

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF LOUISIANA**

|                            |   |                        |
|----------------------------|---|------------------------|
| -----X                     |   |                        |
| In re                      | : | Chapter 11 Case No.    |
|                            | : | 06-10179 (B)           |
| OCA, INC., <i>et al.</i> , | : |                        |
|                            | : | (Jointly Administered) |
| Debtors.                   | : |                        |
| -----X                     |   |                        |

**MOTION FOR ENTRY OF ORDER APPROVING SEPTEMBER 1, 2006  
TECHNICAL MODIFICATIONS TO THE AMENDED AND SUPPLEMENTAL  
JOINT CHAPTER 11 PLAN OF REORGANIZATION FOR OCA, INC.  
AND FILED SUBSIDIARIES, AS OF JULY 24, 2006**

OCA, Inc. and its filed subsidiaries<sup>1</sup>, as debtors and debtors-in-possession (collectively, the “Debtors”), by and through their respective undersigned counsel, hereby file this motion (the “Motion”) for entry of an order approving technical modifications as of September 1, 2006 to the Amended and Supplemental Joint Chapter 11 Plan of Reorganization for OCA, Inc. and Filed

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<sup>1</sup> 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).

Subsidiaries as of July 24, 2006 (Docket No. 1247) (the “Plan”),<sup>2</sup> and in support of this Motion, respectfully represent as follows:

### **Jurisdiction and Venue**

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334.
2. Venue in this district is proper pursuant to 28 U.S.C. § 1408. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
3. The statutory predicates for the relief sought herein are Sections 105 and 1127(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et. seq.*, as amended (the “Bankruptcy Code”) and Rule 3019 of the Federal Rules of Bankruptcy Procedure.

### **Background**

4. The Debtors filed for relief under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) commencing on March 14, 2006 (the “Petition Date”). All of the Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered.
5. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
6. On May 12, 2005, the Debtors filed a (a) Joint Chapter 11 Plan of Reorganization for OCA, Inc. and Filed Subsidiaries (Docket No. 492) and (b) Joint Disclosure Statement for Joint Chapter 11 Plan for OCA, Inc. and Filed Subsidiaries (Docket No. 493).
7. On June 7, 2006, the Debtors filed a Motion of Debtors for Entry of an Order Approving (I) the Confirmation Hearing Notice, the Manner of Mailing and Service of the

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<sup>2</sup> Capitalized terms not defined herein shall have the meanings set forth in the Plan.

Solicitation Package and Confirmation Notice and Publication of the Confirmation Hearing Date, (II) the Voting Agent and Procedures for Voting and Tabulation of Ballots, (III) the Forms of Ballots, and (IV) the Procedures for Allowing Claims for Voting Purposes (Docket No. 624).

8. After multiple hearings on the proposed Disclosure Statement, the Court ruled that it would approve the Disclosure Statement subject to the Debtors making certain modifications. On July 24, 2006, the Debtors made the required modifications and filed an: (a) Amended and Restated Joint Disclosure Statement for Joint Chapter 11 Plan for OCA, Inc. and Filed Subsidiaries as of July 24, 2006 (the “Disclosure Statement”) (Docket No. 1248); and (b) the Plan.

9. On July 24, 2006, the Court entered an order approving the Disclosure Statement (Docket No. 1251), and scheduled a confirmation hearing on the Plan for September 5 and 6, 2006.

10. On July 24, 2006, the Court also entered an Order Approving (I) the Confirmation Hearing Notice, the Manner of Mailing and Service of the Solicitation Package and Confirmation Notice and Publication of the Confirmation Hearing Date, (II) the Voting Agent and Procedures for Voting and Tabulation of Ballots, (III) the Forms of Ballots, and (IV) the Procedures for Allowing Claims for Voting Purposes (Docket No. 1252) (the “Voting Procedures Order”). The Voting Procedures Order approved the Solicitation Package to be mailed to the Solicitation Package Recipients, as defined in the Voting Procedures Order, for purposes of voting to accept or reject the Plan. Pursuant to the Voting Procedures Order, the Debtors have mailed the Solicitation Packages to the Solicitation Package Recipients.

