

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

Before the Court is Lead Plaintiff Samuel Boodman's Motion for Preliminary Approval of Settlement and Certification of Settlement Class. For the reasons specified in an order issued in conjunction herewith, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure and for the purposes of settlement only, the Securities Cases which are part of this action are hereby preliminary certified as a class action on behalf of 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 Bart 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. Also excluded from the class are any putative class members who exclude themselves by filing a timely, valid request for exclusion.

2. The Court finds, for the purposes of settlement only, that the prerequisites for a class action under Rules 23(a) and (b)(3) of the Federal Rules of Civil Procedure have been satisfied in that: (a) the number of class members is so numerous that joinder of all members of the class is impracticable; (b) there are questions of law and fact common to each member of the class; (c) the claims of the Lead Plaintiff are typical of the claims of the class he seeks to represent; (d) the Lead Plaintiff will fairly and adequately represent the interests of the class; (e) the questions of law and fact common to the members of the class predominate over any questions affecting only individual members of the class; and (f) a class action is superior to other available methods for the fair and efficient adjudication of the controversy. The reasons for this ruling are contained in the separate order issued simultaneously with this one.

3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, Samuel Boodman is appointed as the Lead Plaintiff and Kaplan Fox & Kilsheimer is appointed as the Lead Counsel for the class.

4. Analytics, Inc. is hereby appointed as the Claims Administrator for the settlement.

5. A hearing pursuant to Federal Rule of Civil Procedure 23(e) is hereby scheduled to be held before the Court on **February 10, 2009**, for the following purposes:

(a) to determine whether the settlement is fair, reasonable, and adequate, and should be approved by the Court;

(b) to determine whether the Order and Final Judgment as provided under the Settlement Stipulation should be entered, dismissing the Securities Complaint, on the merits and with prejudice, and to determine whether the release by the class of the released parties, as set forth in the Settlement Stipulation, should be ordered;

(c) to determine whether the proposed allocation plan for the proceeds is fair and reasonable and should be approved by the Court;

(d) to consider the application of Lead Counsel for an award of attorneys' fees and expenses; and

(e) to rule upon such other matters as the Court may deem appropriate.

6. The Court can approve the Settlement with or without modification and with or without further notice of any kind. The Court can enter its Order and Final Judgment approving the Settlement Stipulation and dismissing the Securities Complaint, on the merits and with prejudice, regardless of whether it has approved the allocation plan or awarded attorneys' fees and

expenses.

7. The Court approves the form, substance and requirements of (a) the Notice of Pendency of Class Action and Proposed Settlement and (b) the Proof of Claim and Release form.

8. Lead Counsel has the authority to enter into the Settlement Stipulation on behalf of the class and is authorized to act on behalf of the members of the class with respect to all acts or consents required by or that may be given pursuant to the Settlement Stipulation or such other acts that are reasonably necessary to consummate the settlement.

9. Lead Counsel shall cause the Notice and the Proof of Claim, approved by this Court, to be mailed, by first class mail, postage prepaid, **within 21 calendar days** of the entry of this Order, to all class members who can be identified with reasonable effort by Lead Counsel.

10. The last date for class members to submit completed Proof of Claim forms with the documentation required by the settlement agreement is **120 days** from the entry of this Order, unless otherwise extended by this Court.

11. Lead Counsel are authorized to establish a Notice and Administration Fund (as defined in the Settlement Stipulation) of \$175,000 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.

12. Any and all issuers, securities firms or transfer agents holding transfer records for OCA securities are hereby ordered to produce such transfer records in a usable electronic format to Lead Counsel or their designated agent within 14 calendar days of receipt of a copy of this Order.

13. Lead Counsel or their designated agent shall also make reasonable efforts to give notice to nominee owners such as brokerage firms and other persons or entities who purchased OCA securities during the Class Period. Such nominee purchasers are directed to forward copies of the Notice and Proof of Claim to their beneficial owners or to provide the Claims Administrator with lists of the names and addresses of the beneficial owners. The Claims Administrator is ordered to send the Notice and Proof of Claim promptly to such beneficial owners. Additional copies of the Notice shall be made available to any record holder requesting it for the purpose of distribution to beneficial owners, and such record holders shall be reimbursed from the Settlement Fund, upon receipt by the Claims Administrator of proper documentation, for the reasonable expense of sending the Notice and Proof of Claim to beneficial owners. Lead Counsel shall, at or before the hearing, provide the Court and

defendants' counsel with proof of mailing of the Notice and Proof of Claim forms.

