



Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A

Copies to:

Morton A. Pierce, Esq.  
Michelle B. Rutta, Esq.  
Dewey Ballantine LLP  
1301 Avenue of the Americas  
New York, New York 10019-6092  
(212) 259-8000

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective time until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.  
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(1) The following domestic direct and indirect subsidiaries of Triad Hospitals, Inc. are Guarantors of the Notes and are Co-Registrants, each of which, unless otherwise indicated, is incorporated in the state of Delaware and has the I.R.S. Employer Identification Number indicated: Alice Hospital, LLC (62-1762534); Alice Surgeons, LLC (62-1762533); American Health Facilities Development, LLC (62-1744953); APS Medical, LLC (62-1769684); Arizona ASC Management, Inc., an Arizona corporation (62-1606155); Arizona DH, LLC (91-2065656); Arizona Medco, LLC (62-1769646); Beauco, LLC (62-1771881); Beaumont Regional, LLC (62-1762517); Bluffton Health System LLC (62-1792272); Brazos Medco, LLC (62-1771852); Brazos Valley of Texas, L.P. (62-1766951); Brazos Valley Surgical Center, LLC (62-1766953); Brownwood Hospital, L.P. (62-1762521); Brownwood Medical Center, LLC (62-1762523); BVSC, LLC (62-1766949); Carlsbad Medical Center, LLC (62-1762526); Carolinas Medical Alliance, Inc., a South Carolina corporation

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(62-1671678); Claremore Physicians, LLC (62-1772261); Claremore Regional Hospital, LLC (62-1757649); Clinico, LLC (62-1771864); Clinton County Health System LLC (52-2024217); College Station Hospital, L.P. (62-1762360); College Station Medical Center, LLC (62-1762359); College Station Merger, LLC (62-1771861); Coronado Hospital, LLC (62-1762361); Coronado Medical, LLC (62-1769696); Crestwood Healthcare, L.P. (62-1647983); Crestwood Hospital & Nursing Home, Inc., an Alabama corporation (63-0478864); Crestwood Hospital Holdings, Inc., an Alabama corporation (62-1113742); CSDS, LLC (75-2828352); CSMC, LLC (62-1762362); Dallas PHY Service, LLC (62-1769544); Dallas Physician Practice, L.P. (62-1771848); Day Surgery, Inc., a Kansas corporation (48-0813816); Detar Hospital, LLC (62-1754943); DFW Physerv, LLC (62-1771842); Doctors Medical Center, LLC (62-1762365); Doctors of Laredo, LLC (62-1762366); Douglas Medical Center, LLC (62-1762367); E.D. Clinics, LLC (62-1762068); El Dorado Medical Center, LLC (62-1754930); Eye Institute of Southern Arizona, LLC (62-1772259); Frankfort Health Partner, Inc., an Indiana corporation (35-2009540); Gadsden Regional Primary Care, Inc., an Alabama corporation (63-1141940); GCMC, LLC (62-1762372); GH Texas, LLC (62-1766932); GHC Hospital, LLC (62-1757667); GRB Real Estate, LLC (75-2887762); Greenbrier VMC, LLC (75-2821745); Gulf Coast Hospital, L.P. (62-1762373); Gulf Coast Medical Center, LLC (62-1762374); Hattiesburg Ambulatory Surgery Center, LLC (62-1830299); HDP DeQueen, LLC (62-1767903); HDP Woodland Heights, L.P. (62-1767909); HDP Woodland Property, LLC (62-1767906); HDPWH, LLC (62-1767914); Healdsburg of California, LLC (62-1762381); Hobbs Medco, LLC (62-1769641); Hobbs Physician Practice, LLC (62-1762073); Hospital of Beaumont, LLC (62-1762384); IOM Health System, L.P., an Indiana corporation (35-1963748); IRHC, LLC (62-1762415); Kensingcare, LLC (62-1769731); Lake Area Physician Services, LLC (75-2864057); Laredo Hospital, L.P. (62-1762417); Las Cruces Medical Center, LLC (75-2905434); Lea Regional Hospital, LLC (62-1760149); Longview Medical Center, L.P. (62-1762420); Longview Merger, LLC (62-1769639); LRH, LLC (62-1762421); LS Psychiatric, LLC (75-2828353); MCI Panhandle Surgical, L.P. (62-1766335); Medical Center at Terrell, LLC (62-1760814); Medical Center of Brownwood, LLC (62-1762425); Medical Holdings, Inc., a Kansas corporation (62-1755733); Medical Management, Inc., a Kansas corporation (48-0922165); Medical Park Hospital, LLC (62-1762426); Medical Park MSO, LLC (62-1762078); Memorial Hospital, LLC (62-1757915); Mid-Plains, LLC (62-1769743); Mission Bay Memorial Hospital, LLC (62-1757657); Missouri HealthServ, LLC (62-1769689); Navarro Hospital, L.P. (62-1762428); Navarro Regional, LLC (62-1762429); NC-CSH, Inc., a California corporation (95-4443580); NC-DSH, Inc., a Nevada corporation (88-0305790); NC-SCHI, Inc., a Georgia corporation (58-2068562); Northwest Hospital, LLC (62-1762430); Northwest Rancho Vistoso Imaging Services, LLC (75-2894366); NRH, LLC (62-1762431); OPRMC, LLC (62-1762432); Oregon Healthcorp, LLC (62-1769632); Pacific East Division Office, L.P. (62-1772258); Pacific Group ASC Division, Inc., an Arizona corporation (62-1763604); Pacific Physicians Service, LLC (62-1763392); Pacific West Division Office, LLC (75-2828365); Palm Drive Hospital, L.P. (62-1762433); Palm Drive Medical Center, LLC (62-1762434); Pampa Hospital, L.P. (62-1762437); Pampa Medical Center, LLC (62-1762440); PDMC, LLC (62-1762448); Pecos Valley of New Mexico, LLC (62-1766959); Phoenix Amdeco, LLC (62-1766958); Phoenix Surgical, LLC (62-1769652); Physicians and Surgeons Hospital of Alice, L.P. (62-1762451); Phys-Med, LLC (62-1769748); Piney Woods Healthcare System, L.P. (62-1762559); Primary Medical, LLC (62-1769733); Procure Solutions, LLC (62-1816477); Psychiatric Services of Paradise Valley, LLC (58-2387537); QHG Georgia Holdings, Inc., a Georgia corporation (58-2386459); QHG Georgia, LP, a Georgia limited partnership (58-2387459); QHG of Alabama, Inc., an Alabama corporation (62-1491803); QHG of Barberton, Inc., an Ohio corporation (31-1472381); QHG of Baton Rouge, Inc., a Louisiana corporation (62-1748573); QHG of Bluffton, Inc., an Indiana corporation (62-1792274); QHG of Clinton County, Inc., an Indiana corporation (35-2006952); QHG of Enterprise, Inc., an Alabama corporation (63-1159023); QHG of Forrest County, Inc., a Mississippi corporation (62-1704095); QHG of Fort Wayne, Inc., an Indiana corporation