11. Pursuant to the terms of the Plan, “[t]his Plan may be altered, amended or modified by the Debtors before or after the Confirmation Date, as provided in Section 1127 of

the Bankruptcy Code, provided that all such alterations, amendments, or modifications must be in a form and acceptable to the Lenders and the UCC.” See Section 8.19 of the Plan.

### **Requested Relief**

12. By this Motion, the Debtors seek entry of an order approving the September 1 Plan Modifications (as defined herein).

13. The September 1 Plan Modifications are cumulative of the August 18 Plan Modifications [P-1535], and the August 29 Plan Modifications [P-1684], and certain other non-material technical modifications to the Plan (collectively, the “September 1 Plan Modifications”). The September 1 Plan Modifications represent all plan modifications to the Plan filed on July 24, 2006 as of this date. The Debtors urge this Court to approve these technical modifications to the Plan without requiring a resolicitation of any impaired classes under the Plan.

14. A redline version of the Plan which contains cumulative proposed modifications to date (i.e. the September 1 Plan Modifications) is attached hereto as Exhibit 1.

15. The changes proposed herein are technical modifications. The Debtors believe it is in the best interests of the Debtors' estates and holders of Claims against those estates to make such modifications in order to clarify any ambiguities or inconsistencies currently contained in these Plan. The holders of Claims and interests against the estates will not receive worse treatment under the Plan as a result of these September 1 Plan Modifications.

### **Basis for Relief**

16. Section 1127(a) of the Bankruptcy Code provides in pertinent part:

The proponent of a plan may modify such plan at any time before confirmation, but may not modify such plan so that such plan as modified fails to meet the requirements of Section 1122 and 1123 of this title. After the proponent of a plan files a modification of

such plan with the court, the plan as modified becomes the plan.  
11 U.S.C. § 1127(a).

17. The proposed September 1 Plan Modifications do not alter the classification of claims or interests of the Plan, and as such, do not implicate the classification rules of Section 1122 of the Bankruptcy Code.

18. The proposed September 1 Plan Modifications comply with all the provisions in Section 1123 of the Bankruptcy Code.

19. Rule 3019 of the Federal Rules of Bankruptcy Procedure provides in pertinent part:

In a chapter 9 or chapter 11 case, after a plan has been accepted and before its confirmation, the proponent may file a modification of the plan. If the court finds after a hearing on notice to the trustee, any committee appointed under the Code, and any other entity designated by the court that the proposed modification does not *adversely* change the treatment of the claim of any creditor or the interest of any equity security holder who has not accepted in writing the modification, it shall be deemed accepted by all creditors and equity security holders who have previously accepted the plan.

Fed. R. Bankr. 3019 (emphasis added).

20. The proposed September 1 Plan Modifications do not alter in any respect the treatment accorded to Claims or Equity Interests. As such, the Debtors submit that the proposed September 1 Plan Modifications are non-material, and that no additional solicitation is required as a result of the requested modifications. See In re Cellular Info. Sys., Inc., 171 B.R. 926, 929 n.6 (Bankr. S.D.N.Y. 1994) (nonmaterial modifications to plan do not require resolicitation); In re American Solar King Corp., 90 B.R. 808 (Bankr. W.D. Tex. 1988) (if modification did not materially impact claimant's treatment, the change was not adverse to claimant and court can deem prior acceptance applied to amended plan); In re Dow Corning Corp., (E.D. Mich. 1999)

237 B.R. 374 (if modification does not adversely change treatment of the claim of creditors, no further solicitation is required).

**WHEREFORE**, Debtors respectfully request that this Court find that the proposed September 1 Plan Modifications set forth above and as outlined in the exhibit annexed hereto are non-material within the meaning of Federal Rule of Bankruptcy Procedure 3019, authorize the September 1 Plan Modifications to the Plan without requiring the Debtors to resolicit votes respecting the Plan, as modified, and find that the “Plan” shall mean the Plan, as modified by the September 1 Plan Modifications.

**New Orleans, Louisiana** this 1<sup>st</sup> day of September 2006.

Respectfully submitted:

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

By: /s/ William H. Patrick, III  
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**Counsel for the Debtors  
and Debtors-in-Possession**

## 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   |

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|--|----------|------------|
| 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 |