

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.	:	
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MOTION TO STRIKE VOTE OF
DR. GARY D. SEXSON, II AND SEXSON ORTHODONTICS, LTD.

NOW INTO COURT, through undersigned counsel, comes OCA, Inc. (õOCAö) and certain of its subsidiaries¹, as debtors and debtors-in-possession (collectively, the õDebtorsö), who move to strike the vote of Dr. Gary D. Sexson, II and Sexson Orthodontics, Ltd. in

¹ Orthodontic Centers of Alabama, Inc. (06-10180); Orthodontic Centers of Arizona, Inc. (06-10181); Orthodontic Centers of Arkansas, Inc. (06-10182); Orthodontic Centers of California, Inc. (06-10183); Orthodontic Centers of Colorado, Inc. (06-10184); Orthodontic Centers of Connecticut, Inc. (06-10185); Orthodontic Centers of Florida, Inc. (06-10186); Orthodontic Centers of Georgia, Inc. (06-10187); Orthodontic Centers of Illinois, Inc. (06-10188); Orthodontic Centers of Indiana, Inc. (06-10189); Orthodontic Centers of Kansas, Inc. (06-10190); Orthodontic Centers of Kentucky, Inc. (06-10191); Orthodontic Centers of Louisiana, Inc. (06-10192); Orthodontic Centers of Maine, Inc. (06-10193); Orthodontic Centers of Maryland, Inc. (06-10194); Orthodontic Centers of Massachusetts, Inc. (06-10195); Orthodontic Centers of Michigan, Inc. (06-10196); Orthodontic Centers of Minnesota, Inc. (06-10197); Orthodontic Centers of Mississippi, Inc. (06-10198); Orthodontic Centers of Missouri, Inc. (06-10199); Orthodontic Centers of Nebraska, Inc. (06-10200); Orthodontic Centers of Nevada, Inc. (06-10201); Orthodontic Centers of New Hampshire, Inc. (06-10202); Orthodontic Centers of New Jersey, Inc. (06-10203); Orthodontic Centers of New Mexico, Inc. (06-10204); Orthodontic Centers of New York (06-10205); Orthodontic Centers of North Carolina, Inc. (06-10206); Orthodontic Centers of North Dakota, Inc. (06-10207); Orthodontic Centers of Ohio, Inc. (06-10208); Orthodontic Centers of Oklahoma, Inc. (06-10209); Orthodontic Centers of Oregon, Inc. (06-10210); Orthodontic Centers of Pennsylvania, Inc. (06-10211); Orthodontic Centers of Puerto Rico, Inc. (06-10212); Orthodontic Centers of Rhode Island, Inc. (06-10213); Orthodontic Centers of South Carolina, Inc. (06-10214); Orthodontic Centers of Tennessee, Inc. (06-10215); Orthodontic Centers of Texas, Inc. (06-10216); Orthodontic Centers of Utah, Inc. (06-10217); Orthodontic Centers of Virginia, Inc. (06-10218); Orthodontic Centers of Washington, Inc. (06-10219); Orthodontic Centers of Washington, D.C., Inc. (06-10220); Orthodontic of West Virginia, Inc. (06-10221); Orthodontic Centers of Wisconsin, Inc. (06-10222); Orthodontic Centers of Wyoming, Inc. (06-10223); OrthAlliance, Inc. (06-10229); OrthAlliance New Image, Inc. (06-10230); OCA Outsource, Inc. (06-10231); PedoAlliance, Inc. (06-10232); Orthodontics Centers of Hawaii, Inc. (06-10503); Orthodontics Centers of Iowa, Inc. (06-10504); and Orthodontics Centers of Idaho, Inc. (06-10505).

connection with the Debtors' Joint Plan of Reorganization as of July 24, 2006. In support of the Motion, the Debtors respectfully represent as follows:

BACKGROUND

1. On March 14, 2006 (and March 17, 2006 with respect to a few of the Debtors), the Debtors filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). All of the Debtors' Chapter 11 cases have been consolidated for procedural purposes and are being jointly administered.

2. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under sections 1107(a) and 1108 of the Bankruptcy Code.

JURISDICTION

3. The subject matter of this Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue of this case and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief sought in the Motion is 11 U.S.C. § 1126.

BASIS FOR MOTION

4. On July 6, 2006, the Bankruptcy Court ruled that it has core jurisdiction to determine all issues related to the assumption or rejection of the BSA's, which constitute the primary assets of the Debtors' estates.

5. On July 17, 2006, this Court Entered a Case Management Order to consolidate for purposes of discovery, pre-trial motion practice and trial, all litigation related to the BSA's including adversaries against the affiliated practices, removed and transferred cases and lawsuits, proof of claims filed by the Affiliated Practices and objections to assumption and/or rejection of the BSA's.

6. On August 1, 2006, the Bankruptcy Court entered a Scheduling Order setting a discovery and trial schedule pursuant to the Case Management Order
7. Thereafter, on August 3, 2006, the Debtors and parties to the BSA's, including Sexson, executed a Stipulation agreeing to the entry of the Scheduling Order by the Bankruptcy Court.
8. The Stipulation, entered by the Debtors and Sexson, and entered by this Court provided, in part that the Stipulating Parties would support and not object to confirmation of the Plan.
9. Sexson, an Affiliated Practice with a Defaulted BSA to be assumed under the Plan, executed the Stipulation agreeing to the entry of the Scheduling Order by the Bankruptcy Court.
10. Contrary to the Stipulation entered by this Court, Sexson voted against the Plan of Reorganization set for hearing on September 5 and 6, 2006. Said vote was in violation of the Stipulation entered into between Debtors and Sexson.
11. Of the over 75 Stipulating Parties, Sexson is the only one who voted against the Plan.
12. Accordingly, by the Motion, the Debtors seek to strike Sexson's vote against the Plan because it is in violation of the Stipulation between the Debtors and Sexson.

