

**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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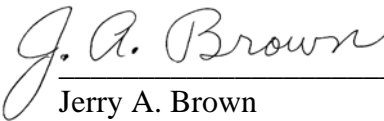
**AMENDED ORDER ON MOTION FOR ORDER PURSUANT TO SECTION 365(a)
OF THE BANKRUPTCY CODE AUTHORIZING REJECTION
OF BYLAWS, CERTIFICATES OF INCORPORATION,
ARTICLES OF INCORPORATION OR SIMILAR DOCUMENTS**

Upon the Motion for Order Pursuant to Section 365(a) of the Bankruptcy Code Authorizing Rejection of Bylaws, Certificates of Incorporation, Articles of Incorporation or Similar Documents [P-1841] ("Motion") filed by OCA, Inc. and certain of its subsidiaries, as debtors and debtors-in-possession (collectively, the "Debtors"), which came to be heard on October 11, 2006; no objections being filed and the Court being satisfied based on the representations made in the Motion; and good cause appearing therefore;

IT IS ORDERED that the Motion be and hereby is **GRANTED**; and

IT IS FURTHER ORDERED that the Debtors are authorized to reject their bylaws, certificates of incorporation, articles of incorporation or any similar documents (collectively, the "Bylaws"), to the extent the Bylaws are executory, *and, subject to the Effective Date¹ of the Plan, those Bylaws are deemed rejected.*

New Orleans, Louisiana, October 19, 2006.



Jerry A. Brown
U.S. Bankruptcy Judge

¹ Capitalized terms not defined herein are as defined in the *Joint Chapter 11 Plan Of Reorganization For OCA, Inc. And Filed Subsidiaries As Of September 14, 2006.*