

## Zero Announces Acquisition (Subsidization) of Driver Staff Co., Ltd.

September 30, 2008

Company name: ZERO CO., LTD.

Code No: 9028

Tokyo Stock Exchange (Second Section)

(URL <http://www.zero-group.co.jp/>)

Representative: CEO & President

Yoshi Iwashita

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The Company resolved to acquire the shares of Driver Staff Co., Ltd. (hereinafter referred to as Driver Staff) and subsidize it as follows at the Board of Directors' Meeting held on September 30, 2008.

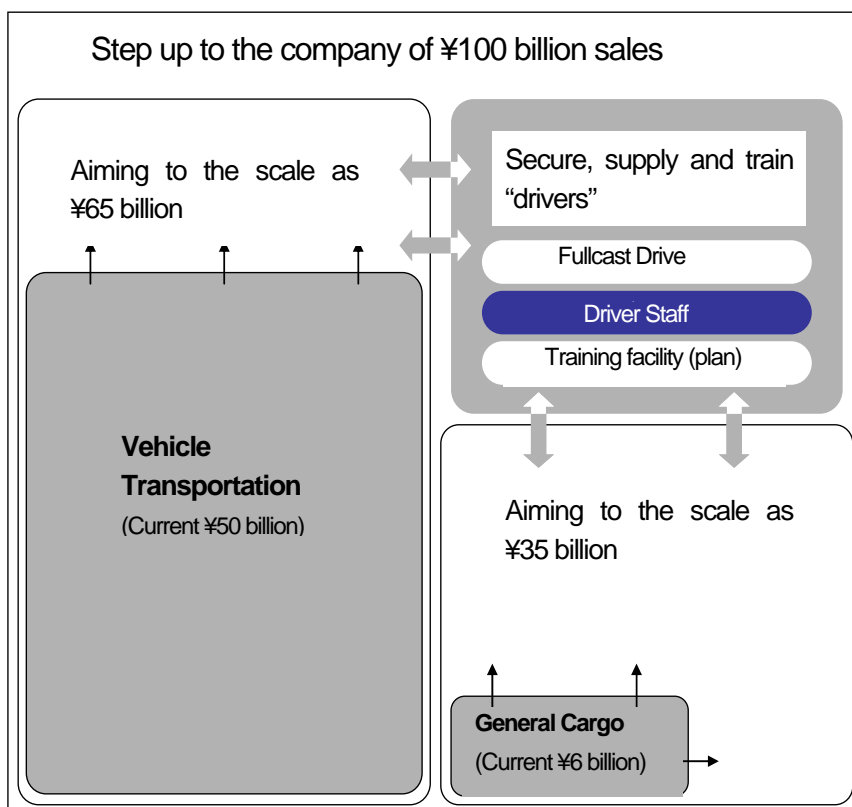
### 1. Purpose of acquisition of shares

Since the Company became independent from Nissan Motor Co., Ltd. through a management buyout (MBO) in May, 2001, ZERO Group (the "Group") has aimed to become a leading industrial group by expanding the vehicle transportation business as its core business and also proactively entering into the general cargo business as its new business. The key for its strategy is "drivers", which is the Group's managerial resources.

To educate personnel and supply them to the society is an important task for a business organization and its role is to be even larger especially in Japan where the nation's birthrate is rapidly declining. The Company established a temporary staffing company specialized in drivers and subsidized it. This was based on the policy that "stable securement and supply" and "flexible operation" of drivers are not only essential to the Group's strategy, but also contributable to the logistics industry and the society.

Driver Staff Group wholly owned by Driver Staff undertakes operations management of vehicles owned by customers, especially private companies and public offices. They have made the flexible operations possible by recruiting many drivers. To take this business into the Group's business range was judged to be part of the Group's strategy as "stable securement and supply of drivers".

Moreover, a high profit-earning capacity which Driver Staff Group has and sharing infrastructures and know-how which both groups own would generate a synergistic effect and it would strengthen each other's business foundations and profit foundations. Thus, the Company decided to acquire Driver Staff.



