UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF LOUISIANA

In re:	**)**	**Case No. 06-10179 (B)**
	)	**Chapter 11**
OCA, INC., et al.,	**)**	
	)	**Jointly Administered with**
Debtors.	**)**	**Case Nos. 06-10180 - 06-10223**
	)	

OBJECTION TO ASSUMPTION OF BSA

NOW INTO COURT, through undersigned counsel, come DON F. FLANAGAN, D.D.S., M.S. and ASSOCIATES IN ORTHODONTICS, INC. (collectively "FLANAGAN"), pursuant to this Court's *Order on Motion for Entry of Procedures Order for Assumption of Business Service Agreements Under Joint Chapter 11 Plan of Reorganization for OCA, Inc. and Filed Subsidiaries*, dated June 30, 2006, without prejudice to or waiver of FLANAGAN's constitutional rights to jury trial and due process, without consenting to the jurisdiction of the Bankruptcy Court, and without constituting a proof of claim, herein file their objection to the assumption of BSA as follows:

1. FLANAGAN hereby objects to assumption of his BSA.

2. OCA cannot assume FLANAGAN's BSA on the basis that:

   A. The BSA was terminated by FLANAGAN under state law and pursuant to the terms of the BSA pre-petition, and therefore the BSA is not executory and not assumable.

B. The BSA is illegal under state law:

i. as admitted by BSA, OCA is a partner and/or owner of FLANAGAN's orthodontic practice; and

ii. OCA's exercise of control over FLANAGAN's orthodontic practice constitutes the unauthorized practice of dentistry.

3. Cure amounts. The cure amounts are unknown to FLANAGAN. OCA materially breached the BSA pre-petition by, including but not limited to:

a. failing to provide comprehensive business and administrative support and services as set forth in the BSA;

b. failing to pay FLANAGAN's expenses on a timely and regular basis;

c. failing to maintain FLANAGAN's business and financial records in accordance with GAAP, as required by the BSA;

d. failing to properly calculate OCA's service fees and other expenses in accordance with the formulas set forth in the BSA;

e. failing to bill FLANAGAN for "Center Expenses" at OCA's actual cost;

f. failing to efficiently and economically manage FLANAGAN's orthodontic practice;

g. failing to timely pay patient refunds;

h. failing to remit all practice profits to FLANAGAN;

i. overcharging FLANAGAN for advertising costs; and

j. failing to act in good faith to FLANAGAN in the performance of OCA's duties and obligations under the BSA.

Further, OCA committed pre-petition breaches of fiduciary duties and other violations of state statutory and common law. Ascertaining FLANAGAN's damages arising from OCA's breach of contract and breach of fiduciary duty requires access to FLANAGAN's and OCA's business records which are all in the exclusive custody, possession, and control of OCA. Pursuant to the BSA, OCA created and maintains all of FLANAGAN's business records, and all of FLANAGAN's business records remain in OCA's exclusive possession.

DATED this 14 day of July, 2006.

/s/ Robert J. Burvant
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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the Objection to Assumption of BSA was served via U.S. Mail upon all parties shown on the attached service list on the 14th day of July, 2006.

s/ Robert J. Burvant
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