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(35-1946949); QHG of Gadsden, Inc., an Alabama corporation (63-1102774); QHG of Hattiesburg, Inc., a Mississippi corporation (62-1704097); QHG of Indiana, Inc., an Indiana corporation (35-1946948); QHG of Jacksonville, Inc., an Alabama corporation (62-1637909); QHG of Lake City, Inc., a South Carolina corporation (57-1022325); QHG of Massillon, Inc., an Ohio corporation (31-1472380); QHG of Ohio, Inc., an Ohio corporation (62-1482681); QHG of South Carolina, Inc., a South Carolina corporation (62-1587267); QHG of Spartanburg, Inc., a South Carolina corporation (57-1040117); QHG of Springdale, Inc., an Arkansas corporation (62-1755664); QHG of Texas, Inc., a Texas corporation (62-1472331); QHG of Warsaw, Inc., an Indiana corporation (62-1764509); QHR International, LLC (62-1799409); Quorum Elf, Inc. (52-2064049); Quorum Health Group of Vicksburg, Inc., a Tennessee corporation (62-1437734); Quorum Health Resources, LLC (62-1742954); Quorum Health Services, Inc. (51-0370595); Quorum, Inc. (51-0327978); Regional Hospital of Longview, LLC (62-1762464); Rehab Hospital of Fort Wayne General Partnership (25-1684676); SACMC, LLC (62-1762472); San Angelo Community Medical Center, LLC (62-1762473); San Angelo Hospital, L.P. (62-1762476); San Angelo Medical, LLC (62-1769697); San Diego Hospital, L.P. (62-1757914); San Leandro Hospital, L.P. (62-1762479); San Leandro Medical Center, LLC (62-1762481); San Leandro, LLC (62-1761996); SDH, LLC (62-1762482); Sebastopol, LLC (62-1761995); Silsbee Texas, LLC (62-1769667); SLH, LLC (62-1762489); Software Sales Corp., a Tennessee corporation (62-1648746); South Alabama Managed Care Contracting, Inc., an Alabama corporation (62-1652849); South Alabama Medical Management Services, Inc., an Alabama corporation (62-1655072); South Alabama Physician Services, Inc., an Alabama corporation (62-1652851); South Arkansas Clinic, LLC (62-1766959); SouthCrest, L.L.C., an Oklahoma limited liability company (62-1723864); Southern Texas Medical Center, LLC (62-1769737); Sprocket Medical Management, Inc., a Texas corporation (62-1748895); St. Joseph Health System LLC (51-0382045); St. Joseph Medical Group, Inc., an Indiana corporation (35-2082181); Surgical Center of Amarillo, LLC (62-1762539); Surgicare of Independence, Inc., a Missouri corporation (62-1615259); Surgicare of San Leandro, Inc., a California corporation (62-1272726); Surgicare of Southeast Texas I, LLC (75-2855264); Surgicare of Victoria, Inc., a Texas corporation (74-2283161); Surgicare of Victoria, Ltd., a Texas limited partnership (76-0098497); Surgicare Outpatient Center of Lake Charles, Inc., a Louisiana corporation (72-0958812); Surgicenter of Johnson County, Inc., a Kansas corporation (95-3978676); Surgicenters of America, Inc., an Arizona corporation (86-0254331); Terrell Hospital, L.P. (62-1754939); Terrell Medical Center, LLC (62-1754941); The Intensive Resource Group, LLC (62-1744954); The Vicksburg Clinic LLC (62-1758264); Triad Corporate Services, Limited Partnership (62-1779580); Triad CSGP, LLC (62-1779579); Triad CSLP, LLC (62-1779578); Triad El Dorado, Inc., an Arkansas corporation (62-1628508); Triad Healthcare System of Phoenix, Limited Partnership (62-1647982); Triad Holdings II, LLC (62-1778735); Triad Holdings III, Inc. (75-2821745); Triad of Arizona (L.P.), Inc., an Arizona corporation (61-1081190); Triad of Phoenix, Inc., an Arizona corporation (62-1647980); Triad RC, Inc. (62-1761941); Triad Texas, LLC (62-1766930); Triad-Arizona I, Inc., an Arizona corporation (62-1687283); Triad-Denton Hospital GP, LLC (75-2887764); Triad-Denton Hospital, L.P. (75-2887765); Triad-Medical Center at Terrell Subsidiary, LLC, a Texas limited liability company (62-1681607); Triad-Navarro Regional Hospital Subsidiary, LLC, a Texas limited liability company (62-1681610); Triad-South Tulsa Hospital Company, Inc., an Oklahoma corporation (62-1678883); TROSCO, LLC (62-1778109); Trufor Pharmacy, LLC (62-1769732); VFARC, LLC (75-2828355); VHC Holdings, LLC (75-2828356); VHC Medical, LLC (62-1769671); Victoria Hospital, LLC (62-1760818); Victoria of Texas, L.P. (62-1754940); VMF Medical, LLC (75-2828362); VRMC Limited Partnership, a Texas limited partnership (74-2590301); Wagoner Community Hospital, LLC (62-1757666); WAMC, LLC (62-1762544); Warsaw Health System LLC (62-1764613); Wesley Health System LLC (52-2050792); Wesley HealthTrust, Inc., a Mississippi corporation (64-0873336); West Anaheim Medical Center, LLC (62-1762547); West Anaheim,

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LLC (62-1761999); West Virginia MS, LLC (75-2887763); Wharton Medco, LLC (62-1769651); WHMC, LLC (62-1762551); Willamette Valley Clinics, LLC (62-1766695); Willamette Valley Medical Center, LLC (62-1762552); WM Medical, LLC (75-2828363); Women & Children's Hospital, LLC (62-1762556); and Woodland Heights Medical Center, LLC (62-1762558).

### EXPLANATORY NOTE

Triad Hospitals, Inc. and the other Registrants named herein have prepared this Amendment No. 1 to the Registration Statement, Registration No. 333-65208, for the purpose of filing with the Securities and Exchange Commission Exhibit 25.1, Exhibit 99.1, Exhibit 99.2, Exhibit 99.3, Exhibit 99.4 and Exhibit 99.5 to such Registration Statement. Amendment No. 1 does not modify any provision of the Prospectus included in the Registration Statement, which is incorporated herein by reference; accordingly, such Prospectus has not been included herein.

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### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Directors and Officers.

Triad is a Delaware corporation. Reference is made to Section 145 of the Delaware General Corporation Law as to indemnification by Triad of its officers and directors. The general effect of such law is to empower a corporation to indemnify any of its officers and directors against certain expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person to be indemnified in connection with certain actions, suits or proceedings (threatened, pending or completed) if the person to be indemnified acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Article Fourteenth of Triad's Certificate of Incorporation (which Certificate of Incorporation is incorporated by reference to Exhibit 3.1 to this Registration Statement) provides for the indemnification of Triad's officers and directors in accordance with the Delaware General Corporation Law. Article Tenth of Triad's Certificate of Incorporation includes, as permitted by the Delaware General Corporation Law, certain limitations on the potential personal liability of members of Triad's Board of Directors for monetary damages as a result of actions taken in their capacity as Board members.

The directors and officers of Triad are covered by insurance policies indemnifying them against certain liabilities arising under the Securities Act, which might be incurred by them in such capacities.

