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For AP Capital Partners

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**AP Capital Partners Announces Acquisition by Portfolio
Company; ZeroChaos Acquires FlexCorp Systems**

*ZeroChaos now Top 50 in Human Resources Market and Top 3
Diversity-Owned Human Resources Companies*

Orlando, Florida – February 6, 2006 – AP Capital Partners (APCP), a private equity firm that takes long-term assignments in exceptional enterprises, today announced that ZeroChaos, one of its portfolio companies, has completed the strategic acquisition of New York-based FlexCorp Systems. Financial deal terms were not disclosed.

The acquisition represents the union of two of the fastest-growing private companies in the U.S. – ZeroChaos was recently ranked #71 on the 2005 Inc. 500 list, and FlexCorp ranked # 119. By adding FlexCorp's strategic payrolling and staffing technology solutions into its portfolio, ZeroChaos strengthens its market leadership position in providing innovative contractor staffing solutions - adding 20 Fortune 500 customers, \$80 million in revenues and increasing its headcount to over 4,000 employees. Additionally, this transaction creates one of the largest, fastest growing, and most financially stable diversity-owned enterprises in the nation.

ZeroChaos, based in Orlando, is a recognized leader in contingent labor management solutions for Fortune 1000 firms, and grew in excess of 100% in 2005 with revenues exceeding \$174 million. The company's unique approach to helping customers source and manage contract talent has produced impressive results for clients including EDS, Bank of America, Accenture, IBM and Nokia.

FlexCorp Systems, headquartered in New York City, is a provider of strategic payrolling and management solutions for the independent contractor workforce. Their client list includes Fortune 1000 companies in the financial services, energy and healthcare markets. FlexCorp Systems will continue to operate in New York, as "A ZeroChaos Company."

APCP provides more than just capital to outstanding middle-market enterprises. Partners Richard M. Powell and Frantz E. Alphonse have crafted a unique and differentiated investment model built on focus and patience, a true partnership approach and effective execution. Industries of particular interest include financial services, healthcare, energy and business services. AP Capital Partners acquired ZeroChaos in December 2004,

"It's been very gratifying to work with ZeroChaos as it grows into an extraordinary success story," said Frantz Alphonse, Managing Partner of APCP. "From partnering with Harold Mills as CEO, to aiding in the repositioning of products and technology, to helping structure the deal with FlexCorp Systems, AP Capital Partners has been actively involved in the growth of ZeroChaos. The potential is tremendous for all parties and we look forward to seeing what the future brings for ZeroChaos." "We are very pleased to be involved in the development of a highly successful company like ZeroChaos and this acquisition will provide a strategic advantage in helping Fortune 1000 companies to maximize their human capital investments. We anticipate continued innovations and momentum for the company," added Richard Powell, Managing Partner of APCP. APCP reports that it is aggressively pursuing new investment opportunities.

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

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