

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended September 30, 2014

Or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Transition Period From _____ to _____



CROSS COUNTRY HEALTHCARE, INC.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
Incorporation or organization)*

0-33169

*Commission
file number*

13-4066229

*(I.R.S. Employer
Identification Number)*

**6551 Park of Commerce Blvd, N.W.
Boca Raton, Florida 33487**

(Address of principal executive offices)(Zip Code)

(561) 998-2232

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller Reporting Company

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The registrant had outstanding 31,254,964 shares of Common Stock, par value \$0.0001 per share, as of October 31, 2014.

INFORMATION RELATING TO FORWARD-LOOKING STATEMENTS

In addition to historical information, this Form 10-Q contains statements relating to our future results (including certain projections and business trends) that are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and are subject to the “safe harbor” created by those sections. Words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates”, “suggests”, “seeks”, “will” and variations of such words and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. These factors include, but are not limited to, the following: our ability to attract and retain qualified nurses, physicians and other healthcare personnel, costs and availability of short-term housing for our travel healthcare professionals, demand for the healthcare services we provide, both nationally and in the regions in which we operate, the functioning of our information systems, the effect of existing or future government regulation and federal and state legislative and enforcement initiatives on our business, our clients’ ability to pay us for our services, our ability to successfully implement our acquisition and development strategies including our ability to successfully integrate acquired businesses and realize synergies from such acquisitions, the effect of liabilities and other claims asserted against us, the effect of competition in the markets we serve, our ability to successfully defend the Company, its subsidiaries, and its officers and directors on the merits of any lawsuit or determine its potential liability, if any, and other factors set forth in Item 1.A. “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013, as filed and updated in our Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission.

Although we believe that these statements are based upon reasonable assumptions, we cannot guarantee future results and readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management’s opinions only as of the date of this filing. There can be no assurance that (i) we have correctly measured or identified all of the factors affecting our business or the extent of these factors’ likely impact, (ii) the available information with respect to these factors on which such analysis is based is complete or accurate, (iii) such analysis is correct or (iv) our strategy, which is based in part on this analysis, will be successful. The Company undertakes no obligation to update or revise forward-looking statements.

All references to “the Company”, “we”, “us”, “our”, or “Cross Country” in this Quarterly Report on Form 10-Q mean Cross Country Healthcare, Inc., and its consolidated subsidiaries.

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SEPTEMBER 30, 2014

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CROSS COUNTRY HEALTHCARE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in thousands)

	September 30, 2014 (Unaudited)	December 31, 2013
Assets		
Current assets:		
Cash and cash equivalents	\$ 7,732	\$ 8,055
Accounts receivable, less allowance for doubtful accounts of \$2,303 in 2014 and \$1,651 in 2013	108,506	60,750
Income taxes receivable	792	538
Prepaid expenses	8,385	6,163
Insurance recovery receivable	4,611	3,886
Indemnity escrow receivable	—	3,750
Other current assets	1,072	793
Total current assets	131,098	83,935
Property and equipment, net of accumulated depreciation of \$46,538 in 2014 and \$44,779 in 2013	12,350	6,170
Trade names, net	48,201	42,301
Goodwill, net	91,109	77,266
Other identifiable intangible assets, net	34,818	26,198
Debt issuance costs, net	1,310	464
Non-current insurance recovery receivable	16,867	10,914
Non-current security deposits	715	997
Total assets	\$ 336,468	\$ 248,245
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 19,129	\$ 10,272
Accrued compensation and benefits	34,012	19,148
Current portion of long-term debt and capital lease obligations	4,607	8,483
Sales tax payable	2,718	2,404
Deferred tax liabilities	638	535
Other current liabilities	4,441	4,063
Total current liabilities	65,545	44,905
Long-term debt and capital lease obligations	60,751	93
Non-current deferred tax liabilities	19,535	16,849
Long-term accrued claims	32,546	18,303
Long-term deferred purchase price	2,424	—
Long-term unrecognized tax benefits	1,487	4,013
Other long-term liabilities	4,147	3,415
Total liabilities	186,435	87,578
Commitments and contingencies		
Stockholders' equity:		
Common stock	3	3
Additional paid-in capital	247,038	246,325
Accumulated other comprehensive loss	(1,075)	(970)
Accumulated deficit	(96,257)	(84,691)
Total Cross Country Healthcare stockholders' equity	149,709	160,667
Non-controlling interest	324	—
Total stockholders' equity	150,033	160,667
Total liabilities and stockholders' equity	\$ 336,468	\$ 248,245

