

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF LOUISIANA

IN RE OCA, INC. SECURITIES AND
DERIVATIVE LITIGATION

THIS DOCUMENT RELATES TO:
Securities Cases Only

)
)
) Master File No. 05-2165
) JUDGE VANCE
)

**NOTICE OF PENDENCY AND PROPOSED SETTLEMENT
OF SECURITIES CLASS ACTION CASES**

**TO: ALL PERSONS WHO PURCHASED THE PUBLICLY TRADED COMMON STOCK OR SOLD PUT
OPTIONS OF OCA, INC. DURING THE PERIOD FROM MAY 18, 2004 THROUGH JUNE 6, 2005,
INCLUSIVE.**

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS MAY BE AFFECTED BY
PROCEEDINGS IN THIS CASE. PLEASE NOTE THAT IF YOU ARE A SETTLEMENT CLASS MEMBER, YOU
MAY BE ENTITLED TO SHARE IN THE PROCEEDS OF THE SETTLEMENT DESCRIBED IN THIS NOTICE. TO
CLAIM YOUR SHARE OF THIS FUND, YOU MUST SUBMIT A VALID PROOF OF CLAIM POSTMARKED ON OR
BEFORE FEBRUARY 14, 2009.

This Notice has been sent to you pursuant to Rule 23 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the
Securities Exchange Act of 1934, and an Order of the United States District Court for the Eastern District of Louisiana (the
"District Court"). The purpose of this Notice is to inform you of the proposed Settlement of these Securities Cases and of
the hearing to be held by the District Court to consider the fairness, reasonableness and adequacy of the Settlement. This
Notice describes the rights you may have in connection with the Settlement and what steps you may take in relation to the
Settlement of these Securities Cases.

STATEMENT OF PLAINTIFF RECOVERY

The proposed Settlement creates a fund in the amount of \$6,500,000 in cash plus interest. Based on Lead Counsel's estimate
of the number of outstanding shares that may have been allegedly damaged by Defendants' alleged conduct, the average
recovery per damaged share of OCA, Inc. ("OCA" or the "Company") common stock, before deduction of Court-approved
fees and expenses, is \$0.28. However, your actual recovery from the Settlement Fund will depend on a number of variables
including, among other things, the number of OCA shares purchased or put options sold, the price paid for the OCA shares
purchased and the premium received for put options sold, and the amount for which the OCA shares were sold or put options
repurchased, the expense of administering the claims process, attorneys' fees and expenses awarded by the District Court,
the timing of your OCA purchases and sales, and the number of eligible shares purchased by Class Members who elect to
participate in the Settlement.

STATEMENT OF POTENTIAL OUTCOME OF CASE

Lead Plaintiff and Defendants do not agree on the average amount of damages per share that would be recoverable if
plaintiffs were to have prevailed on each claim asserted in the Securities Complaint. The issues on which they disagree
include: (1) the appropriate economic model for determining the amount by which OCA stock was allegedly artificially
inflated (if at all) during the Class Period; (2) the amount by which OCA stock was allegedly artificially inflated (if at all)
during the Class Period; (3) the effect of various market forces influencing the trading price of OCA stock at various times
during the Class Period; (4) the extent to which external factors, such as general market conditions, influenced the trading
price of OCA stock at various times during the Class Period; (5) the extent to which the various matters that Plaintiff alleges
were materially false or misleading influenced (if at all) the trading price of OCA stock at various times during the Class
Period; (6) the extent to which the various allegedly adverse material facts that Plaintiff alleges were omitted influenced
(if at all) the trading price of OCA stock at various times during the Class Period; (7) whether the statements made or facts
allegedly omitted were false, material or otherwise actionable under the federal securities laws; and (8) whether Plaintiff
could rely on the fraud-on-the-market presumption of reliance in lieu of proving actual reliance by purchasers of OCA
securities on Defendants' allegedly false statements during the Class Period.

