

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF LOUISIANA

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| In re | : | Chapter 11 |
| | : | Case No. 06-10179 (B) |
| OCA, INC., et al., | : | |
| | : | (Jointly Administered) |
| | : | |
| Debtors. | : | |
| -----x | | |

**AFFIDAVIT OF MICHAEL A. PATTERSON, IN CONNECTION WITH APPLICATION
FOR AUTHORITY TO EMPLOY AND COMPENSATE CERTAIN PROFESSIONALS
UTILIZED IN THE ORDINARY COURSE OF DEBTORS' BUSINESS**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

Michael A. Patterson, being duly sworn, deposes and says:

1. I am a partner in the firm of Long Law Firm, L.L.P. (the "Firm"), with a municipal address of 4041 Essen Lane, Suite 500, Baton Rouge, Louisiana 70809. I am admitted to practice in the State of Louisiana, and the United States District Court for the Middle, Eastern and Western Districts of Louisiana.
2. I am authorized to make this affidavit (the "Affidavit") on the Firm's behalf. This Affidavit is submitted pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure in support of the Order Granting Application for Authority to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of Debtors' Business [*Docket No. 1056*] in the above-captioned Chapter 11 cases.
3. Debtors have requested that the Firm represent them in the case entitled "*Dr. Richard H. Maness v. Orthodontic Centers of America, Inc., et al.*;" Suit No. 2002-2316; Division A; 15th Judicial District Court; Parish of Lafayette; State of Louisiana.

DISINTERESTEDNESS OF PROFESSIONALS

4. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither, I, the Firm, nor any partner, counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the above-captioned Debtors, their creditors, or any other parties in interest, or their respective attorneys and accountants, or the United States Trustee or any person employed in the office of the United States Trustee, except as disclosed or as otherwise described herein.

5. The Firm is a “disinterested person” as that term is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, in that the Firm, its partners, counsel and associates:

- a) are not creditors, equity security holders or insiders of the Debtors;
- b) are not and were not investment bankers for any outstanding security of the Debtors;
- c) have not been, *(i)* investment bankers for a security of the Debtors, or *(ii)* an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors; and
- d) are not and were not a director, officer, or employee of the Debtors or of any investment banker as specified in subparagraph (b) or (c) of this paragraph.

5. I am not related, and to the best of my knowledge, no attorney at the Firm is related, to any sitting United States Bankruptcy Judge in the Eastern District of Louisiana , District Court Judge, or to the United States Trustee for such district or any employee thereof.

6. The Firm does not represent any interest adverse to the Debtors in the matters upon which I am to be engaged.

7. To the best of my knowledge, the Firm does not represent any officers, directors or equity holders of Debtors, or Debtors' lenders.

8. To the best of my knowledge, no Firm attorney is a shareholder or bondholder of any of the Debtor entities.

9. I will periodically review my files during the pendency of these Chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, I will use reasonable efforts to identify such further developments and will promptly file a Supplemental Affidavit as Bankruptcy Rule 2014(a) requires.

PROFESSIONAL COMPENSATION

10. I intend to apply for compensation for professional services as provided in the Application for Authority to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of Debtors' Businesses; on an hourly basis, plus reimbursement of actual, necessary expenses and other charges that I incur. I will charge hourly rates to the Debtors that are consistent with the rates charged by me in bankruptcy and non-bankruptcy matters of this type. These hourly rates are subject to periodic adjustments, without further notice to the Court or any other entity, to reflect economic and other conditions.

11. It is my policy to charge clients in all areas for all other expenses incurred in connection with the client's case. The expenses charged to clients include among other things, photocopying, witness fees, travel expenses, including airline upgrade certificates, certain secretarial and other overtime expenses, filing and recordation fees, long distance telephone

calls, postage, express mail and messenger charges, computerized legal research charges and other computer services, expenses for “working meals” and telecopier charges. I will charge for these expenses in a manner and at rates consistent with charges made generally to my other clients. I believe that it is fairer to charge these expenses to the particular client rather than increasing the hourly rates and spreading the expenses among all clients.

12. I have not received a retainer in connection with these Chapter 11 cases.

13. No promises have been received by me as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. I have no agreement with any other entity to share with such entity any compensation received by me in connection with these Chapter 11 cases.

14. I further state pursuant to Federal Rule of Bankruptcy Procedure 2016(b) that I have not shared, nor agreed to share (a) any compensation I have received or may receive with another party or person; or (b) any compensation another person or party has received or may receive.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

By attorneys,

LONG LAW FIRM, L.L.P.

s/Michael A. Patterson

MICHAEL A. PATTERSON

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CERTIFICATE OF SERVICE

I hereby certify that a copy of the above and foregoing has this date been served upon the following:

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Attention: William H. Patrick, Esq.

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Attention: Mark K. Thomas, Esq.

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Attention: Marguerite K. Kingsmill, Esq.

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Attention: Alan H. Goodman, Esq.
Brent C. Wyatt, Esq.

United States Trustee's Office
400 Poydras Street
Suite 2110
New Orleans, LA 70130
Attention: Robert C. Gravolet

by U.S. Mail, postage prepaid, this 10th day of August, 2006.

s/Michael A. Patterson
Michael A. Patterson