See accompanying notes to the condensed consolidated financial statements

CROSS COUNTRY HEALTHCARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited, amounts in thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Revenue from services	\$ 188,944	\$ 108,048	\$ 429,691	\$ 329,132
Operating expenses:				
Direct operating expenses	141,667	79,864	319,528	244,234
Selling, general and administrative expenses	40,858	25,504	99,480	79,172
Bad debt expense	257	215	721	769
Depreciation	1,005	890	2,796	2,952
Amortization	1,011	552	2,580	1,684
Acquisition and integration costs	2,383	—	5,425	—
Restructuring costs	—	109	755	484
Legal settlement charge	—	—	—	750
Total operating expenses	187,181	107,134	431,285	330,045
Income (loss) from operations	1,763	914	(1,594)	(913)
Other expenses (income):				
Foreign exchange (gain) loss	(11)	(53)	63	(154)
Interest expense	1,832	190	2,376	634
Change in fair value of convertible note derivative liability	7,308	—	7,308	—
Loss on early extinguishment and modification of debt	—	—	—	1,419
Other (income) expense, net	(51)	(32)	3	(83)
(Loss) income from continuing operations before income taxes	(7,315)	809	(11,344)	(2,729)
Income tax expense (benefit)	169	(644)	104	(1,401)
(Loss) income from continuing operations	(7,484)	1,453	(11,448)	(1,328)
(Loss) income from discontinued operations, net of income taxes	—	(539)	—	1,943
Net (loss) income	(7,484)	914	(11,448)	615
Less: Net income attributable to non-controlling interest in subsidiary	118	—	118	—
Net (loss) income attributable to Cross Country Healthcare, Inc.	\$ (7,602)	\$ 914	\$ (11,566)	\$ 615
Basic (loss) income per common share from:				
Continuing operations	\$ (0.24)	\$ 0.05	\$ (0.37)	\$ (0.04)
Discontinued operations	—	(0.02)	—	0.06
Net (loss) income attributable to Cross Country Healthcare, Inc.	\$ (0.24)	\$ 0.03	\$ (0.37)	\$ 0.02
Diluted (loss) income per common share from:				
Continuing operations	\$ (0.24)	\$ 0.05	\$ (0.37)	\$ (0.04)
Discontinued operations	—	(0.02)	—	0.06
Net (loss) income attributable to Cross Country Healthcare, Inc.	\$ (0.24)	\$ 0.03	\$ (0.37)	\$ 0.02
Weighted average common shares outstanding:				
Basic	31,245	31,085	31,165	30,984
Diluted	31,245	31,161	31,165	30,984

See accompanying notes to the condensed consolidated financial statements

CROSS COUNTRY HEALTHCARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
(Unaudited, amounts in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Net (loss) income	\$ (7,484)	\$ 914	\$ (11,448)	\$ 615
Other comprehensive (loss) income, before tax:				
Foreign currency translation adjustments	(34)	(128)	58	(413)
Reclassification of currency translation adjustments related to sale of clinical trial services business (see Note 5 - Comprehensive (Loss) Income)	—	—	—	2,337
Other comprehensive (loss) income, before tax	(34)	(128)	58	1,924
Income tax (benefit) expense related to items of other comprehensive income	—	(47)	162	(176)
Other comprehensive (loss) income, net of tax	(34)	(81)	(104)	2,100
Comprehensive (loss) income	(7,518)	833	(11,552)	2,715
Less: Net income attributable to non-controlling interest in subsidiary	118	—	118	—
Comprehensive (loss) income attributable to Cross Country Healthcare, Inc.	<u>\$ (7,636)</u>	<u>\$ 833</u>	<u>\$ (11,670)</u>	<u>\$ 2,715</u>

See accompanying notes to the condensed consolidated financial statements

CROSS COUNTRY HEALTHCARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, amounts in thousands)