Lead Counsel believes that the Settlement is an excellent recovery and is in the best interests of the Class especially in light
of the fact that the Securities Cases have not yet been certified as a class action under Rule 23. In fact, Defendants would

have likely argued that the proposed class could not be certified for a host of reasons, including that plaintiffs could not rely on the presumption of fraud on the market. Further, had the Securities Cases gone to trial, Defendants would have likely argued that all or most of the losses of Class Members were caused by non-actionable market, industry or general economic factors. Finally, Lead Counsel considered that there was a limited and dwindling source of potential recovery for the Class.

STATEMENT OF ATTORNEYS' FEES SOUGHT

Lead Counsel has not received any payment for their services in conducting the Securities Cases on behalf of Lead Plaintiff and the Class, nor have they been reimbursed for their out-of-pocket expenditures. If the Settlement is approved by the Court, Lead Counsel will apply to the District Court for attorneys' fees of up to 30% of the settlement and for reimbursement of costs and expenses not presently expected to exceed \$180,000 to be paid from the settlement proceeds. If the amount requested by the Lead Counsel is approved by the Court, the average cost per potentially damaged share would be \$0.09.

I. NOTICE OF HEARING ON SETTLEMENT

A settlement hearing will be held on February 10, 2009, at 10:00 a.m., before the Honorable Sarah Vance, United States District Judge of the Eastern District of Louisiana, 500 Poydras Street, New Orleans, LA 70130 (the "Settlement Hearing"). The purpose of the Settlement Hearing will be to determine: (1) whether the proposed settlement consisting of the sum of \$6,500,000 in cash, plus interest, should be approved by the District Court as fair, reasonable, and adequate; (2) whether the proposed plan to distribute the settlement proceeds (the "Plan of Allocation") is fair, reasonable and adequate; (3) whether the application by Lead Counsel for an award of attorneys' fees and reimbursement of expenses should be approved; and (4) whether the Securities Cases should be dismissed with prejudice. The District Court may adjourn or continue the Settlement Hearing without any further notice to the Class.

This Notice is not an expression of any opinion by the District Court about the merits of any of the claims or defenses asserted by any party in Securities Cases or the fairness, reasonableness or adequacy of the Settlement.

For further information regarding this Settlement, you may contact: Joel B. Strauss, Kaplan Fox & Kilsheimer LLP, 850 Third Avenue, 14th Floor, New York, NY 10022, Telephone (212) 687-1980, Plaintiff's Lead Counsel for the Securities Cases. Please do not contact the District Court, any representative of the Defendants, or OCA.

II. DEFINITIONS USED IN THIS NOTICE

All capitalized terms not defined herein shall have the same meaning as defined in the Settlement Stipulation.

1. "Class" means the class that is certified by the District Court for purposes of settlement of the Securities Cases. Included in such Class are all persons who purchased the publicly traded common stock or sold put options of OCA during the period from May 18, 2004 through June 6, 2005, inclusive. Excluded from the Class are the Defendants, former defendant Bartholomew F. Palmisano, Jr. ("Palmisano, Jr."), any members of Defendants' or Palmisano, Jr.'s immediate families, any entity in which any Defendant or former defendant has a controlling interest, and the affiliates, legal representatives, heirs, predecessors, successors and assigns of any such excluded party.
2. "Class Members" means Persons (defined in the Settlement Stipulation) who are members of the Class who do not timely and properly exclude themselves therefrom.
3. "Lead Counsel" means Kaplan Fox & Kilsheimer LLP, selected by Lead Plaintiff Samuel Boodman and appointed by the District Court to represent the interests of Lead Plaintiff and the Class.
4. "Defendants" are Bartholomew F. Palmisano, Sr. ("Palmisano, Sr.") and David E. Verret ("Verret").
5. "Released Claims" means 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.
6. "Released Parties" means Defendants and Bartholomew F. Palmisano, Jr., and members of their immediate families, and their current and former attorneys, accountants, insurers and agents.
7. "Unknown Claims" means any and all Released Claims that Lead Plaintiff or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties. With respect to any and all Released Claims, the parties to the Settlement Stipulation stipulate and agree that upon the Effective Date, Lead Plaintiff shall expressly, and each Class Member shall be deemed to have, and by operation of the Order and Final

Judgment shall have, expressly waived any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to Cal. Civ. Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiff and Defendants acknowledge, and Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims was separately bargained for and was a key element of the Settlement. Defendants, including any and all of their respective successors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under any of them, and each of them, release Plaintiff and Plaintiff's counsel in the Securities Cases from any and all claims arising out of or relating to their filing and prosecution of the action.

