EXHIBIT B: PROPOSED ORDER

Attached.

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF LOUISIANA

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

ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF JENNER & BLOCK, LLP, AS ATTORNEYS FOR THE COMMITTEE PURSUANT TO 11 U.S.C. §§ 328 AND 1103

This matter came on to be heard on the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of OCA, Inc., and its subsidiaries in the above-referenced, jointly-administered bankruptcy cases (collectively, the "Chapter 11 Cases") for an order authorizing the employment and retention of Jenner & Block, LLP ("Jenner & Block"), as attorneys for the Committee pursuant to 11 U.S.C. §§ 328 and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"), filed by the Committee; the Court having reviewed the Application, the affidavit of Mark K. Thomas (the "Thomas Affidavit"), a partner at the firm of Jenner & Block, and filed in connection with the Application; and the Court having heard the statements of counsel in support of the relief requested therein at a hearing thereon (the "Hearing"); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) said law firm does not hold or represent any interest adverse to the Committee in this case; the Court finding that notice of the Application and the Hearing given by the Committee was sufficient under the circumstances; and the Court being fully advised in the premises and having determined that the legal and factual bases set forth in

the Application, the Thomas Affidavit, and at the hearing on the Application establish just cause for the relief herein granted;

IT IS HEREBY ORDERED THAT:

1. The Application is granted in all respects and the Committee is hereby authorized, pursuant to Bankruptcy Code §§ 328 and 1103, to retain, effective as of March 29, 2006, upon the terms and for the purposes set forth in the Application, the firm of Jenner & Block as counsel to the Committee in these Chapter 11 Cases;

2. Compensation of Jenner & Block for legal services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases shall be pursuant to applications to be submitted to and approved by this Court from time to time during the pendency of these Chapter 11 Cases, or pursuant to orders of this Court or the Local Rules of this Court, and Jenner & Block shall apply for its compensation on an hourly basis plus reimbursement of actual and necessary expenses; and

3. The Court shall retain jurisdiction over any matter or dispute arising form or relating to the implementation of this Order.

Dated: April ____, 2006
New Orleans, Louisiana

ENTERED: _____
UNITED STATES BANKRUPTCY JUDGE