	Nine Months Ended September 30,	
	2014	2013
Operating activities		
Net (loss) income	\$ (11,448)	\$ 615
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Depreciation	2,796	2,952
Amortization	2,580	1,684
Bad debt expense	721	774
Loss on early extinguishment and modification of debt	—	1,419
Deferred income tax expense	2,637	2,195
Amortization of debt issuance costs	206	176
Amortization of debt discount	384	—
Change in fair value of convertible note derivative liability	7,308	—
Equity compensation	958	1,635
Gain on sale of clinical trial services business	—	(4,014)
Other non-cash costs	99	—
Changes in operating assets and liabilities:		
Accounts receivable	(11,201)	5,322
Other assets	267	(940)
Income taxes	(3,755)	(1,651)
Accounts payable and accrued expenses	3,242	(338)
Other liabilities	2,150	1,730
Net cash (used in) provided by operating activities	(3,056)	11,559
Investing activities		
Proceeds from sale of clinical trial services business segment, net of cash sold and transaction costs	3,750	45,704
Acquisition of assets of Medical Staffing Network, net of cash acquired	(44,911)	—
Purchases of property and equipment	(3,778)	(676)
Net cash (used in) provided by investing activities	(44,939)	45,028
Financing activities		
Principal repayments on term loan	—	(23,125)
Proceeds from borrowing on term loan	28,875	—
Proceeds from borrowing on convertible note	24,063	—
Repayments on revolving credit facility	—	(10,000)
Repayments on asset-based revolving credit facility	(57,004)	(49,244)
Borrowings under asset-based revolving credit facility	53,105	49,244
Principal payments on capital lease obligations and note payable	(96)	(451)
Repurchase of stock for restricted stock tax withholdings	(245)	(301)
Debt issuance costs	(1,053)	(506)
Net cash provided by (used in) financing activities	47,645	(34,383)
Effect of exchange rate changes on cash	27	(214)
Change in cash and cash equivalents	(323)	21,990
Cash and cash equivalents at beginning of period	8,055	10,463
Cash and cash equivalents at end of period	\$ 7,732	\$ 32,453

See accompanying notes to the condensed consolidated financial statements

1. ORGANIZATION AND BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements include the accounts of Cross Country Healthcare, Inc. and its direct and indirect wholly-owned subsidiaries (collectively, the Company). All material intercompany transactions and balances have been eliminated in consolidation. The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. generally accepted accounting principles (U.S. GAAP) for complete financial statements. These operating results are not necessarily indicative of the results that may be expected for the year ending December 31, 2014.

These unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2013 included in the Company's Annual Report on Form 10-K as filed with the Securities and Exchange Commission. The December 31, 2013 condensed consolidated balance sheet included herein was derived from the December 31, 2013 audited consolidated balance sheet included in the Company's Annual Report on Form 10-K.

Certain prior year amounts have been reclassified to conform to the current period presentation (see Note 12 – Segment Data for more information).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of consolidated financial statements, in conformity with U.S. GAAP, requires management to make estimates and assumptions that affect the reported amounts in the condensed consolidated financial statements and accompanying notes. Estimates are used for, but not limited to, the valuation of accounts receivable, goodwill and intangible assets, other long-lived assets, accruals for health, workers' compensation and professional liability claims, derivative liability, legal contingencies, future contingent considerations, income taxes and sales and other non-income tax liabilities. Accrued claims and reserves include estimated settlements from known claims and actuarial estimates for claims incurred but not reported. Actual results could differ from those estimates. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

Impairment Testing

Historically, the Company completed the annual goodwill impairment test as of December 31 of each fiscal year. During the quarter ended September 30, 2014, the Company voluntarily changed the date of its goodwill and indefinite-lived intangible assets impairment testing from December 31 to the first day of its fourth quarter. This voluntary change is preferable under the circumstances as it provides the Company with additional time to complete its annual goodwill and indefinite-lived intangible asset impairment testing in advance of its year-end reporting. The voluntary change in accounting principle related to the annual testing date will not delay, accelerate, or avoid an impairment charge. This change is not applied retrospectively as it is impracticable to do so because retrospective application would require application of significant estimates and assumptions with the use of hindsight. Accordingly, the change will be applied prospectively.

Debt Discount

Stated discounts on proceeds, and other fees reimbursed to lender, as well as the value of any embedded derivative features of the Convertible Notes and Term Loans, as defined in Note 8 - Debt, are treated as a discount associated with the respective debt instrument and presented in the balance sheet as an offset to the carrying amount of the debt. Discounts are amortized to interest expense using the effective interest rate method, or a method that approximates the effective interest rate method, over the expected life of the debt.