Item 21. Exhibits and Financial Statement Schedules.

(a) Exhibits

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Exhibit No. -----	Description -----
3.1	Certificate of Incorporation of the Company, as amended April 27, 2001, incorporate reference from Exhibit 3.1 to the Company's Post Effective Amendment No. 1 on Form Registration Statement on Form S-4, filed with the Commission on April 27, 2001.
3.2	Bylaws of the Company, as amended February 18, 2000, incorporated herein by referen Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended D 2000, filed with the Commission on March 1, 2001.
4.1	Indenture (including form of 8 3/4% Senior Notes due 2009) dated as of April 27, 20 Company, the Guarantors named therein and Citibank, N.A., as Trustee, incorporated reference from Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q, for the March 31, 2001, filed with the Commission on May 15, 2001.
4.2	Registration Rights Agreement dated as of April 27, 2001 among the Company, the Gua named therein and the Initial Purchasers named therein, incorporated herein by refe Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q, for the quarter ended M 2001, filed with the Commission on May 15, 2001.
4.3	Indenture (including form of 11% Senior Subordinated Notes due 2009) dated as of Ma between Healthtrust and Citibank, N.A., as Trustee, incorporated herein by referenc 4.2(a) to the Company's Quarterly Report on Form 10-Q, for the quarter ended March filed with the Commission on June 11, 1999.

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Exhibit No. -----	Description -----
4.4	Company Assumption Agreement dated as of May 11, 1999 between Healthtrust and the Company, incorporated herein by reference from Exhibit 4.4(b) to the Company's Quar Report on Form 10-Q, for the quarter ended March 31, 1999, filed with the Commissio June 11, 1999.
4.5	Triad Hospitals Holdings, Inc. Assumption Agreement dated as of May 11, 1999 betwee Company and Triad Hospitals Holdings, Inc., incorporated herein by reference from E 4.4(c) to the Company's Quarterly Report on Form 10-Q, for the quarter ended March filed with the Commission on June 11, 1999.
4.6	Guarantor Assumption Agreements dated as of May 11, 1999 between Triad Hospitals Holdings, Inc. and the Guarantors signatory thereto, incorporated herein by referen Exhibit 4.4(d) to Triad's Quarterly Report on Form 10-Q, for the quarter ended Marc filed with the Commission on June 11, 1999.
4.7	Form of 8 3/4% Senior Notes due 2009 (filed as part of Exhibit 4.1).
4.8	Form of 11% Senior Subordinated Notes due 2009 (filed as part of Exhibit 4.3).

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- 5.1 Opinion of Dewey Ballantine LLP as to the legality of the securities being registered.
- 12.1 Statement of Computation of Ratio of Earnings to Fixed Charges.\*
- 23.1 Consent of Dewey Ballantine LLP (included as part of its opinion filed as Exhibit 5).
- 23.2 Consent of Ernst & Young LLP with respect to the Company.\*
- 23.3 Consent of Ernst & Young LLP with respect to Quorum Health Group, Inc.\*
- 24.1 Power of Attorney (included on the signature pages of this S-4 and incorporated herein by reference).
- 25.1 Form T-1 Statement of Eligibility of Trustee.
- 99.1 Form of Letter of Transmittal.
- 99.2 Form of Notice of Guaranteed Delivery.
- 99.3 Form of Letter to Clients.
- 99.4 Form of Letter to Brokers.
- 99.5 Form of Instructions to Registered Holders.

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\* Previously filed.

### Item 22. Undertakings.

#### 1. The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

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(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or

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any material change to such information in the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

4. The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11, or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

5. The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly



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caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_

Donald P. Fay

Executive Vice President, General  
Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	Chairman of the Board, Chief Executive Officer, President and Director (Principal Executive Officer)	July 24, 2001
* ----- Michael J. Parsons	Executive Vice President, Chief Operating Officer and Director	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Thomas G. Loeffler, Esq.	Director	July 24, 2001
* ----- Thomas F. Frist III	Director	July 24, 2001
* ----- Marvin T. Runyon	Director	July 24, 2001

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Signature -----	Title -----	Date -----
* ----- Uwe E. Reinhardt, Ph.D.	Director	July 24,
----- Dale V. Kesler	Director	
* ----- Gale E. Sayers	Director	July 24,
* ----- Donald B. Halverstadt, M.D.	Director	July 24,
* ----- Barbara A. Durand, Ed.D.	Director	July 24,
* ----- Russell L. Carson	Director	July 24,
* ----- James E. Dalton, Jr.	Director	July 24,
* ----- Nancy-Ann DeParle	Director	July 24,

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named directors and officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such directors and officers.

\*By:                    /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

ALICE HOSPITAL, LLC

By: ITS SOLE MEMBER

APS MEDICAL, LLC

By: /S/ DONALD P. FAY

-----  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

ALICE SURGEONS, LLC

By: ITS SOLE MEMBER

APS MEDICAL, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* -----	Executive Vice President, Secretary and Manager	July 24, 2001

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Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

AMERICAN HEALTH FACILITIES  
DEVELOPMENT, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* -----	Treasurer and Director	July 24, 2001

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----- (Principal Financial and  
Burke W. Whitman Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Director  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

APS MEDICAL, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date

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-----

*	President and Manager	July 24, 2001
-----	(Principal Executive Officer)	
James D. Shelton		
*	Executive Vice President,	July 24, 2001
-----	Treasurer and Manager	
Burke W. Whitman	(Principal Financial and Accounting Officer)	
*	Executive Vice President,	July 24, 2001
-----	Secretary and Manager	
Donald P. Fay		

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

ARIZONA ASC MANAGEMENT, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President and Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-10

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

ARIZONA DH, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay



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Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President and Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-11

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

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ARIZONA MEDCO, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

BEAUCO, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-13

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

BEAUMONT REGIONAL, LLC

By: ITS SOLE MEMBER

BEAUCO, LLC

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-14

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

BLUFFTON HEALTH SYSTEM LLC

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* -----	Executive Vice President, Secretary and Director	July 24, 2001

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Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-15

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

BRAZOS MEDCO, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

\* President and Manager July 24, 2001  
----- (Principal Executive Officer)

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James D. Shelton

\* Executive Vice President, July 24, 2001  
----- Treasurer and Manager  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-16

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

BRAZOS VALLEY OF TEXAS, L.P.

By: ITS GENERAL PARTNER

BRAZOS VALLEY SURGICAL CENTER, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-17

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

BRAZOS VALLEY SURGICAL CENTER, LLC

By: ITS SOLE MEMBER

BRAZOS MEDCO, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President



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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:           /S/ DONALD P. FAY  
-----  
          Donald P. Fay  
          Attorney-in-Fact

II-18

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

BROWNWOOD HOSPITAL, L.P.

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By: ITS GENERAL PARTNER

BROWNWOOD MEDICAL CENTER, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

BROWNWOOD MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

SOUTHERN TEXAS MEDICAL CENTER, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay

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Attorney-in-Fact

II-20

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

BVSC, LLC

By: ITS SOLE MEMBER

BRAZOS MEDCO, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and

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Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY
-----
Donald P. Fay
Attorney-in-Fact

II-21

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

CARLSBAD MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_
Donald P. Fay
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Table with 3 columns: Signature, Title, Date. Rows include James D. Shelton (President and Manager) and Burke W. Whitman (Executive Vice President, Treasurer and Manager).