III. SUMMARY OF THE LITIGATION

Beginning in June 2005, a number of OCA investors filed proposed securities class actions against OCA, Palmisano, Sr., Verret and Palmisano, Jr. At approximately the same time, a number of shareholder derivative actions were also filed against the Company and certain of its executives. The proposed Securities Cases and Derivative Case were consolidated by the District Court and, by order dated November 18, 2005, the District Court appointed Samuel Boodman as the Lead Plaintiff and Kaplan Fox & Kilsheimer LLP as Lead Counsel in the Securities Cases.¹ Boodman filed a Consolidated Securities Class Action Complaint with the District Court on February 1, 2006 (the "Securities Complaint").

The Securities Complaint alleges that the press releases and SEC filings announcing the Company's financial results for the first three quarters of 2004 (ended March 31, 2004, June 30, 2004, and September 30, 2004), and the Sarbanes-Oxley certifications signed by defendants Palmisano, Sr. and Verret in connection with OCA's quarterly SEC filings, were false when issued because Defendants knowingly or severely recklessly disregarded, among others things, that: (a) the Company had materially overstated patient revenues and receivables and therefore also materially overstated its reported earnings; (b) certain journal entries in the Company's general ledger were improperly recorded; (c) certain data provided to the Company's independent accounting firm had been improperly altered; and (d) the Company's reported financial results were not prepared in accordance with Generally Accepted Accounting Principles.

Defendants and former defendant Palmisano, Jr. filed motions to dismiss the Securities Complaint on March 8, 2006. On March 14, 2006, during the briefing on defendants' motions, OCA and its various subsidiaries filed a petition for voluntary bankruptcy protection.² The District Court heard oral argument on Defendants' motions to dismiss on May 19, 2006 and on December 14, 2006, Judge Vance of the District Court denied the motions to dismiss the Securities Cases made by Palmisano, Sr. and Verret, but granted the motion to dismiss filed by defendant Palmisano, Jr. *See In re OCA, Inc.*, 2006 U.S. Dist. LEXIS 90854 (E.D. La. 2006).

Discovery

Lead Counsel has investigated the allegations of wrongdoing asserted and the alleged damages suffered by the Class, by way of both formal and informal discovery. In that process, Lead Counsel reviewed and analyzed hundreds of thousands of pages of documents collectively produced by various non-parties and Defendants. Lead Counsel also reviewed and analyzed deposition transcripts from an SEC investigation of OCA.

Lead Counsel, on behalf of Lead Plaintiff, believes that the investigation they have undertaken, together with their analysis of the documents produced, provides an adequate and satisfactory basis for the Settlement described herein.

Settlement Negotiations

The parties mediated this action before Hon. Daniel Weinstein (Ret.), a well known mediator of disputes of this nature. Because the insurance carriers for the Defendants were seeking a global resolution of the Securities Cases, the Derivative Case, and an adversarial action involving Palmisano, Sr., among others, in Bankruptcy Court ("the OCAI Litigation"), the mediation was attended by counsel for all parties to these actions. The first mediation, held in New York on September 25-26, 2007, was unsuccessful. However, the parties continued to engage in settlement discussions for several months while certain defendants in the Derivative Case and bankruptcy proceeding provided additional financial information. The parties

¹ The District Court also appointed a Lead Plaintiff in the Derivative Case on February 21, 2006.

² When OCA filed for Chapter 11 during the pendency of defendants' motions to dismiss, it invoked the statutory stay of proceedings as to the claims made against it in the Securities Cases. The District Court, accordingly, never ruled on the claims asserted against OCA.

held a second mediation session in New York on November 26, 2007. At that session, the parties made some progress, but still no settlement was reached. Over the next few weeks, the parties reached a tentative agreement in principle, which was memorialized in a memorandum of understanding on or about February 28, 2008 by all parties to the Securities Cases, Derivative Case, and the OCAI Litigation.