Derivative Financial Instruments

The Company evaluates embedded conversion features within convertible debt under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 815, *Derivatives and Hedging*, to determine whether the embedded conversion feature should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in other expenses (income) on our condensed consolidated statement of operations. The Company uses a trinomial lattice model to estimate the fair value of embedded conversion and redemption features in its convertible debt at the end of each applicable reporting period. Changes in the fair value of these derivatives during each reporting period are reported in the consolidated statement of operations. Inputs into the model require estimates, including such items as estimated volatility of the Company's stock, estimated probabilities of change of control and issuance of additional financing, risk-free interest rate and the estimated life of the financial instruments being fair valued. The fair value at inception has been recorded as debt discount and is being amortized to interest expense over the term of the note using the effective interest method or another method that approximates the effective interest method.

Performance-Based Restricted Stock Compensation

The Company granted performance-based shares to certain key personnel pursuant to its 2014 Omnibus Incentive Plan as described in Note 11- Stockholders' Equity. Pursuant to the Plan, the number of target shares that will vest are determined based on the level of attainment of the targets. If the minimum level of performance is attained, restricted stock will vest on December 31, 2016. The Company estimates the fair value of performance shares by reference to the Company's stock price on the date of grant. The Company recognizes performance-based restricted stock as compensation expense based on the most likely probability of attaining the prescribed performance and over the requisite service period beginning at its grant date and through the date the restricted stock vests.

Restructuring and Cost Reduction Plan

In the second quarter of 2013, the Company implemented a plan to reduce operating costs. Restructuring costs included in the consolidated statements of operations are primarily related to senior management employee severance pay.

3. ACQUISITIONS

Medical Staffing Network

On June 30, 2014, the Company acquired substantially all of the assets and certain liabilities of Medical Staffing Network Healthcare, LLC (MSN) for an aggregate purchase price of \$48.1 million, subject to certain post-closing net working capital adjustments. The Company paid \$44.9 million, net of cash acquired, of which \$1.0 million was funded to an escrow account for the net working capital adjustment. An additional \$2.5 million was deferred and is due to the seller in 21 months, less any COBRA expenses incurred by the Company on behalf of former MSN employees over that period.

The Company financed the purchase price using \$55.0 million in new subordinated debt consisting of a \$30.0 million, 5-year term loan and \$25.0 million of convertible notes having a 6-year maturity and a conversion price of \$7.10. The Company also amended its loan agreement with Bank of America, N.A. to increase its borrowing capacity under its senior secured asset-based revolving credit facility from \$65.0 million to \$85.0 million. See Note 8 - Debt for further information.

At the time of the acquisition, MSN had 55 locations throughout the U.S. that provide per diem, local, contract, travel, and permanent hire staffing services. This acquisition increases the Company's branch network and market share, diversifies its customer base and brings new service lines. Management believes it positions the Company to serve its customers better and to increase earnings growth through improved fill rates, expansion of its managed service programs and per diem activities and the recognition of cost synergies.

The acquisition has been accounted for in accordance with FASB ASC 805, *Business Combinations*, using the acquisition method. The results of the acquisition's operations have been included in the consolidated statements of operations from July 1, 2014 due to their immaterial impact on June 30, 2014, the date of the acquisition. The acquisition results have been substantially reported through the Company's Nurse and Allied Staffing business segment. As such, the associated goodwill related to the acquisition of MSN has been fully allocated to Nurse and Allied.

The following table is an estimate of the fair values of the assets acquired and liabilities assumed subject to completion of the post-closing net working capital adjustment.

	(amounts in thousands)	
Cash acquired	\$	910
Accounts receivables, net		37,275
Other current assets		3,378
Property and equipment		5,148
Goodwill		13,843
Other intangible assets		17,100
Other assets		2,325
Total assets acquired		79,979
Accounts payable		7,161
Accrued employee compensation and benefits		14,306
Other liabilities		9,867
Total liabilities assumed		31,334
Non-controlling interest		324
Net assets acquired	\$	48,321

The Company used a third-party appraiser to determine the fair value and estimated useful lives of certain acquired assets and liabilities. The gross contractual accounts receivable of the business were \$38.1 million and were recorded net of the Company's best estimate of receivables not expected to be collected of \$0.8 million.