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----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-22

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

CAROLINAS MEDICAL ALLIANCE, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* -----	Executive Vice President,	July 24, 2001

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----- Treasurer and Manager  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-23

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

CLAREMORE PHYSICIANS, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-24

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

CLAREMORE REGIONAL HOSPITAL, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President



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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
-* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-25

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

CLINICO, LLC

By: ITS SOLE MEMBER

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TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-26

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly

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caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

CLINTON COUNTY HEALTH SYSTEM LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

COLLEGE STATION HOSPITAL, L.P.

By: ITS GENERAL PARTNER

COLLEGE STATION MEDICAL CENTER, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay

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Attorney-in-Fact

II-28

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

COLLEGE STATION MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

COLLEGE STATION MERGER, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and

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Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY
-----
Donald P. Fay
Attorney-in-Fact

II-29

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

COLLEGE STATION MERGER, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_
Donald P. Fay
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Table with 3 columns: Signature, Title, Date. Rows include James D. Shelton (President and Manager) and Burke W. Whitman (Executive Vice President, Treasurer and Manager).

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----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-30

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No.1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

CORONADO HOSPITAL, LLC

By: ITS SOLE MEMBER

CORONADO MEDICAL, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

\* President and Manager July 24, 2001

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----- (Principal Executive Officer)  
James D. Shelton

\* Executive Vice President, July 24, 2001  
----- Treasurer and Manager  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-31

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No.1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

CORONADO MEDICAL, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.



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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:            /S/ DONALD P. FAY  
-----  
                 Donald P. Fay  
                 Attorney-in-Fact

II-32

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

CRESTWOOD HEALTHCARE, L.P.

By: ITS GENERAL PARTNER

CRESTWOOD HOSPITAL & NURSING HOME,  
INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_

Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A

Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:            /S/ DONALD P. FAY  
-----  
                 Donald P. Fay  
                 Attorney-in-Fact

II-33

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

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CRESTWOOD HOSPITAL & NURSING HOME,  
INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-34

SIGNATURES

Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

CRESTWOOD HOSPITAL HOLDINGS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

CSDS, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-36

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

CSMC, LLC

By: ITS SOLE MEMBER

COLLEGE STATION MERGER, LLC

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-37

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

DALLAS PHY SERVICE, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001

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\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-38

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

DALLAS PHYSICIAN PRACTICE, L.P.

By: ITS GENERAL PARTNER

DFW PHYSERV, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----



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\* President and Manager July 24, 2001  
----- (Principal Executive Officer)  
James D. Shelton

\* Executive Vice President, July 24, 2001  
----- Treasurer and Manager  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-39

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

DAY SURGERY, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-40

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

DETAR HOSPITAL, LLC

By: ITS SOLE MEMBER

VHC MEDICAL, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
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* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-41

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

DFW PHYSERV, LLC

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By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-42

SIGNATURES

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

DOCTORS MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

MID-PLAINS, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
 \_\_\_\_\_  
 Donald P. Fay  
 Attorney-in-Fact

II-43

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

DOCTORS OF LAREDO, LLC

By: ITS SOLE MEMBER

MID-PLAINS, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-44

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

DOUGLAS MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-45

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

E.D. CLINICS, LLC

By: ITS SOLE MEMBER

ARIZONA MEDCO, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001



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\* Executive Vice President, July 24, 2001  
----- Treasurer and Manager  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-46

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

EL DORADO MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

ARIZONA MEDCO, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-47

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

EYE INSTITUTE OF SOUTHERN ARIZONA,  
LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
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* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-48

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

FRANKFORT HEALTH PARTNER, INC.

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/S/ DONALD P. FAY

By: \_\_\_\_\_

Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-49

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

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GADSDEN REGIONAL PRIMARY CARE, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-50

SIGNATURES

**Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A**

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

GCMC, LLC

By: ITS SOLE MEMBER

WHARTON MEDCO, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
 \_\_\_\_\_  
 Donald P. Fay  
 Attorney-in-Fact

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II-51

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

GH TEXAS, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-52

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

GHC HOSPITAL, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001



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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-53

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

GRB REAL ESTATE, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001

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\* Executive Vice President, July 24, 2001  
----- Treasurer and Director  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Director  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-54

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

GREENBRIER VMC, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-55

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

GULF COAST HOSPITAL, L.P.

By: ITS GENERAL PARTNER

GULF COAST MEDICAL CENTER, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:            /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-56

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

GULF COAST MEDICAL CENTER, LLC

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By: ITS SOLE MEMBER

WHARTON MEDCO, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-57

SIGNATURES

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

HATTIESBURG AMBULATORY SURGERY CENTER,  
LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

HDP DEQUEEN, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-59

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

HDP WOODLAND HEIGHTS, L.P.

By: ITS GENERAL PARTNER

HDP WOODLAND PROPERTY, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001



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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-60

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

HDP WOODLAND PROPERTY, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* -----	Executive Vice President, Treasurer and Manager	July 24, 2001

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Burke W. Whitman (Principal Financial and Accounting Officer)

\* Executive Vice President, July 24, 2001
Secretary and Manager
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY
Donald P. Fay
Attorney-in-Fact

II-61

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

HDPWH, LLC
By: ITS SOLE MEMBER
TRIAD HOSPITALS, INC.
/S/ DONALD P. FAY
By: Donald P. Fay
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date

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-----

*	President and Manager	July 24, 2001
-----	(Principal Executive Officer)	
James D. Shelton		
*	Executive Vice President,	July 24, 2001
-----	Treasurer and Manager	
Burke W. Whitman	(Principal Financial and Accounting Officer)	
*	Executive Vice President,	July 24, 2001
-----	Secretary and Manager	
Donald P. Fay		

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-62

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

HEALDSBURG OF CALIFORNIA, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-63

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

HOBBS MEDCO, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

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/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
-----	-----	----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-64

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its

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behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

HOBBS PHYSICIAN PRACTICE, LLC

By: ITS SOLE MEMBER

HOBBS MEDCO, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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II-65

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

HOSPITAL OF BEAUMONT, LLC

By: ITS SOLE MEMBER

BEAUCO, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-66

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

IOM HEALTH SYSTEM, L.P.

By: ITS GENERAL PARTNER

QHG OF INDIANA, INC.

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001



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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-67

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

IRHC, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* -----	Executive Vice President, Treasurer and Manager	July 24, 2001

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Burke W. Whitman (Principal Financial and Accounting Officer)

\* Executive Vice President, July 24, 2001
Secretary and Manager
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY
Donald P. Fay
Attorney-in-Fact

II-68

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

KENSINGCARE, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY
By: Donald P. Fay
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date

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-----

*	President and Manager	July 24, 2001
-----	(Principal Executive Officer)	
James D. Shelton		
*	Executive Vice President,	July 24, 2001
-----	Treasurer and Manager	
Burke W. Whitman	(Principal Financial and Accounting Officer)	
*	Executive Vice President,	July 24, 2001
-----	Secretary and Manager	
Donald P. Fay		

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-69

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

LAKE AREA PHYSICIAN SERVICES, LLC

By: ITS SOLE MEMBER

WOMEN & CHILDREN'S HOSPITAL, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
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* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-70

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

LAREDO HOSPITAL, L.P.

