

UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF LOUISIANA

IN RE:

OCA, INC., et al.,

DEBTORS

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* CHAPTER 11
* CASE NO. 06-10179 (B)
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* (JOINTLY ADMINISTERED)
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RESPONSE OF BARTHOLOMEW F. PALMISANO, SR. TO
PROPOSED FORM OF CONFIRMATION ORDER

On October 3, 2006, the Plan Proponents filed a reply to the proposed findings of fact and conclusions of law, and post-hearing memorandum, filed by Bartholomew F. Palmisano, Sr. ("Mr. Palmisano"). Attached to this reply (P - 1903) as Exhibit A was a proposed form of confirmation order (the "Proposed Order"). Mr. Palmisano submits that the Plan should not be confirmed for the reasons set forth in his original and reply post-hearing memorandums and, therefore, the terms of the Proposed Order are moot. If, however, the Court determines to confirm the Plan, the Court should strike certain provisions of the Proposed Order as set forth below.

1. Paragraph 22 of the Proposed Order is improper and should be stricken in that it provides that the terms of the Proposed Order will supersede and be deemed a modification of the Plan in the event of a conflict between the Proposed Order and the Plan. The Plan

Proponents should not be permitted to override provisions of the Plan, particularly negotiated provisions, through inconsistent and/or ambiguous provisions of the Proposed Order.

2. For example, the Plan contains certain negotiated provisions intended to ensure the preservation of Mr. Palmisano's claims against third-parties, including his right to assert claims for contribution and/or indemnity against his fellow directors with respect to the claims asserted against him by the Debtor. Paragraph 12 of the Proposed Order could be read to enjoin Mr. Palmisano from asserting such claims. To the extent it purports to do so, Paragraph 12 is inconsistent with the Plan and should be stricken.

3. Paragraph 11 of the Proposed Order is improper and should be stricken in that it purports to grant injunctive relief between the Confirmation Date and the Effective Date, when there is no assurance under the Plan that the Effective Date will ever occur. This kind of open-ended injunctive relief is unjustified and improper.

4. Paragraph 21 of the Proposed Order is improper and should be stricken to the extent it purports to pre-determine the potential effect of a later reversal, modification or vacatur of the confirmation order. That determination properly should be made after or in connection with any subsequent reversal, modification or vacatur.

Respectfully submitted,

/s/ Andrew D. Mendez

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Of

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