

PRESS RELEASE:

AP Capital Partners Acquires ZeroChaos

January 28, 2005 - Orlando, FL. AP Capital Partners announced today that it successfully completed the asset purchase of ZeroChaos, Inc., (www.zerochaos.com) in December 2004 from Co-Advantage Holdings, a leading human capital management organization based in Orlando, Florida.

“We are excited by the prospects for ZeroChaos,” said Richard Powell, Co-founder and Managing Partner of AP Capital Partners. “Not only is ZC an Inc. 500 company, but Harold Mills and his management team have the strategic plan and infrastructure in place to continue the growth while providing excellent service and driving significant value to their Blue Chip clients”. Upon acquisition, ZeroChaos became one of the fastest growing business enterprises in the US.

“We could not have found better financial partners than APCP,” explains Harold Mills, CEO of ZeroChaos. With its unique business model, ZeroChaos is pioneering the way Fortune 1000 companies acquire and manage contract labor. ZeroChaos’ web-enabled solutions, highly automated processes, and lower cost infrastructure enable the firm to become a true partner that provides cost savings, seamless service delivery, and risk mitigation. Major clients include Bank of America, IBM, EDS, Bell South, Northrop Grumman and many others.

“ZeroChaos provides a strong base from which to build a remarkable enterprise in the HRO [Human Resource Outsourcing] industry,” explains Frantz Alphonse, Co-Founder and Managing Partner of AP Capital Partners. The firm reports that both seller and management hold meaningful stakes in the enterprise. AP Capital Partners partnered with Banyan Mezzanine Fund and Harbinger Mezzanine Capital who provided the subordinated debt, while PNC Bank provided senior debt financing.

About AP Capital Partners

AP Capital Partners is a private equity firm that undertakes long-term assignments in exceptional enterprises. The Firm's goals are to dramatically improve financial performance, deliver best-in-class products and services, and create fulfilling work environments for employees. APCP delivers strong relationships, a true partnership approach and effective execution to outstanding middle-market enterprises. The APCP team currently includes highly successful financiers, institutional investors, and entrepreneurs from firms such as Bear Stearns, Merrill Lynch, Citigroup, Weston Presidio, Fidelity Investments, AIC Ltd., Microsoft, Ford, GE and others. For additional information, please visit www.apcpartners.com