IV. CLAIMS OF THE LEAD PLAINTIFF AND BENEFITS OF THE SETTLEMENT

Lead Counsel believes that the Settlement provides an excellent monetary recovery for the Class based on the claims asserted, the procedural posture of the Securities Cases, the evidence developed, the damages that might be proven by the Class, and the financial position of OCA.³

Lead Counsel believes that the claims asserted in the Securities Cases have merit and that the evidence developed to date supports the claims. However, Lead Counsel recognizes and acknowledges the expense and length of continued proceedings necessary to prosecute the Securities Cases against the remaining two individual Defendants through trial and through appeals. Lead Counsel has also taken into account the uncertain outcome and the risk of any litigation, especially in complex actions such as the Securities Cases, as well as the difficulties, costs, and delays inherent in such litigation.

Lead Counsel is also mindful of the inherent problems of proof under and possible defenses to the federal securities law violations asserted in the Securities Cases. Lead Counsel has conducted an extensive investigation relating to the claims and the underlying events alleged in the Securities Complaint. This investigation has included the review of hundreds of thousands of pages of documents produced by both parties and non-parties and the review of SEC transcripts relating to the SEC investigation of OCA.

Lead Counsel has conducted extensive and lengthy discussions and arm's-length negotiations with counsel for Defendants with respect to a compromise and settlement of the Securities Cases in an effort to settle the issues in dispute and to achieve the best relief possible consistent with the interests of the Class. Lead Counsel has retained damage experts who have sought to develop reasonable models of damages that may have been incurred by class members.

Based upon their investigation, extensive review of documents, consultation with experts (including damage experts) and protracted negotiations with counsel for Defendants, Lead Counsel has concluded that the terms and conditions of the Stipulation are fair, reasonable and adequate to Lead Plaintiff and the Class, and in their best interests, and have agreed to settle the Securities Cases pursuant to the terms and provisions of the Stipulation, after considering the substantial and immediate benefits that Lead Plaintiff and the Class will receive from settlement of the Securities Cases, the attendant risks, uncertainties, expense and time-consuming nature of litigation, and the desirability of permitting the Settlement to be consummated as provided by the terms of the Settlement Stipulation.

V. DEFENDANTS' STATEMENT AND DENIALS OF WRONGDOING AND LIABILITY

Defendants and Palmisano, Jr. have denied, and continue to deny, each and every claim and contention alleged by Lead Plaintiff in the Securities Cases. Defendants and Palmisano, Jr. have expressly denied, and continue to deny, all charges of wrongdoing or liability against them arising out of any of the conduct, statements, acts or omissions alleged, or that could have been alleged, in the Securities Cases. Defendants and Palmisano, Jr. believe that Lead Plaintiff's allegations of fraud have no merit and that a class could not be certified under Rule 23. Defendants and Palmisano, Jr. have also denied, and continue to deny, inter alia, the allegations that Lead Plaintiff or the Class have suffered damage, that the price of OCA common stock was artificially inflated by reasons of alleged misrepresentations, non-disclosures or otherwise, or that Lead Plaintiff or the Class were harmed by the conduct alleged in the Securities Cases.

Nonetheless, Defendants and Palmisano, Jr. have concluded that further conduct of the Securities Cases would be protracted and expensive, and that it is desirable that the Securities Cases be fully and finally settled in the manner and upon the terms and conditions set forth in the Settlement Stipulation. Defendants and Palmisano, Jr. have also taken into account the uncertainty and risks inherent in any litigation, especially in complex cases like the Securities Cases. Defendants and Palmisano, Jr. have therefore determined that it is desirable and beneficial to them that the Securities Cases be settled in the manner and upon the terms and conditions set forth in the Settlement Stipulation.