**2 . Corporate profile of the company to be subsidized**

<b>Company name</b>	<b>Driver Staff Co., Ltd.</b>
<b>Representative</b>	<b>Naoki Ito, President and CEO</b>
<b>Location of head office</b>	<b>1-13-19 Kyomachibori, Nishi-ku, Osaka</b>
<b>Date of establishment</b>	<b>December 14, 1998</b>
<b>Business activities</b>	<b>Holding company Operating company is stated below.</b>
<b>Fiscal year end</b>	<b>November 30</b>
<b>Number of employees</b>	<b>-</b>
<b>Main office</b>	<b>Osaka H/O</b>
<b>Paid-in capital</b>	<b>¥303,300,000</b>
<b>Total number of shares issued</b>	<b>86 shares</b>
<b>Component ratio of shareholders</b>	<b>100% by Auto Business Renovation Fund LLP, No.2</b>

### 3 . Corporate profile of Driver Staff Group

**[Japan Relief Co., Ltd.] Practically operate the business**

Company name	Japan Relief Co., Ltd.
Representative	Naoki Ito, President and CEO
Location of head office	1-13-19 Kyomachibori, Nishi-ku, Osaka
Date of establishment	April 8, 1994
Business activities	Operations management of private automobile
Fiscal year end	December 31
Number of employees	2,669 as of the end of June, 2008
Main office	Osaka H/O, Osaka branch, Tokyo branch, Nagoya branch, Shiga branch and Fukuoka branch
Paid-in capital	¥83,124,775
Total number of shares issued	1,509 shares
Component ratio of shareholders	100% owned by Driver Staff Co., Ltd.

**[Naf System Co., Ltd.]**

Company name	Naf System Co., Ltd.
Representative	Naoki Ito, President and CEO
Location of head office	6-8-10 Fukushima, Fukushima-ku, Osaka
Date of establishment	July 1, 2005
Business activities	Dormant corporation
Fiscal year end	June 30
Number of employees	-
Main office	Osaka H/O
Paid-in capital	¥3,000,000
Total number of shares issued	60 shares
Component ratio of shareholders	100% owned by Driver Staff Co., Ltd.

#### 4 . Operating performance of the recent fiscal year

Unit: thousand yen

	Driver Staff	
	Year ended Nov. 2006	Year ended Nov. 2007
Sales	543,575	6,371
Gross profit on sales	67,833	6,446
Operating profit	20,296	-53,984
Ordinary profit	25,066	-52,437
Net profit	15,863	-75,004
Total assets	247,510	2,586,575
Net assets	170,324	603,377
Dividend per share	-	-

Unit: thousand yen

	Japan Relief		Naf System	
	Year ended Dec. 2006	Year ended Dec. 2007	Year ended Jun. 2006	Year ended Jun. 2007
Sales	4,049,349	4,890,077	170,324	108,834
Gross profit on sales	1,078,194	1,558,032	34,896	17,182
Operating profit	214,408	441,601	1,327	688
Ordinary profit	314,429	528,524	1,537	719
Net profit	175,429	-52,196	937	548
Total assets	1,667,062	1,783,918	21,326	7,346
Net assets	863,535	807,705	3,937	4,486
Dividend per share	-			-

Japan Relief is the one which performs actual operations.

#### 5 . Seller of shares

[Outline of fund]

(1)	Company name	Auto Business Renovation Fund LLP, No.2
(2)	Form	Fund Limited Liability Partnership based on the laws regarding Fund Limited Liability Partnership Agreement
(3)	Unlimited liability partner	Nikko antfactory K.K. Sumisho Auto Investment Co., Ltd.

[Outline of unlimited liability partner : Nikko antfactory K.K.]

(1)	Company name	Nikko antfactory K.K.
(2)	Location	5th Floor Tokio Marine Nichido Building Shinkan, 1-2-1 Marunouchi, Chiyoda-ku, Tokyo
(3)	Representative	Kazunori Ozaki, Chairman and CEO
(4)	Main business	Buyout, Venture Capital Investment, Secondary Private Equity Investment and Fund Management

[Outline of unlimited liability partner : Sumisho Auto Investment Co., Ltd.]

(1)	Company name	Sumisho Auto Investment Co., Ltd.
(2)	Location	Harumi Island Triton Square Office Tower Y, 1-8-11 Harumi, Chuo-ku, Tokyo
(3)	Representative	Seiji Ogawa, President
(4)	Main business	Private Equity Investment and related businesses

**6 . Number of shares acquired and ownership percentage**

(1) Number of shares held before share purchase: 0 shares (Ownership percentage: 0.00%, Number of voting rights: 0)

(2) Number of shares purchased: 86 shares (Number of voting rights: 86)

(3) Number of shares held after share purchase: 86 shares (Ownership percentage: 100.0%, Number of voting rights: 86)

**7 . Schedule**

Resolution at the Board of Directors' Meeting: September 30, 2008

Signing of share sales agreement: September 30, 2008

Transfer of shares (scheduled): By October 31, 2008

**8 . Future outlook**

Impact upon the consolidated forecasts for the year ending June, 2009 by the transition of this subsidiary shall be disclosed as soon as fixed.

End of document