WHEREFORE, the Debtors respectfully request that this Court enter an order striking Sexson's vote against the Plan , and grant the Debtors such other and further relief as this Court deems just and proper.

New Orleans, Louisiana, this 31st day of August, 2006.

Respectfully submitted,

**HELLER, DRAPER, HAYDEN, PATRICK
& HORN, L.L.C.**

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*Supplemental Litigation Counsel for Debtors and
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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 by electronic mail and U.S. mail, postage prepaid this 31st day of August, 2006:

Daniel A. Smith, Esq.
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400 Poydras Street, Suite 2110
New Orleans, LA 70130

I hereby further certify that I have served a copy of the above and foregoing upon all parties on the attached list, via United States Mail, postage prepaid this 30th day of August, 2006.

/s/Marguerite K. Kingsmill

NOTICE ANNEX 1

Pursuant to 11 U.S.C. § 342, the address for each of the referenced Debtors is 3850 N. Causeway Blvd., Suite 800, Metairie, LA 70002

DEBTORS	CASE NO.	TAX I.D. NO.
OCA, Inc.	06-10179	xx-xxx8948
Orthodontic Centers of Alabama, Inc.	06-10180	xx-xxx7093
Orthodontic Centers of Arizona, Inc.	06-10181	xx-xxx1232
Orthodontic Centers of Arkansas, Inc.	06-10182	xx-xxx8907
Orthodontic Centers of California, Inc.	06-10183	xx-xxx9079
Orthodontic Centers of Colorado, Inc.	06-10184	xx-xxx7095
Orthodontic Centers of Connecticut, Inc.	06-10185	xx-xxx0411
Orthodontic Centers of Florida, Inc.	06-10186	xx-xxx7097
Orthodontic Centers of Georgia, Inc.	06-10187	xx-xxx7098
Orthodontic Centers of Hawaii, Inc.	06-10503	xx-xxx5963
Orthodontic Centers of Idaho, Inc.	06-10505	xx-xxx4277
Orthodontic Centers of Illinois, Inc.	06-10188	xx-xxx1230
Orthodontic Centers of Indiana, Inc.	06-10189	xx-xxx0663
Orthodontic Centers of Iowa, Inc.	06-10504	xx-xxx0342
Orthodontic Centers of Kansas, Inc.	06-10190	xx-xxx8908
Orthodontic Centers of Kentucky, Inc.	06-10191	xx-xxx0666
Orthodontic Centers of Louisiana, Inc.	06-10192	xx-xxx7100
Orthodontic Centers of Maine, Inc.	06-10193	xx-xxx4186
Orthodontic Centers of Maryland, Inc.	06-10194	xx-xxx1229
Orthodontic Centers of Massachusetts, Inc.	06-10195	xx-xxx5666
Orthodontic Centers of Michigan, Inc.	06-10196	xx-xxx6962
Orthodontic Centers of Minnesota, Inc.	06-10197	xx-xxx6453
Orthodontic Centers of Mississippi, Inc.	06-10198	xx-xxx7101
Orthodontic Centers of Missouri, Inc.	06-10199	xx-xxx6961
Orthodontic Centers of Nebraska, Inc.	06-10200	xx-xxx0483
Orthodontic Centers of Nevada, Inc.	06-10201	xx-xxx5665
Orthodontic Centers of New Hampshire, Inc.	06-10202	xx-xxx5495
Orthodontic Centers of New Jersey, Inc.	06-10203	xx-xxx2916
Orthodontic Centers of New Mexico, Inc.	06-10204	xx-xxx8906
Orthodontic Centers of New York, Inc.	06-10205	xx-xxx6960
Orthodontic Centers of North Carolina, Inc.	06-10206	xx-xxx7102
Orthodontic Centers of North Dakota, Inc.	06-10207	xx-xxx6959
Orthodontic Centers of Ohio, Inc.	06-10208	xx-xxx0361
Orthodontic Centers of Oklahoma, Inc.	06-10209	xx-xxx6958
Orthodontic Centers of Oregon, Inc.	06-10210	xx-xxx6342
Orthodontic Centers of Pennsylvania, Inc.	06-10211	xx-xxx2918
Orthodontic Centers of Puerto Rico, Inc.	06-10212	xx-xxx1568
Orthodontic Centers of Rhode Island, Inc.	06-10213	xx-xxx5667
Orthodontic Centers of South Carolina, Inc.	06-10214	xx-xxx7104
Orthodontic Centers of Tennessee, Inc.	06-10215	xx-xxx7106
Orthodontic Centers of Texas, Inc.	06-10216	xx-xxx8024
Orthodontic Centers of Utah, Inc.	06-10217	xx-xxx6957
Orthodontic Centers of Virginia, Inc.	06-10218	xx-xxx7107
Orthodontic Centers of Washington, Inc.	06-10219	xx-xxx1231
Orthodontic Centers of Washington, D.C., Inc.	06-10220	xx-xxx2484
Orthodontic Centers of West Virginia, Inc.	06-10221	xx-xxx4091

Orthodontic Centers of Wisconsin, Inc.	06-10222	xx-xxx6956
Orthodontic Centers of Wyoming, Inc.	06-10223	xx-xxx5961
OrthAlliance, Inc.	06-10229	xx-xxx2134
OrthAlliance New Image, Inc.	06-10230	xx-xxx0308
OCA Outsource, Inc.	06-10231	xx-xxx9255
PedoAlliance, Inc.	06-10232	xx-xxx0432