³ Lead Counsel, on behalf of Lead Plaintiff and the Class, filed a class proof of claim in the OCA Chapter 11 bankruptcy proceeding so as to protect the rights of the Class to any potential distribution to which the Class may be entitled under any plan of reorganization consistent with the United States Bankruptcy Code (the "Bankruptcy Code"). In connection with OCA's Plan of Reorganization, the assets available for distribution were insufficient to pay senior creditors in full. Because the litigation claims of the Class against OCA were subject to statutory subordination under §510(b) of the Bankruptcy Code as claims in connection with the purchase of OCA equity securities, the Bankruptcy Code treats such securities fraud claims at the same level as holders of stock in OCA. Therefore, holders of equity securities and securities fraud claimants are not entitled to any recovery unless and until senior creditors are paid in full. As a result, the claims of the Class against OCA in the Chapter 11 proceeding, even if allowed, were not entitled to any distribution under OCA's approved Plan of Reorganization.

VI. TERMS OF THE PROPOSED SETTLEMENT

In full and complete settlement of the Released Claims, Defendants have agreed to pay \$6.5 million in cash. The Defendants shall cause the Settlement Amount to be paid on or before thirty (30) days following the date of the entry of the Preliminary Order, into the Escrow Account established for the Settlement Fund by Lead Counsel for the benefit of the Class Members; provided, however, that neither National Union nor XL shall be required to make any payment pursuant to the Settlement Stipulation until such company has received a release satisfactory to it executed by each of the Defendants and each other person or entity who is a defendant in either the Derivative Case or the OCAI Litigation, regardless of whether the thirty (30) days has elapsed.

Pursuant to the Settlement Stipulation, the Lead Counsel will establish a "Notice and Administration Fund" in the initial amount of \$175,000, which monies shall come from the Settlement Fund, to be used for reasonable out-of-pocket costs in connection with providing notice of the Settlement to the Class and for other reasonable out-of-pocket administrative expenses. Upon written agreement of the parties, or order of the Court, additional amounts may be transferred from the Settlement Fund to the Notice and Administration Fund.

In addition, as explained below, a portion of the Settlement Fund may be awarded by the Court to the Lead Counsel as attorneys' fees and for reimbursement of out-of-pocket expenses. The balance of the Settlement Fund (the "Net Settlement Fund") will be distributed according to the Plan of Allocation described below (or such Plan of Allocation as is approved by the Court) to Class Members who submit valid and timely Proof of Claim forms.

The Settlement Stipulation provides that Defendants may withdraw from and terminate the Settlement in the event that claimants who purchased in excess of a certain number of OCA shares exclude themselves from the Class.

VII. PLAN OF ALLOCATION

The Net Settlement Fund will be distributed to Class Members who submit valid, timely Proof of Claim forms ("Authorized Claimants") under the Plan of Allocation described below. The Plan of Allocation provides that you will be eligible to participate in the distribution of the Settlement Fund only if you have a net loss on all transactions in OCA during the Class Period.

The Plan of Allocation reflects an assessment of the damages that potentially could have been recovered and Lead Counsel's assessment of the likelihood of establishing liability for various portions of the Class Period.

The date of purchase or sale is the "contract" or "trade" date as distinguished from the "settlement" date.

For Class Members who held OCA publicly traded common stock at the beginning of the Class Period or made multiple purchases or sales during the Class Period, the first-in, first-out ("FIFO") method will be applied to such holdings, purchases and sales for purposes of calculating a claim. Under the FIFO method, sales of shares during the Class Period will be matched, in chronological order, first against shares held at the beginning of the Class Period. The remaining sales of shares during the Class Period will then be matched, in chronological order, against shares purchased during the Class Period.

