UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF LOUISIANA

In re:	*	**CASE NO. 06-10179**
	*	
OCA, INC., et al.,	*	**(Jointly Administered)**
	*	
Debtors.	*	**SECTION "B"**
	*	
	*	**CHAPTER 11**
	*	

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OBJECTION BY RICHARD R. WOEHRLE, D.D.S. AND RICHARD R. WOEHRLE, D.D.S., M.S. TO ASSUMPTION OF BSA

NOW INTO COURT, through undersigned counsel, come Richard R. Woehrle, D.D.S. and Richard R. Woehrle, D.D.S., M.S. ("Objector"), pursuant to this Court's order dated June 30, 2006 and accompanying notice, and files its objection to the assumption of Objector's BSA with one of the Debtors ("OCA") as follows:

1. Objector hereby objects to the Debtors' assumption of its BSA without prejudice to or waiver or Objector's constitutional rights to jury trial (which is hereby requested) and due process, and without consenting to the jurisdiction of the Bankruptcy Court. This objection does not constitute a proof of claim whether formal or informal.

2. OCA cannot assume Objector's BSA on the basis that:

   a. The BSA is a personal services contract.

   b. The BSA is illegal under state law for one or more of the following reasons:

i. as admitted by OCA, OCA is in economic substance a partner and/or owner of Objector's orthodontic practice;

ii. OCA's arrangements constitute the unauthorized practice of dentistry;

iii. OCA's arrangements constitute illegal fee-sharing between a dentist and a business corporation;

iv. OCA's arrangements constitute an illegal dental proprietorship;

v. OCA's arrangements constitute the illegal engagement or employment of a dentist by a business corporation;

vi. OCA's arrangements otherwise violate the dental practice laws and public policy of the state where Objector is licensed.

c. OCA materially breached the BSA pre-petition including but not limited to:

i. failing to provide comprehensive business and administrative support and services as set forth in the BSA;

ii. failing to pay Objector's expenses and/or share of net revenues on a timely and regular basis;

iii. failing to maintain Objector's business and financial records in accordance with GAAP;

iv. failing to properly calculate OCA's service fees and other expenses in accordance with the formulas set forth in the BSA;

v. failing to bill Objector for "Center Expenses" at OCA's actual cost, instead adding, without limitation, a 10% markup of OCA's corporate overhead expenses;

vi. failing to efficiently and economically manage Objector's orthodontic practice; and

vii. failing to act in good faith to Objector in the performance of OCA's duties and obligations under the BSA.

c. OCA committed pre-petition breaches and other violations of state statutory and common law.

3. Though Objector believes it would be entitled to a substantial cure amount upon any assumption of its BSA, the cure amount is unknown to Objector. Objector's damages arising from OCA's breach of contract require access to Objector's and OCA's business records, which are in OCA's exclusive possession because, for example, OCA has only provided to Objector a redacted general ledger. However, based on prior litigation exposing OCA's system-wide accounting practices and deficiencies, Objector's damages will likely be substantial. For example, discovery in other cases has shown that OCA improperly allocated and increased overhead charges, which could amount to $10,000's or even $100,000's for a large practice affiliated for a number of years, and the accounting information necessary to make that determination is in OCA's exclusive possession and control. Additionally, discovery in other cases has shown that OCA frequently failed to credit payments against receivables, and the accounting information necessary to make that determination is in OCA's exclusive possession and control.

Respectfully submitted:

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CERTIFICATE OF SERVICE

I hereby certify that a copy of the Objection by Richard R. Woehrle, D.D.S. and Richard R. Woehrle, D.D.S., M.S. to Assumption of BSA was mailed, postage prepaid and properly addressed, to all parties listed on the annexed special notice list.

New Orleans, Louisiana, this 16th day of July, 2006.

/s/ J. David Forsyth
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