UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF LOUISIANA

In re	:	**Chapter 11 Case No.**
	:	**06-10179 (B)**
OCA, INC.*, et al.*,	:	
	:	**(Jointly Administered)**
Debtors.	:	

MOTION TO ASSIGN REAL ESTATE LEASE
UNDER 11 U.S.C. § 365, WITH D & P MANAGEMENT (RIVERHEAD, NEW YORK)

NOW INTO COURT, through undersigned counsel, comes OCA, Inc. ("OCA") and certain of its subsidiaries[1], as debtors and debtors-in-possession (collectively, the "Debtors"), who move this Court to assign OCA's real estate lease with D & P Management in Riverhead, New York. In support of this Motion, the Debtors respectfully state as follows:

[1] 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).

Jurisdiction

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28. U.S.C. § 157(b)(2) and Federal Rule of Bankruptcy Procedure 9014. Venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. On the Petition Date, the Debtors each filed for relief under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code").

3. Since that time, the Debtors have continued to operate their businesses and manage their properties as debtors in possession, pursuant to §§ 1107 and 1108 of the United States Bankruptcy Code. No trustee or examiner has been appointed in this case.

4. OCA is a party to a real estate lease with D & P Management for space in Riverhead, New York (the "Lease") . Dr. Michael Costanzo's office was located in the space.

5. Dr. Michael Costanzo and OCA are terminating their relationship, and Dr. Costanzo is selling his practice to Scott Friedman, D.D.S. and Island Orthodontics ("Island Orthodontics").

6. Island Orthodontics desires to remain in the location and has requested an assignment of the Lease.

7. The Lease was assumed by OCA subject to the occurrence of the Effective Date of the Plan pursuant to Order of the Court dated October 4, 2006. ***[Docket No. 1908]***

Relief Requested

8. OCA seeks to assign the Lease and all of its obligations and rights as Lessee thereunder to Island Orthodontics.

9. Section 365(a) of the Bankruptcy Code allows a trustee or debtor in possession to assume an unexpired lease. The debtor may then assign the lease to a third party pursuant to 11 U.S.C. § 365(f).

10. § 365(f)(1) permits, subject to Code § 365(c), this assignment notwithstanding a provision in the executory contract or unexpired lease, or in applicable law that prohibits, restricts, or conditions the assignment.

11. OCA respectfully moves to assign the Lease with D & P Management to Island Orthodontics.

12. OCA further seeks an order relieving it from any liability for breach of the Lease occurring after such assignment pursuant to § 365(k).

WHEREFORE, the Debtors respectfully move to assign the Lease with D & P Management to Island Orthodontics and order it relieved of further liability after such assignment.

New Orleans, Louisiana this 8th day of November, 2006.

Respectfully submitted,

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Supplemental Litigation Counsel for Debtors and Debtors-in-Possession

CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the above and foregoing upon all parties on the attached list, via United States Mail, postage prepaid this 8th day of November, 2006.

I hereby certify that I have served a copy of the above and foregoing upon D & P Management, by United States Mail, postage prepaid and certified mail this 8th day of November, 2006, at the following address:

David Machson
P.O. Box 425
Syosset, New York 11791

s/ Christy R. Bergeron

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
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

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