By: ITS GENERAL PARTNER

DOCTORS OF LAREDO, LLC

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/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
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* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-71

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its

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behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

LAS CRUCES MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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II-72

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

LEA REGIONAL HOSPITAL, LLC

By: ITS SOLE MEMBER

HOBBS MEDCO, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-73

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

LONGVIEW MEDICAL CENTER, L.P.

By: ITS GENERAL PARTNER

REGIONAL HOSPITAL OF LONGVIEW, LLC

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001



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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-74

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

LONGVIEW MERGER, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* -----	Executive Vice President,	July 24, 2001

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----- Treasurer and Manager  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-75

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

LRH, LLC

By: ITS SOLE MEMBER

LONGVIEW MERGER, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-76

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

LS PSYCHIATRIC, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-77

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

MCI PANHANDLE SURGICAL, L.P.

By: ITS GENERAL PARTNER

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PANHANDLE PROPERTY, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-78

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly

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caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

MEDICAL CENTER AT TERRELL, LLC

By: ITS SOLE MEMBER

TRIAD-MEDICAL CENTER AT TERRELL  
SUBSIDIARY, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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II-79

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

MEDICAL CENTER OF BROWNWOOD, LLC

By: ITS SOLE MEMBER

SOUTHERN TEXAS MEDICAL CENTER, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
-----	-----	-----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-80

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

MEDICAL HOLDINGS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001



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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:            /S/ DONALD P. FAY  
 -----  
                  Donald P. Fay  
                  Attorney-in-Fact

II-81

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

MEDICAL MANAGEMENT, INC.

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
       Donald P. Fay  
       Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* -----	Executive Vice President, Secretary and Director	July 24, 2001

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Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-82

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

MEDICAL PARK HOSPITAL, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

\* President and Manager July 24, 2001  
----- (Principal Executive Officer)

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James D. Shelton

\* Executive Vice President, July 24, 2001  
----- Treasurer and Manager  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-83

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

MEDICAL PARK MSO, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-84

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

MEMORIAL HOSPITAL, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:           /S/ DONALD P. FAY  
-----  
          Donald P. Fay  
          Attorney-in-Fact

II-85

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

MID-PLAINS, LLC

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By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-86

SIGNATURES

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

MISSION BAY MEMORIAL HOSPITAL, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay

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Attorney-in-Fact

II-87

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

MISSOURI HEALTHSERV, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named



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officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-88

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

NAVARRO HOSPITAL, L.P.

By: ITS GENERAL PARTNER

NAVARRO REGIONAL, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001

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\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-89

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

NAVARRO REGIONAL, LLC

By: ITS SOLE MEMBER

TRIAD-NAVARRO REGIONAL HOSPITAL  
SUBSIDIARY, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date

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-----

*	President and Manager	July 24, 2001
-----	(Principal Executive Officer)	
James D. Shelton		
*	Executive Vice President,	July 24, 2001
-----	Treasurer and Manager	
Burke W. Whitman	(Principal Financial and Accounting Officer)	
*	Executive Vice President,	July 24, 2001
-----	Secretary and Manager	
Donald P. Fay		

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-90

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

NC-CSH, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons

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in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:           /S/ DONALD P. FAY  
-----  
          Donald P. Fay  
          Attorney-in-Fact

II-91

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

NC-DSH, INC.

          /S/ DONALD P. FAY  
By: \_\_\_\_\_  
      Donald P. Fay  
      Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24 , 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24 , 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24 , 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-92

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

NC-SCHI, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_

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Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24 , 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24 , 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24 , 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:            /S/ DONALD P. FAY  
-----  
                 Donald P. Fay  
                 Attorney-in-Fact

II-93

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

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NORTHWEST HOSPITAL, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

NORTHWEST RANCHO VISTOSO IMAGING  
SERVICES, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

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\*By: /S/ DONALD P. FAY



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-----  
Donald P. Fay  
Attorney-in-Fact

II-95

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

NRH, LLC

By: ITS SOLE MEMBER

TRIAD-NAVARRO REGIONAL HOSPITAL  
SUBSIDIARY, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-96

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

OPRMC, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and	July 24, 2001

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Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-97

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24 , 2001.

OREGON HEALTHCORP, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

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* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24 , 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24 , 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-98

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PACIFIC EAST DIVISION OFFICE, L.P.

By: ITS GENERAL PARTNER

TRIAD TEXAS, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment

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No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-99

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PACIFIC GROUP ASC DIVISION, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:            /S/ DONALD P. FAY  
-----  
                 Donald P. Fay  
                 Attorney-in-Fact

II-100

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PACIFIC PHYSICIANS SERVICE, LLC

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By: ITS SOLE MEMBER

SPROCKET MEDICAL MANAGEMENT, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-101

SIGNATURES

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PACIFIC WEST DIVISION OFFICE, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay



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Attorney-in-Fact

II-102

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PALM DRIVE HOSPITAL, L.P.

By: ITS GENERAL PARTNER

PALM DRIVE MEDICAL CENTER, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
-----	-----	-----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this

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Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY
-----
Donald P. Fay
Attorney-in-Fact

II-103

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PALM DRIVE MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

SEBASTOPOL, LLC

/S/ DONALD P. FAY
By: \_\_\_\_\_
Donald P. Fay
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Table with 3 columns: Signature, Title, Date. Row 1: James D. Shelton, President and Manager (Principal Executive Officer), July 24, 2001. Row 2: Burke W. Whitman, Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer), July 24, 2001.

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\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-104

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PAMPA HOSPITAL, L.P.

By: ITS GENERAL PARTNER

PAMPA MEDICAL CENTER, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

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\* President and Manager July 24, 2001  
----- (Principal Executive Officer)  
James D. Shelton

\* Executive Vice President, July 24, 2001  
----- Treasurer and Manager  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-105

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PAMPA MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

CORONADO MEDICAL, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons

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in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay3  
Attorney-in-Fact

II-106

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PDMC, LLC

By: ITS SOLE MEMBER

SEBASTOPOL, LLC

/S/ DONALD P. FAY

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By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:            /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-107

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

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PECOS VALLEY OF NEW MEXICO, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PHOENIX AMDECO, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.



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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-109

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PHOENIX SURGICAL, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-110

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PHYSICIANS AND SURGEONS HOSPITAL OF  
ALICE, L.P.

By: ITS GENERAL PARTNER

ALICE HOSPITAL, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* -----	Executive Vice President, Treasurer and Manager (Principal Financial	July 24, 2001

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Burke W. Whitman (and Accounting Officer)

\* Executive Vice President, Secretary July 24, 2001
----- and Manager
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY
-----
Donald P. Fay
Attorney-in-Fact

II-111

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PHYS-MED, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY
By: \_\_\_\_\_
Donald P. Fay
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date
-----

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\* President and Manager July 24, 2001  
-----  
(Principal Executive Officer)  
James D. Shelton

\* Executive Vice President, July 24, 2001  
-----  
Treasurer and Manager  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
-----  
Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-112

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PINEY WOODS HEALTHCARE SYSTEM, L.P.