A Class Member will be eligible to receive a distribution from the Net Settlement Fund only if a Class Member had a net loss, after all profits from transactions in OCA publicly traded common stock during the Class Period are subtracted from all losses. However, the proceeds from sales of securities which have been matched against securities held at the beginning of the Class Period will not be used in the calculation of such net loss. No distributions will be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

1. For shares of OCA common stock purchased between May 18, 2004 and March 17, 2005, inclusive and:
 - a) Held as of the close of trading on June 6, 2005, the Authorized Claimant's Recognized Claim shall be the lesser of: a) \$1.85 per share; or b) the difference between the purchase price per share and \$1.64 per share.⁴
 - b) Sold at a loss between March 18, 2005 and June 6, 2005, the Recognized Claim shall be the lesser of: a) \$0.31 per share; or b) the difference between the purchase price per share and the sales price per share.
 - c) Sold at a loss between June 7, 2005 and September 2, 2005, inclusive, the Recognized Claim shall be the lesser of: a) \$1.85 per share; or b) the difference between the purchase price per share and the sales price per share.
 - d) Sold prior to the close of trading on March 17, 2005, the Recognized Claim is \$0.00.

⁴ Pursuant to Section 21(D)(e)(1) of the Private Securities Litigation Reform Act of 1995, "in any private action arising under this title in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated." \$1.64 was the mean closing price of OCA common stock during the 90-day period beginning on June 7, 2005 and ending on September 2, 2005.

2. For shares of OCA common stock purchased between March 18, 2005 and June 6, 2005, inclusive and:
 - a) Held as of the close of trading on June 6, 2005, the Authorized Claimant's Recognized Claim shall be the lesser of: a) \$1.54 per share; or b) the difference between the purchase price per share and \$1.64 per share.
 - b) Sold at a loss between June 7, 2005 and September 2, 2005, inclusive, the Recognized Claim shall be the lesser of: a) \$1.54 per share; or b) the difference between the purchase price per share and the sales price per share.
 - c) Sold prior to the close of trading on June 6, 2005, the Recognized Claim is \$0.00.

Put Option Sales

For OCA put options sold (written) during the Class Period that expired unexercised, an Authorized Claimant's Recognized Claim shall be \$0.00.

No loss shall be recognized for OCA put options sold during the Class Period to offset (or close out) a long position in the same option that was purchased at any time prior to the sale.

1. For put options sold (written) between May 18, 2004 and March 17, 2005:
 - a) No claim will be recognized for OCA put options sold (written) between May 18, 2004 and March 17, 2005 which were not the obligation of the Authorized Claimant as of the close of trading on March 17, 2005.
 - b) For OCA put options sold (written) between May 18, 2004 and March 17, 2005 that were the obligation of the Authorized Claimant at the close of trading on March 17, 2005, the Authorized Claimant's Recognized Claim shall be the lesser of: 1) the difference, if a loss, between (x) the amount received for writing the put option and (y) the sum for which said put options were repurchased at a loss; or 2) \$0.31 per share covered by such put options if repurchased at a loss between March 18, 2005 and June 6, 2005; or 3) \$1.85 per share covered by such put options if repurchased at a loss after the close of trading on June 6, 2005.
 - c) For OCA put options sold (written) between May 18, 2004 and March 17, 2005 that were "put" to the Authorized Claimant (i.e. exercised by the holder), the Authorized Claimant's Recognized Claim shall be calculated as a purchase of common stock as shown above, and as if the sale of the put option were instead a purchase of OCA common stock on the date of the sale of the put option, and the "purchase price paid" shall be the strike price less the proceeds received on the sale of the put option.
2. For put options sold (written) between March 18, 2005 and June 6, 2005:
 - a) No claim will be recognized for OCA put options sold (written) between March 18, 2005 and June 6, 2005 which were not the obligation of the Authorized Claimant as of the close of trading on June 6, 2005.
 - b) For OCA put options sold (written) between March 18, 2005 and June 6, 2005 that were the obligation of the Authorized Claimant at the close of trading on June 6, 2005, the Authorized Claimant's Recognized Claim shall be the lesser of a) the difference, if a loss, between (x) the amount received for writing the put option and (y) the sum for which said put options were repurchased at a loss after the close of trading on June 6, 2005; or b) \$1.54 per share covered by such put options.
 - c) For OCA put options sold (written) between March 18, 2005 and June 6, 2005 that were "put" to the Authorized Claimant (i.e. exercised by the holder), the Authorized Claimant's Recognized Claim shall be calculated as a purchase of common stock as shown above, and as if the sale of the put option were instead a purchase of OCA common stock on the date of the sale of the put option, and the "purchase price paid" shall be the strike price less the proceeds received on the sale of the put option.

