

**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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**CONSENT BRIDGE ORDER EXTENDING EFFECTIVENESS OF INTERIM ORDER
(I) AUTHORIZING THE DEBTORS TO OBTAIN POSTPETITION FINANCING AND
USE CASH COLLATERAL, (II) GRANTING LIENS, SECURITY INTERESTS AND
SUPERPRIORITY CLAIMS, AND (III) GRANTING ADEQUATE PROTECTION**

OCA, Inc. ("OCA"), and certain of its direct and indirect subsidiaries (collectively, the "Debtors")¹, having moved on March 14, 2006 (the "Motion") for an order authorizing them to incur post-petition secured indebtedness, to grant security interests and superpriority claims pursuant to sections 105(a), 362, 363 and 364(c) and (d) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code") and Rules 2002, 4001 and

¹ Orthodontic Centers of Alabama, Inc. (06-10108); 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).

9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); and the Court, on March 17, 2006, having entered an order (the "Interim Order") approving the relief sought in the Motion on an interim basis; and the Interim Order having scheduled a hearing (the "Final Hearing") to approve the Motion on a final basis for April 5, 2006; and the Court having granted a continuance thereof and it appearing that such continuation is in the best interests of the Debtors, their estates and creditors:

IT IS HEREBY ORDERED:

1. The Final Hearing shall be held on April 26, 2006 at 2:00 p.m. (as it may be further adjourned or continued by the Court with the DIP Lenders' consent, the "New Deadline") before the Honorable Jerry A. Brown, at the United States Bankruptcy Court, Hale Boggs Federal Building, 500 Poydras Street, Suite B-601, New Orleans, LA 70130.

2. The deadline for the Official Committee (and only for the Official Committee) to object to the Motion shall be April 20, 2006, or such later date as may be agreed to by the Debtors and the DIP Lenders.


3. Notwithstanding anything to the contrary in the Interim Order, each of the (a) deadline for the entry of the Final Order, (b) term of the interim facility contained in paragraph 2 of the Interim Order, (b) deadline for the authorization to use cash collateral contained in paragraph 4 of the Interim Order, (c) the injunction regarding communication with doctors contained in paragraph 26 of the Interim Order, and (d) deadline for the Debtors' right to apply to the Court for authority to use Cash Collateral or other cash constituting Collateral on terms other than those set forth in the Interim Order (provided, that the DIP Lenders reserve their right to oppose such application on any and all grounds) is hereby extended through the New Deadline. The New Deadline shall also apply to the corresponding deadlines set forth in the

Term Sheet attached to the Interim Order (the “Term Sheet”). In addition, the following additional deadlines contained in the Term Sheet are also extended as follows: (a) the deadline to finalize the definitive documentation for the DIP facility – through April 12, 2006, and (b) the deadline to file a plan of reorganization – through the New Deadline.

4. Except as modified herein, all the rights and remedies granted to the DIP Lenders, the DIP Agents, the Existing Senior Lenders and the Existing Senior Agents in the Interim Order, including, without limitation, the Superpriority Claim, the Post-Petition Liens, the Existing Senior Lender Replacement Liens and the Superpriority Claim granted to secure the Existing Senior Lender Adequate Protection Claim shall remain in full force and effect.

5. All other terms and conditions set forth in the Interim Order and the Term Sheet shall remain in full force and effect, including, without limitation, (a) the Investigation Termination Date and (b) the termination of the Debtors’ right to apply to the Court for alternative financing on April 5, 2006.

New Orleans, Louisiana, April 7, 2006.



Jerry A. Brown
U.S. Bankruptcy Judge

Document #137441 v1

Bankruptcy Noticing Center
2525 Network Place, 3rd Floor
Herndon, Virginia 20171-3514

CERTIFICATE OF SERVICE

District/off: 053L-2
Case: 06-10179

User: kl
Form ID: pdf900

Page 1 of 1
Total Served: 1

Date Rcvd: Apr 07, 2006

The following entities were served by first class mail on Apr 09, 2006.
db +OCA, Inc., 3850 North Causeway Blvd., Suite 800, Metairie, LA 70002-8133

The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 09, 2006

Signature: _____