By: ITS GENERAL PARTNER

WOODLAND HEIGHTS MEDICAL CENTER, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment

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No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-113

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PRIMARY MEDICAL, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

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/S/ DONALD P. FAY

By: \_\_\_\_\_

Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-114

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas,

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State of Texas, on July 24, 2001.

PROCURE SOLUTIONS, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-115

SIGNATURES

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

PSYCHIATRIC SERVICES OF PARADISE  
VALLEY, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay



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Attorney-in-Fact

II-116

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG GEORGIA HOLDINGS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-117

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG GEORGIA, LP

By: ITS GENERAL PARTNER

QHG GEORGIA HOLDINGS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-118

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF ALABAMA, INC.

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-119

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF BARBERTON, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001

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\* Executive Vice President, July 24, 2001  
----- Secretary and Director  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-120

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF BATON ROUGE, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001

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\* Treasurer and Director July 24, 2001  
----- (Principal Financial and  
Burke W. Whitman Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Director  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-121

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF BLUFFTON, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
-----	-----	-----

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\* President July 24, 2001  
-----  
(Principal Executive Officer)  
James D. Shelton

\* Treasurer and Director July 24, 2001  
-----  
(Principal Financial and  
Burke W. Whitman Accounting Officer)

\* Executive Vice President, July 24, 2001  
-----  
Secretary and Director  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-122

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF CLINTON COUNTY, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-123

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF ENTERPRISE, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons



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in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-124

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF FORREST COUNTY, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-125

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF FORT WAYNE, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_

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Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY

-----  
Donald P. Fay  
Attorney-in-Fact

II-126

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

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QHG OF GADSDEN, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-127

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its

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behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF HATTIESBURG, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-128

SIGNATURES

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF INDIANA, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: \_\_\_\_\_ /S/ DONALD P. FAY  
 \_\_\_\_\_  
 Donald P. Fay  
 Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF JACKSONVILLE, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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II-130

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF LAKE CITY, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: \_\_\_\_\_  
Donald P. Fay  
Attorney-in-Fact



II-131

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF MASSILLON, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: \_\_\_\_\_ /S/ DONALD P. FAY

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Donald P. Fay  
Attorney-in-Fact

II-132

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF OHIO, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-133

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF SOUTH CAROLINA, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY

-----  
Donald P. Fay  
Attorney-in-Fact

II-134

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF SPARTANBURG, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
-----	-----	----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and

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Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY
-----
Donald P. Fay
Attorney-in-Fact

II-135

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF SPRINGDALE, INC.

/S/ DONALD P. FAY
By: \_\_\_\_\_
Donald P. Fay
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Table with 3 columns: Signature, Title, Date. Rows include James D. Shelton (President), Burke W. Whitman (Treasurer and Director), and Donald P. Fay (Executive Vice President, Secretary and Director).

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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-136

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF TEXAS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* -----	Executive Vice President, Secretary and Director	July 24, 2001

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Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-137

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No.1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHG OF WARSAW, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* -----	Treasurer and Director (Principal Financial and	July 24, 2001

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Burke W. Whitman Accounting Officer)

\* Executive Vice President, July 24, 2001
----- Secretary and Director
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY
-----
Donald P. Fay
Attorney-in-Fact

II-138

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QHR INTERNATIONAL, LLC

/S/ DONALD P. FAY
By: \_\_\_\_\_
Donald P. Fay
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date
-----
\* President July 24, 2001
----- (Principal Executive Officer)



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James D. Shelton

\* Treasurer and Director July 24, 2001  
----- (Principal Financial and  
Burke W. Whitman Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Director  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-139

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QUORUM ELF, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

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\* President July 24, 2001  
----- (Principal Executive Officer)  
James D. Shelton

\* Treasurer and Director July 24, 2001  
----- (Principal Financial and  
Burke W. Whitman Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Director  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-140

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QUORUM HEALTH GROUP OF VICKSBURG,  
INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-141

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QUORUM HEALTH RESOURCES, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment

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No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-142

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QUORUM HEALTH SERVICES, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-143

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

QUORUM, INC.

/S/ DONALD P. FAY

Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:           /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-144

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

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REGIONAL HOSPITAL OF LONGVIEW, LLC

By: ITS SOLE MEMBER

LONGVIEW MERGER, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

REHAB HOSPITAL OF FORT WAYNE GENERAL PARTNERSHIP

By: ITS MANAGING PARTNER

QHG OF FORT WAYNE, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY



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-----  
Donald P. Fay  
Attorney-in-Fact

II-146

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SACMC, LLC

By: ITS SOLE MEMBER

SAN ANGELO MEDICAL, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this

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Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY
-----
Donald P. Fay
Attorney-in-Fact

II-147

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SAN ANGELO COMMUNITY MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

SAN ANGELO MEDICAL, LLC

/S/ DONALD P. FAY
By: \_\_\_\_\_
Donald P. Fay
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Table with 3 columns: Signature, Title, Date. Row 1: James D. Shelton, President and Manager (Principal Executive Officer), July 24, 2001. Row 2: Burke W. Whitman, Executive Vice President, Treasurer and Manager (Principal Financial and), July 24, 2001.

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Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-148

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SAN ANGELO HOSPITAL, L.P.

By: ITS GENERAL PARTNER

SAN ANGELO COMMUNITY MEDICAL CENTER,  
LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

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\* President and Manager July 24, 2001  
----- (Principal Executive Officer)  
James D. Shelton

\* Executive Vice President, July 24, 2001  
----- Treasurer and Manager  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-149

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SAN ANGELO MEDICAL, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons

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in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-150

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SAN DIEGO HOSPITAL, L.P.

By: ITS GENERAL PARTNER

MISSION BAY MEMORIAL HOSPITAL, LLC

/S/ DONALD P. FAY

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By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-151

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

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SAN LEANDRO HOSPITAL, L.P.

By: ITS GENERAL PARTNER

SAN LEANDRO MEDICAL CENTER, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SAN LEANDRO MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

SAN LEANDRO, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.



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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-153

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SAN LEANDRO, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-154

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SDH, LLC

By: ITS SOLE MEMBER

SILSBEE TEXAS, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and	July 24, 2001

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Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-155

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SEBASTOPOL, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

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* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-156

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SILSBEE TEXAS, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment

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No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-157

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SLH, LLC

By: ITS SOLE MEMBER

SAN LEANDRO, LLC

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/S/ DONALD P. FAY

By: \_\_\_\_\_

Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: \_\_\_\_\_  
Donald P. Fay  
Attorney-in-Fact

II-158

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas,

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State of Texas, on July 24, 2001.

SOFTWARE SALES CORP.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-159

SIGNATURES

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SOUTH ALABAMA MANAGED CARE  
CONTRACTING, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: \_\_\_\_\_  
Donald P. Fay  
Attorney-in-Fact



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II-160

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SOUTH ALABAMA MEDICAL MANAGEMENT  
SERVICES, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY

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-----  
Donald P. Fay  
Attorney-in-Fact

II-161

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SOUTH ALABAMA PHYSICIAN SERVICES,  
INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-162

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SOUTH ARKANSAS CLINIC, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* -----	Executive Vice President, Secretary and Manager	July 24, 2001

Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A

Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-163

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SOUTHCREST, L.L.C.

