

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

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

**ORDER APPROVING ASSUMPTION OF REAL ESTATE LEASES**

Considering the evidence presented at the Confirmation Hearing with respect to the proposed assumption of unexpired leases of non-residential real property, and in view of the statutory deadline established in 11 U.S.C. § 365(d)(4) for the assumption of unexpired leases of non-residential real property under which the debtor is the lessee,

**IT IS HEREBY ORDERED** that the leases identified on Exhibit A attached hereto and made part hereof, are assumed by the Debtors<sup>1</sup> subject to the occurrence of the Effective Date of the

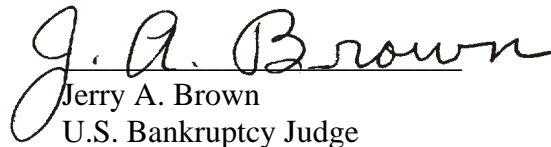
---

<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 Centers 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

Plan, and with any cure amount to be paid as indicated in the Supplemental and Restated Notice of Intent to Assume Real Estate Leases Pursuant to Plan of Reorganization and Bankruptcy Code as of September 13, 2006 [Docket No. 1839]. The assumption of such leases shall include assumption of any obligations in the lease required to be assumed under the Bankruptcy Code, including any such obligations to pay common area maintenance, taxes, insurance, utilities, and other fees and changes, including any such amounts which may have accrued before the Petition Date but which were unliquidated as of the Petition Date.

**IT IS HEREBY ORDERED** that the Reorganized Debtors may assign any assumed lease or executory contract at any time after confirmation either (a) pursuant to the terms of the lease, (b) applicable non-bankruptcy law or (c) pursuant to Bankruptcy Code Section 365(k), with any such assignment under Section 365(k) to be made pursuant to motion in the Bankruptcy Court (the Court having continuing jurisdiction over such assignments), and with any affected landlord having the ability to require that such assignments satisfy the requirements of Bankruptcy Code Section 365 (other than any requirement that any such assignment occur at or prior to confirmation or the date of the proposed assignment).

New Orleans, Louisiana, October 4, 2006.

  
Jerry A. Brown  
U.S. Bankruptcy Judge

---

Outsource, Inc. (06-10231); PodoAlliance, Inc. (06-10232); Orthodontic Centers of Hawaii, Inc. (0610503); Orthodontic Centers of Iowa, Inc. (06-10504); and Orthodontic Centers of Idaho, Inc. (06-10505).