

SECURITIES AND EXCHANGE COMMISSION

Self-Regulatory Organizations; Order Granting Application to Strike from Listing and Registration on the New York Stock Exchange, Inc. (OCA Inc., Common Stock, \$.01 par value) File No. 1-13457

February 14, 2006

On February 3, 2006, the New York Stock Exchange, Inc. ("NYSE" or "Exchange") filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(c) thereunder,² to strike the common stock, \$.01 par value ("Security"), of OCA, Inc. ("Company") from listing and registration on NYSE.

NYSE Rule 499 states that securities admitted to the list may be suspended from dealings or removed from the list at any time. In addition, Section 802.01D of the Exchange's Listed Company Manual states, in part, that the Exchange is not limited by the criteria set forth in this section. Rather, the Exchange may make an appraisal of, and determine on an individual basis, the suitability for continued listing of an issue in light of all pertinent facts whenever it deems such action appropriate, even though a security meets or fails to meet any enumerated criteria. Other factors which may lead to a company's delisting include: (i) the failure of a company to make timely, adequate, and accurate disclosures of information to its shareholders and the investing public; (ii) failure to observe good accounting practices in reporting of earnings and financial position; (iii) other conduct not in keeping with sound public policy; (iv) unsatisfactory financial conditions and/or operating results; (v) inability to meet current debt obligations or to adequately finance operations; or (vi) any other event or condition which may exist or occur that

¹ 15 U.S.C. 78j(d).

² 17 CFR 240.12d2-2(c).

makes further dealings or listing of the securities on the Exchange inadvisable or unwarranted in the opinion of the Exchange.

In addition, subsection 802.01E of the Listed Company Manual provides that if a company that fails to file its annual report with the Commission in a timely manner, the Exchange may suspend trading in any securities immediately if the Exchange deems Exchange deems it necessary or appropriate in the public interest or for the protection of investors.

In the opinion of NYSE, the Security is no longer suitable for continued listing and trading on NYSE. Prior to the opening of trading on November 2, 2005, NYSE commenced a trading halt pending the announcement of material news by the Company. The Security had closed at \$0.93 on November 1, 2005. The suspension decision was reached in view of the November 7, 2005 news announcements that the Company announced its independent auditor had resigned. In a letter by the auditor, dated November 1, 2005, the auditor stated that it believed that the Company had not taken timely and appropriate remedial actions in response to the discovery of potential illegal acts at the Company related to alleged alterations of records provided to the Company's contract internal auditors, current independent registered public accountants, and prior independent accountants from January 2000 through May 2005, which alleged alterations were disclosed in a Form 8-K filed by the Company with the Commission on June 7, 2005. The auditor further stated that it believed such failure compromised the ability to complete a thorough and independent investigation into these alleged illegal acts. The Exchange noted from the filing that the Company took serious issue with the propriety of the auditor's letter because of, among other things, procedural concerns and certain characterizations of remedial actions.

On November 4, 2005, in a Form 8-K filing, the Company announced that Hurricanes Katrina, Rita, and Wilma and other recent events had placed constraints on the Company's cash

flows and it had addressed those constraints by discontinuing funding of non-core operations and more actively managing cash on a daily basis. The Company's waiver from its lenders expired on October 31, 2005, and at present no extension had been granted. The Company's lenders reserve the right to accelerate the debt, demand payment, and exercise other remedies in the credit agreement. The Company had announced previously in June 2005 that it identified certain errors in its calculation of patient receivables reported during 2004. Due to these errors, the audit committee of the Company's Board of Directors ("Board") concluded that the financial statements included in the Company's quarterly reports on Form 10-Q for each of the first, second, and third quarters of 2004 should no longer be relied upon and must be restated.

The Board also appointed a special committee of the Board ("Special Committee") to review certain journal entries recorded in the Company general ledger, the circumstances in which they originated, and their impact on the Company's financial statements. The Company had identified certain journal entries that it believed were entered into the revenue, fixed assets and intangible asset, accounts in the Company's general ledger during 2000 and 2001 in error. The Special Committee had appointed independent counsel and certain independent accounting advisors to investigate. The initially appointed independent counsel resigned in November and has been replaced by new counsel. In addition, the Exchange notes that the Company has not filed its Form 10-K for the fiscal year ended December 31, 2004, or any of its quarterly reports for fiscal 2005. The Company has informed the Exchange that the Company does not believe that it will be able to file its December 31, 2004 Form 10-K during the allowable nine-month period from the filing due date in accordance with the Exchange's requirements. The Exchange has determined that because of the continued uncertainty regarding the timing and ability of the Company to complete its investigation, restatement, audit, and filings, an additional trading period is not appropriate.

On November 8, 2005, the Exchange determined that the Security should be suspended immediately from trading, and directed the preparation and filing of this application with the Commission for the withdrawal of the Security from listing and registration on the Exchange. The Company was notified by letter on November 8, 2005.

On November 22, 2005, the Exchange received a letter from the Company requesting a hearing before the Exchange's Board of Directors' Committee for Review ("Committee") regarding the delisting of the Security. On January 6, 2006, the Committee issued a decision that affirmed the determination of the Exchange's to delist the Security.

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that NYSE's application be, and it hereby is, granted, effective at the opening of business on February 15, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.³

Nancy M. Morris
Secretary

³ 17 CFR 200.30-3(a)(1).