By: ITS SOLE MEMBER

TRIAD-SOUTH TULSA HOSPITAL COMPANY,  
INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

\* President July 24, 2001

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----- (Principal Executive Officer)  
James D. Shelton

\* Executive Vice President, July 24, 2001  
----- Treasurer and Director  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Director  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-164

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SOUTHERN TEXAS MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-165

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SPROCKET MEDICAL MANAGEMENT, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Edgar Filing: TRIAD HOSPITALS INC - Form S-4/A

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-166

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

ST. JOSEPH HEALTH SYSTEM LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_

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Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY

-----  
Donald P. Fay  
Attorney-in-Fact

II-167

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.



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ST. JOSEPH MEDICAL GROUP, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-168

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its

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behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SURGICAL CENTER OF AMARILLO, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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II-169

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SURGICARE OF INDEPENDENCE, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: \_\_\_\_\_ /S/ DONALD P. FAY

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Donald P. Fay  
Attorney-in-Fact

II-170

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SURGICARE OF SAN LEANDRO, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-171

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SURGICARE OF SOUTHEAST TEXAS I, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-172

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SURGICARE OF VICTORIA, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001

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\* Executive Vice President, July 24, 2001  
----- Secretary and Director  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-173

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SURGICARE OF VICTORIA, LTD.

By: ITS GENERAL PARTNER

SURGICARE OF VICTORIA, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

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\* President July 24, 2001  
----- (Principal Executive Officer)  
James D. Shelton

\* Executive Vice President, July 24, 2001  
----- Treasurer and Director  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Director  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY

-----  
Donald P. Fay  
Attorney-in-Fact

II-174

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SURGICARE OUTPATIENT CENTER OF LAKE  
CHARLES, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.



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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-175

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SURGICENTER OF JOHNSON COUNTY, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-176

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

SURGICENTERS OF AMERICA, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay

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Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY

-----  
Donald P. Fay  
Attorney-in-Fact

II-177

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

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TERRELL HOSPITAL, L.P.

By: ITS GENERAL PARTNER

TERRELL MEDICAL CENTER, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TERRELL MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

TRIAD-MEDICAL CENTER AT TERRELL  
SUBSIDIARY, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY

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-----  
Donald P. Fay  
Attorney-in-Fact

II-179

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

THE INTENSIVE RESOURCE GROUP, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY

-----  
Donald P. Fay  
Attorney-in-Fact

II-180

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

THE VICKSBURG CLINIC LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
-----	-----	-----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named

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officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY
-----
Donald P. Fay
Attorney-in-Fact

II-181

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD CORPORATE SERVICES, LIMITED PARTNERSHIP

By: ITS GENERAL PARTNER

TRIAD CSGP, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_
Donald P. Fay
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Table with 3 columns: Signature, Title, Date. Rows include James D. Shelton (President and Manager) and Burke W. Whitman (Executive Vice President, Treasurer and Manager).



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\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-182

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD CSGP, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

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\* President and Manager July 24, 2001  
-----  
(Principal Executive Officer)  
James D. Shelton

\* Executive Vice President, July 24, 2001  
-----  
Treasurer and Manager  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
-----  
Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-183

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD CSLP, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons

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in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-184

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD EL DORADO, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-185

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD HEALTHCARE SYSTEM OF PHOENIX,  
LIMITED PARTNERSHIP

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By: ITS SOLE MEMBER

TRIAD OF PHOENIX, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-186

SIGNATURES

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD HOLDINGS II, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay

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Attorney-in-Fact

II-187

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY

-----  
Donald P. Fay  
Attorney-in-Fact

II-188

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD OF ARIZONA (L.P.), INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
-----	-----	-----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named



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officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY

-----  
Donald P. Fay  
Attorney-in-Fact

II-189

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD OF PHOENIX, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-190

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD RC, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001

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\* Executive Vice President, July 24, 2001  
----- Secretary and Director  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-191

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD TEXAS, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

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*	President and Manager	July 24, 2001
-----	(Principal Executive Officer)	
James D. Shelton		
*	Executive Vice President,	July 24, 2001
-----	Treasurer and Manager	
Burke W. Whitman	(Principal Financial and Accounting Officer)	
*	Executive Vice President,	July 24, 2001
-----	Secretary and Manager	
Donald P. Fay		

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY

-----  
Donald P. Fay  
Attorney-in-Fact

II-192

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD-ARIZONA I, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-193

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD-DENTON HOSPITAL GP, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:            /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-194

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD-DENTON HOSPITAL, L.P.

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By: ITS GENERAL PARTNER

TRIAD-DENTON HOSPITAL GP, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-195

SIGNATURES

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD-MEDICAL CENTER AT TERRELL  
SUBSIDIARY, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay



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Attorney-in-Fact

II-196

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD-NAVARRO REGIONAL HOSPITAL  
SUBSIDIARY, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named

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officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY
-----
Donald P. Fay
Attorney-in-Fact

II-197

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRIAD-SOUTH TULSA HOSPITAL COMPANY, INC.

/S/ DONALD P. FAY
By: \_\_\_\_\_
Donald P. Fay
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Table with 3 columns: Signature, Title, Date. Rows include James D. Shelton (President), Burke W. Whitman (Executive Vice President, Treasurer and Director), and Donald P. Fay (Executive Vice President, Secretary and Director).

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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-198

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TROSCO, LLC  
By: ITS SOLE MEMBER  
TRIAD HOLDINGS II, LLC  
/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001

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\* Executive Vice President, July 24, 2001  
----- Treasurer and Manager  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-199

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

TRUFOR PHARMACY, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-200

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

VFARC, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-201

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

VHC HOLDINGS, LLC

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By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-202

SIGNATURES

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

VHC MEDICAL, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
----- * James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
----- * Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
----- * Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact



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II-203

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

VICTORIA HOSPITAL, LLC

By: ITS SOLE MEMBER

VHC MEDICAL, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-204

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

VICTORIA OF TEXAS, L.P.

By: ITS GENERAL PARTNER

DETAR HOSPITAL, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* -----	Executive Vice President, Secretary and Manager	July 24, 2001

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Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-205

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

VMF MEDICAL, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

\* President July 24, 2001  
----- (Principal Executive Officer)

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James D. Shelton

\* Executive Vice President, July 24, 2001  
----- Treasurer and Director  
Burke W. Whitman (Principal Financial and  
Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Director  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-206

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

VRMC LIMITED PARTNERSHIP

By: ITS GENERAL PARTNER

LAREDO INTEREST, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-207

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WAGONER COMMUNITY HOSPITAL, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By:            /S/ DONALD P. FAY  
-----  
                 Donald P. Fay  
                 Attorney-in-Fact

II-208

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WAMC, LLC

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By: ITS SOLE MEMBER

WEST ANAHEIM, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-209

SIGNATURES

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WARSAW HEALTH SYSTEM LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: \_\_\_\_\_ /S/ DONALD P. FAY  
 \_\_\_\_\_  
 Donald P. Fay  
 Attorney-in-Fact



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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WESLEY HEALTH SYSTEM LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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II-211

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WESLEY HEALTHTRUST, INC.

