosted and was designed by Nanosecond Inc.
<http://www.nanosecond.com/>

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EXHIBIT D
to
Financing Statement

File: Douglas County, Nevada Real Property Records

This Financing Statement is presented to a filing officer for filing pursuant to the Uniform Commercial Code (as defined below).

The name and address of the Debtor is:

ProMedCo of Northern Nevada, Inc.
801 Cherry Street, Suite 1450
Fort Worth, Texas 76102

The name and address of the Secured Party is:

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

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The record owner of a fee interest in such property is Paul F. Oelsner, Trustee. The Collateral includes goods which are or are to become fixtures located on the Land. This is a fixture filing and is to be recorded in the real property records of the county in which the Land is located. Paul F. Oelsner, Trustee is the owner of the Land and Debtor is a tenant of the Land.

As used herein, the following terms shall have the meanings assigned below:

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"Building" means any and all buildings, open parking areas and other improvements, and any and all additions, alterations, or appurtenances thereto, now or at any time hereafter situated, placed or constructed upon the Land.

"Land" means the real estate described in Annex D attached hereto.

"UCC" means the Uniform Commercial Code of the State of Nevada as in effect as of the date hereof.

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ANNEX D

DESCRIPTION OF LAND

Location: 176 Highway 50 at Kahle Drive
Stateline, Nevada 89449

Legal Description: See attached legal description

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1 The Lessor hereby leases unto the Lessee the following
2 described premises, together with all improvements thereon,
3 situated in the County of Douglas, State of Nevada, to-wit:

4 Commencing at a point at the Southeast corner of the
5 parcel on the West side of the Highway right-of-way line
6 created by deed recorded in Book U of Deeds, page 110,
7 Douglas County, Nevada, records, said point being
8 described as bearing South 60°13' West, 127.20 feet from
9 the section corner common to Sections 22, 23, 26 and 27,
10 Township 13 North, Range 18 East, M.D.B.&M.; thence
11 North 61°00' West 250 feet; thence North 18°24'08" East
12 666.36 feet to the true point of beginning for the
13 description of the parcel herein described; thence North
14 18°24'08" East a distance of 20 feet; thence South
15 61°00' East a distance of 250.00 feet to a point on the
16 West side of said Highway right-of-way line; thence from
17 a tangent bearing South 8°43'25" West curving to the
18 right along the Westerly side of said Highway right-of-
19 way line with a radius of 2,480 feet through an angle of
20 3°46'19", an arc distance of 171.95 feet to a point;
21 thence North 61°52'31" West, a distance of 371.52 feet
22 to the true point of beginning.

23 EXCLUDING from within the foregoing legal description
24 that area of the real property upon which there is
25 situated a building known as the Star Liquor Store
26 building and FURTHER EXCLUDING adequate parking spaces
27 for not less than ten (10) standard motor vehicles, all
28 of which is reserved to the Lessor, together with the
29 right of ingress and egress to said Star Liquor Store
30 building and the ten (10) parking spaces herein
reserved.

176 Highway 50 @
Kalle

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

2000 OCT -2 PM 2: 16

LINDA SLATER
RECORDER

\$32⁰⁰ PAID K2 DEPUTY

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