VIII. ORDER CERTIFYING A CLASS FOR PURPOSES OF SETTLEMENT

On October 17, 2008, the District Court certified the specified Class for settlement purposes only.

IX. PARTICIPATION IN THE SETTLEMENT

If you fall within the definition of the Class, you will remain a Class Member unless you elect to be excluded from the Class. If you do not request to be excluded from the Class, you will be bound by any judgment entered with respect to the settlement of the Securities Cases whether or not you file a Proof of Claim.

If you wish to remain a Class Member, you need do nothing (other than timely file a Proof of Claim and Release if you wish to participate in the distribution of the Net Settlement Fund). Your interests will be represented by Lead Counsel. If you choose, you may enter an appearance individually or through your own counsel at your own expense.

TO PARTICIPATE IN THE DISTRIBUTION OF THE NET SETTLEMENT FUND, YOU MUST TIMELY COMPLETE AND RETURN THE PROOF OF CLAIM AND RELEASE FORM THAT ACCOMPANIES THIS NOTICE. The Proof of Claim and Release must be postmarked on or before February 14, 2009, and delivered to the Claims Administrator at the address below. Unless the District Court orders otherwise, if you do not timely submit a valid Proof of Claim, you will be barred from receiving any payments from the Net Settlement Fund, but will in all other respects be bound by the provisions of the Settlement Stipulation and the Order and Final Judgment (“Judgment”).

X. EXCLUSION FROM THE SETTLEMENT CLASS

Each Member of the Class, certified for purposes of settlement only, shall be bound by all determinations and judgments in the Securities Cases concerning the settlement, whether favorable or unfavorable, unless such person shall mail, by first class mail, a written request for exclusion from the Class, postmarked no later than January 20, 2009, addressed to **OCA Securities Litigation Settlement EXCLUSIONS, c/o Analytics, Inc. Claims Administrator, P.O. Box 2002, Chanhassen, MN 55317-2002.** No person may exclude himself from the Class after that date. In order to be valid, a Request for Exclusion must state: (1) the name and address of the Person requesting exclusion; (2) the Person’s purchases and sales of OCA securities made during the Class Period, including the dates, the number of shares, and prices paid or received per share for each such purchase or sale; and (3) that the Person wishes to be excluded from the Class. Such Person should also include a contact telephone number. All Persons who submit valid and timely Requests for Exclusion in the manner set forth in this paragraph shall have no rights under the Settlement Stipulation, shall not share in the distribution of the Settlement Fund, and shall not be bound by the Settlement Stipulation or the Judgment.

XI. DISMISSAL AND RELEASES

If the Settlement contemplated by the Settlement Stipulation is approved by the District Court, Lead Counsel and Defendants’ Counsel shall jointly request that the District Court enter the Judgment. The Settlement is expressly conditioned upon, among other things, the entry of the Judgment.

The Judgment will provide that all Class Members who do not validly and timely request to be excluded from the Class shall be deemed to have released and forever discharged all Released Claims (to the extent members of the Class have such claims) against all Released Parties. The Judgment shall also provide that the Class Members shall be permanently barred and enjoined from instituting, commencing or prosecuting any and all claims, demands, rights, liabilities and causes of action, known or Unknown (as defined in the Settlement Stipulation), asserted or that might have been asserted by any Lead Plaintiff or member of the Class against Defendants and the Released Parties arising out of, based upon or related to their purchase of OCA securities during the Class Period and the facts alleged in the Securities Complaint.

XII. APPLICATION FOR FEES, EXPENSES AND AWARDS

At the Settlement Hearing, Lead Counsel will request the District Court to award attorneys’ fees of up to 30% of the settlement proceeds, plus reimbursement of expenses, presently not expected to exceed \$180,000, which were advanced in connection with the Securities Cases, plus interest thereon.