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-212

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WEST ANAHEIM MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

WEST ANAHEIM, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-213

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WEST ANAHEIM, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and	July 24, 2001

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Accounting Officer)

\* Executive Vice President, July 24, 2001  
----- Secretary and Manager  
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-214

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WEST VIRGINIA MS, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date  
-----

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\* President July 24, 2001  
-----  
James D. Shelton (Principal Executive Officer)

\* Executive Vice President, July 24, 2001  
-----  
Burke W. Whitman Treasurer and Director  
(Principal Financial and Accounting Officer)

\* Executive Vice President, July 24, 2001  
-----  
Donald P. Fay Secretary and Director

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-215

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WHARTON MEDCO, LLC

By: ITS SOLE MEMBER

TRIAD HOSPITALS, INC.

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment

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No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
----- * ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
----- * ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
----- * ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY

-----  
Donald P. Fay  
Attorney-in-Fact

II-216

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WHMC, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

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/S/ DONALD P. FAY

By: \_\_\_\_\_

Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: \_\_\_\_\_  
Donald P. Fay  
Attorney-in-Fact

II-217

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas,



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State of Texas, on July 24, 2001.

WILLAMETTE VALLEY CLINICS, LLC

By: ITS SOLE MEMBER

OREGON HEALTHCORP, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WILLAMETTE VALLEY MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

OREGON HEALTHCORP, LLC

/S/ DONALD P. FAY

By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Manager (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Manager	July 24, 2001

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

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\*By: /S/ DONALD P. FAY  
 -----  
 Donald P. Fay  
 Attorney-in-Fact

II-219

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WM MEDICAL, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY  
 By: \_\_\_\_\_  
 Donald P. Fay  
 Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President (Principal Executive Officer)	July 24, 2001
* ----- Burke W. Whitman	Executive Vice President, Treasurer and Director (Principal Financial and Accounting Officer)	July 24, 2001
* ----- Donald P. Fay	Executive Vice President, Secretary and Director	July 24, 2001

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The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY  
-----  
Donald P. Fay  
Attorney-in-Fact

II-220

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WOMEN & CHILDREN'S HOSPITAL, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS II, LLC

/S/ DONALD P. FAY  
By: \_\_\_\_\_  
Donald P. Fay  
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- James D. Shelton	President and Manager (Principal Executive Officer)	July 24, 2001
* -----	Executive Vice President, Treasurer and Manager	July 24, 2001

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Burke W. Whitman (Principal Financial and Accounting Officer)

\* Executive Vice President, July 24, 2001
Secretary and Manager
Donald P. Fay

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY
Donald P. Fay
Attorney-in-Fact

II-221

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 24, 2001.

WOODLAND HEIGHTS MEDICAL CENTER, LLC

By: ITS SOLE MEMBER

TRIAD HOLDINGS III, INC.

/S/ DONALD P. FAY
By: Donald P. Fay
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date

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-----

*	President	July 24, 2001
-----	(Principal Executive Officer)	
James D. Shelton		
*	Executive Vice President,	July 24, 2001
-----	Treasurer and Director	
Burke W. Whitman	(Principal Financial and Accounting Officer)	
*	Executive Vice President,	July 24, 2001
-----	Secretary and Director	
Donald P. Fay		

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 1 pursuant to the Powers of Attorney executed by the above named officers of the Registrant and previously filed with the Securities and Exchange Commission on behalf of such officers.

\*By: /S/ DONALD P. FAY

-----  
Donald P. Fay  
Attorney-in-Fact

II-222

EXHIBIT INDEX

Exhibit No.	Description
-----	-----
3.1	Certificate of Incorporation of the Company, as amended April 27, 2001, incorporate reference from Exhibit 3.1 to the Company's Post Effective Amendment No. 1 on Form the Registration Statement on Form S-4, filed with the Commission on April 27, 2001
3.2	Bylaws of the Company, as amended February 18, 2000, incorporated herein by referen Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended D 31, 2000, filed with the Commission on March 1, 2001.
4.1	Indenture (including form of 8 3/4% Senior Notes due 2009) dated as of April 27, 20 the Company, the Guarantors named therein and Citibank, N.A., as Trustee, incorpora by reference from Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q, for t ended March 31, 2001, filed with the Commission on May 15, 2001.
4.2	Registration Rights Agreement dated as of April 27, 2001 among the Company, the Gua

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named therein and the Initial Purchasers named therein, incorporated herein by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q, for the quarter ended March 31, 2001, filed with the Commission on May 15, 2001.

- 4.3 Indenture (including form of 11% Senior Subordinated Notes due 2009) dated as of March 31, 1999 between Healthtrust and Citibank, N.A., as Trustee, incorporated herein by reference to Exhibit 4.2(a) to the Company's Quarterly Report on Form 10-Q, for the quarter ended March 31, 1999, filed with the Commission on June 11, 1999.
- 4.4 Company Assumption Agreement dated as of May 11, 1999 between Healthtrust and the Company, incorporated herein by reference from Exhibit 4.4(b) to the Company's Quarterly Report on Form 10-Q, for the quarter ended March 31, 1999, filed with the Commission on June 11, 1999.
- 4.5 Triad Hospitals Holdings, Inc. Assumption Agreement dated as of May 11, 1999 between the Company and Triad Hospitals Holdings, Inc., incorporated herein by reference from Exhibit 4.4(c) to the Company's Quarterly Report on Form 10-Q, for the quarter ended March 31, 1999, filed with the Commission on June 11, 1999.
- 4.6 Guarantor Assumption Agreements dated as of May 11, 1999 between Triad Hospitals Holdings, Inc. and the Guarantors signatory thereto, incorporated herein by reference to Exhibit 4.4(d) to Triad's Quarterly Report on Form 10-Q, for the quarter ended March 31, 1999, filed with the Commission on June 11, 1999.
- 4.7 Form of 8 3/4% Senior Notes due 2009 (filed as part of Exhibit 4.1).
- 4.8 Form of 11% Senior Subordinated Notes due 2009 (filed as part of Exhibit 4.3).
- 5.1 Opinion of Dewey Ballantine LLP as to the legality of the securities being registered.
- 12.1 Statement of Computation of Ratio of Earnings to Fixed Charges.\*
- 23.1 Consent of Dewey Ballantine LLP (included as part of its opinion filed as Exhibit 5.1).
- 23.2 Consent of Ernst & Young LLP with respect to the Company.\*
- 23.3 Consent of Ernst & Young LLP with respect to Quorum Health Group, Inc.\*

II-223

Exhibit No.	Description
24.1	Power of Attorney (included on the signature pages of this S-4 and incorporated herein by reference).
25.1	Form T-1 Statement of Eligibility of Trustee.
99.1	Form of Letter of Transmittal.
99.2	Form of Notice of Guaranteed Delivery.
99.3	Form of Letter to Clients.

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99.4 Form of Letter to Brokers.

99.5 Form of Instructions to Registered Holders.

-----

\* Previously filed.

II-224