14. The Court approves the form of the Summary Notice and directs that Lead Counsel shall cause this notice to be published in the *Wall Street Journal* and electronically published in the *PR Newswire* within 14 calendar days of the mailing of the Notice. Lead Counsel shall, at or before the hearing, provide the Court and defendants' counsel with proof of publication of the summary notice.

15. The Court finds that the form and method of notice meet the requirements of due process, Rule 23 of the Federal Rules of Civil Procedure, and the Private Securities Litigation Reform Act, 15 U.S.C. § 78u-4(a)(7).

16. Class members shall be bound by all determinations and judgments in the case, whether favorable or unfavorable, unless such persons request exclusion from the class in a timely and proper manner, as hereinafter provided. A class member who wishes to be excluded shall mail the request in written form, by first class mail, postage prepaid, and postmarked **no later than 21 days** before the settlement fairness hearing, to the Post Office Box address listed in the Notice. A request for exclusion shall clearly indicate the name and address of the person seeking exclusion, that the sender specifically requests to be excluded from the class, and must be signed by such person. Such persons

requesting exclusion are also required to specify all purchase of the relevant OCA securities during the Class Period, including the number and price of the shares purchased, the number and price of shares sold during the Class Period, and the date of each purchase or sale. It is also requested that such persons provide their telephone number or other contact information. The request for exclusion shall not be effective unless the request provides the required information and is made in a timely manner, unless the exclusion is otherwise accepted by the Court.

17. Class members requesting exclusion from the class shall not be entitled to receive any payment out of the Net Settlement Fund as described in the Settlement Stipulation and Notice.

18. The Court will consider comments and/or objections to the Settlement, the allocation plan, or the award of attorneys' fees and reimbursement of expenses only if such comments or objections and any supporting papers are served **at least 21 calendar days** prior to the settlement fairness hearing upon each of the following:

Joel B. Strauss
Kaplan Fox & Kilsheimer, LLP
850 Third Avenue, 14th Floor
New York, New York 10022
telephone: (212) 687-1980
fax: (212) 687-7714

Paul R. Bessette
Akin Gump Strauss Hauer & Feld LLP
300 West 6th Street, Suite 2100
Austin, TX 78701-3911
telephone: (512) 499-6200
fax: (512) 499-6290

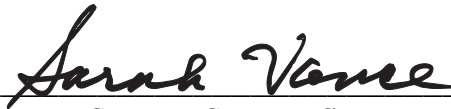
and the objector has filed the objections with the Clerk of the Court, U.S. District Court, Eastern District of Louisiana, 500 Poydras Street, New Orleans, LA 70130. Attendance at the hearing is not necessary, but persons who wish to be heard orally in opposition to the approval of the Settlement, the allocation plan, and/or Lead Counsel's request for attorneys' fees are required to indicate in their written objections their intention to appear at the hearing. Persons who intend to object and desire to present evidence at the hearing must include in their written objections the identity of any witnesses they intend to call to testify and exhibits they intend to introduce into evidence at the hearing. Class members do not need to appear at the hearing or take any other action to indicate their approval.

19. Unless otherwise ordered by this Court, any class member who does not object in the manner prescribed above shall be deemed to have waived all such objections and shall forever be

foreclosed from making any objection to the fairness, adequacy or reasonableness of the settlement, the Order and Final Judgment approving the settlement, the allocation plan, or Lead Counsel's application for an award of attorneys' fees and reimbursement of expenses.

20. All papers in support of the settlement, allocation plan, and any application for attorneys' fees or expenses shall be filed and served **21 calendar days** before the settlement fairness hearing.

New Orleans, Louisiana, this 17th day of October, 2008

A handwritten signature in black ink that reads "Sarah S. Vance". The signature is written in a cursive style and is positioned above a horizontal line.

SARAH S. VANCE
UNITED STATES DISTRICT JUDGE