To date, Lead Counsel has not received any payment for their services in conducting the Securities Cases on behalf of Lead Plaintiff and the Class, nor has counsel been reimbursed for their out-of-pocket expenses. The fee requested by the Lead Counsel would compensate Lead Counsel for their efforts in achieving the Settlement Fund for the benefit of the Class, and for their risk in undertaking this representation on a contingency basis. Lead Counsel believes that the fee requested is within the range of fees awarded to plaintiffs’ counsel under similar circumstances in litigation of this type.

XIII. CONDITIONS FOR SETTLEMENT

The Settlement is conditioned upon the occurrence of certain events described in the Settlement Stipulation. Those events include, among other things: (1) entry of the Judgment by the District Court, as provided for in the Settlement Stipulation; (2) expiration of the time to appeal from or alter or amend the Judgment; and (3) the dismissal with prejudice of the Derivative Case and the OCAI Litigation. If, for any reason, any one of the conditions described in the Settlement Stipulation is not met, the Settlement Stipulation might be terminated and, if terminated, will become null and void (except as otherwise provided therein), and the parties to the Settlement Stipulation will be restored to their respective positions immediately prior to the execution of the Settlement Stipulation.

XIV. THE RIGHT TO BE HEARD AT THE HEARING

Any Class Member who has not validly and timely requested to be excluded from the Class, and who objects to any aspect of the Settlement, the Plan of Allocation, the adequacy of representation by Lead

Counsel, or the application for attorneys' fees, costs and expenses, may appear and be heard at the Settlement Hearing. Any such Person must submit and serve a written notice of objection, including a statement of the nature of the objection, to be received on or before January 20, 2009 by each of the following:

Clerk of the Court
U.S. District Court
Eastern District of Louisiana
500 Poydras Street, Room C-151
New Orleans, LA 70130

Joel B. Strauss
KAPLAN FOX &
KILSHEIMER, LLP
850 Third Avenue, 14th Floor
New York, New York 10022
telephone: (212) 687-1980
Lead Counsel in the Securities Cases

Paul R. Bessette
AKIN GUMP STRAUSS HAUER
& FELD LLP
300 West 6th Street, Suite 2100
Austin, TX 78701-3911
telephone: (512) 499-6200
facsimile: (512) 499-6290
*Attorneys for Defendants Bart
Palmisano, Sr. and David Verret*

The notice of objection must demonstrate the objecting Person's membership in the Class and the number of shares purchased and sold during the Class Period and contain a statement of the reasons for objection. Only members of a Class who have submitted written notices of objection in this manner will be entitled to be heard at the Settlement Hearing, unless the Court orders otherwise.

XV. SPECIAL NOTICE TO NOMINEES

If you hold OCA stock purchased during the Class Period as nominee for a beneficial owner, then, within ten (10) days after you receive this Notice, you must either: (1) send a copy of this Notice and the Proof of Claim by first class mail to all such Persons; or (2) provide a list of names and addresses of such Persons to the Claims Administrator:

**OCA Securities Litigation Settlement
c/o Analytics, Inc. Claims Administrator
P.O. Box 2002
Chanhassen, MN 55317-2002**

866-233-0122 www.OCAsecuritieslitigation.com

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and Proof of Claim and which would not have been incurred but for the obligation to forward the Notice and Proof of Claim, upon submission of appropriate documentation to the Claims Administrator.

XVI. EXAMINATION OF PAPERS

This Notice is a summary and does not describe all of the details of the Settlement Stipulation. For full details of the matters discussed in this Notice, you may review the Settlement Stipulation filed with the District Court, which may be inspected during business hours, at the office of the Clerk of the Court, United States District Court for the Eastern District of Louisiana, 500 Poydras Street, Room C-151, New Orleans, LA 70130.

If you have any questions about the Settlement of the Securities Cases, you may write to Lead Counsel in the Securities Cases:

KAPLAN FOX & KILSHEIMER LLP
Joel B. Strauss
850 Third Avenue, 14th Floor
New York, NY 10022
www.kaplanfox.com

DO NOT CONTACT THE COURT REGARDING THIS NOTICE.

DATED: October 17, 2008

BY ORDER OF THE UNITED STATES
DISTRICT COURT FOR THE
EASTERN DISTRICT OF LOUISIANA