

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF LOUISIANA

IN RE OCA, INC. SECURITIES  
AND DERIVATIVE LITIGATION

CIVIL ACTION

NO: 05-2165

SECTION R(3)

**ORDER AND FINAL JUDGMENT**

On February 10, 2009, the Court held a hearing on Lead Plaintiff's Motion for Final Approval of the Settlement and on Lead Counsel's Motion for Attorneys' Fees. On March 2, 2009, the Court issued an Order approving the settlement and awarding attorneys' fees and costs to Lead Counsel.

The Court having certified the class for settlement purposes in its Order dated October 17, 2008 (R. Doc. 353), having appointed Lead Plaintiff as class representative and Lead Counsel as class counsel in its Order dated October 17, 2008, having approved the notice and dissemination of notice in its Orders dating October 17, 2008 and March 2, 2009 (R. Doc. 365), having approved the plan of allocation in its Orders dating October 17, 2008 and March 2, 2009, having awarded attorneys' fees and costs in its Order dating March 2, 2009, and having found the settlement, including the plan of allocation, to be fair, reasonable, and adequate and in the best interests of the class in its Order dating March 2, 2009, HEREBY ORDERS, ADJUDGES, and

DECREES THAT:

1. The Securities Cases are hereby DISMISSED WITH PREJUDICE and without costs.

2. The Court retains exclusive jurisdiction over the parties and the class members for all matters relating to the Securities Cases, including the administration, interpretation, effectuation or enforcement of the settlement stipulation and this Order and Final Judgment, and including any application for fees and expenses incurred in connection with administering and distributing the settlement proceeds to class members.

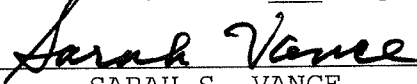
3. The Judgment incorporates the provisions in the settlement agreement whereby Lead Plaintiff and the class members agree to release and forever discharge defendants, former defendant Bartholomew F. Palmisano, Jr. and members of their immediate families, and their current or former attorneys, accountants, insurers and agents from any and all claims, demands, rights, liabilities, and causes of action, known or unknown, asserted in the Securities Cases by Lead Plaintiff or any class member against any of the released parties, or that might have been asserted by Lead Plaintiff or any class member against any of the released parties, arising out of, based upon or related to their purchase of OCA stock or sale of put options during the class period and the facts alleged in the securities complaint.

4. Lead Plaintiff and the class members are hereby permanently barred from prosecuting the released claims against the released parties and are bound by this Judgment. No class member validly excluded himself from the class.

5. In accordance with the PSLRA, all claims for contribution against the released parties arising out of this action are hereby barred. Similarly, all claims for contribution arising out of this action by the released parties against any person, other than a person whose liability has been extinguished by the settlement of the released parties, are hereby barred. See 15 U.S.C.A. § 78u-4(f)(7).

6. The Court finds that all parties and their counsel have complied with each requirement of Rule 11 of the Federal Rules of Civil Procedure as to the proceedings herein.

New Orleans, Louisiana, this 10th day of March, 2009.



SARAH S. VANCE  
UNITED STATES DISTRICT JUDGE