The self-insurance accruals and liabilities for workers' compensation and professional liability were based on preliminary third-party appraisals. The Company provides workers' compensation insurance coverage and professional liability coverage for our eligible temporary healthcare professionals. As part of the MSN acquisition, the Company assumed MSN's workers' compensation and professional liability claims (both known claims and those incurred but not reported or IBNR). The MSN workers' compensation benefits are provided under a partially self-insured plan. The workers' compensation insurer requires that the Company provide a letter of credit to guarantee payments of those workers' compensation claims. The Company also purchased an aggregate stop loss policy that attaches at \$2.3 million for known MSN professional liability claims with a policy limit of \$5.0 million. For IBNR professional liability claims of MSN, the Company purchased a primary policy that provides each temporary healthcare professional with coverage of \$1.0 million per occurrence and \$5.0 million in the aggregate. This policy does not have a deductible. The Company also purchased an excess layer of insurance for MSN IBNR professional liability claims having limits of \$1.0 million per occurrence and \$6.0 million in the aggregate.

Based on a preliminary independent third-party appraisal, the Company assigned the following values to intangible and other identifiable assets: \$5.9 million to trade names with an indefinite life, \$4.7 million to customer relations with a weighted average estimated useful life of 13 years and \$6.5 million to a database with an estimated useful life of 10 years, for a total of \$11.2 million in definite life intangible assets with a weighted average estimated useful life of 11 years. The Company also assigned an estimated fair value of \$0.3 million to the non-controlling interest in InteliStaf of Oklahoma, LLC, a joint venture between MSN and a third party. In the three months ended September 30, 2014, measurement adjustments were made to the estimated closing balance sheet based on revised estimates provided by the independent third-party appraisal firm related to the identification and allocation of intangible assets. As a result, an additional \$4.7 million was identified as other intangible assets.

The remaining excess purchase price over the fair value of net assets acquired of \$13.8 million was recorded as goodwill, which is expected to be deductible for tax purposes. Additional acquisition-related costs of approximately \$2.3 million and \$4.7 million were incurred and are reflected as acquisition and integration costs on the Company's condensed consolidated statement of operations for the three and nine months ended September 30, 2014, respectively.

In December 2013, the Company acquired the operating assets of On Assignment, Inc.'s Allied Healthcare Staffing division (the acquired allied staffing business) for an aggregate purchase price of \$28.7 million, subject to certain post-closing adjustments. Excluded from the transaction were the accounts receivable, accounts payable and accrued compensation of the business acquired. The Company used \$24.7 million in cash on hand and \$4.5 million from borrowings under its senior secured asset based revolving credit facility with Bank of America, N.A. to pay the purchase price and approximately \$0.5 million in transaction costs. Subsequent to December 31, 2013, an immaterial post-closing adjustment was made.

The Company believes the acquisition complements its current Nurse and Allied Staffing business segment by: (1) adding new skillsets to its traditional staffing offerings, (2) expanding its local branch network, which will allow it to expand its local market presence and its MSP business, and (3) diversifying its customer base into the local ambulatory care and smaller local healthcare facilities, which the Company believes will provide more balance between its large volume based customers and its local retail market.

At the time of the acquisition, the acquired allied staffing business had 84 branch-based employees and made placements in more than 125 specialties from 23 branch offices.

The acquisition has been accounted for in accordance with FASB ASC *Topic 805, Business Combinations*, using the acquisition method. The results of the acquisition's operations have been included in the consolidated statements of operations since December 2, 2013, the date of the acquisition. The acquired allied staffing business has been included with the Company's Nurse and Allied Staffing business segment.

The following table summarizes the approximate fair values of the assets acquired and liabilities assumed. The Company used a third-party appraiser to determine the fair value and estimated useful lives of acquired assets and liabilities.

	(amounts in thousands)	
Other current assets	\$	62
Property and equipment		161
Goodwill		14,554
Other intangible assets		14,000
Other assets		52
Total assets acquired		28,829
Accrued employee compensation and benefits		112
Total liabilities assumed		112
Net assets acquired	\$	28,717

Based on a final independent third-party appraisal, the Company assigned the following values to intangible and other identifiable assets: \$10.4 million to customer relations with an estimated useful life of 16 years, \$3.4 million to database with an estimated useful life of 10 years, and \$0.2 million to non-compete agreements with a useful life of 5 years, in a total \$14.0 million and a weighted average estimated useful life of 14 years. The remaining excess of purchase price over the fair value of net assets acquired of \$14.6 million was recorded as goodwill, which is expected to be deductible for tax purposes. Additional acquisition-related costs of approximately \$0.1 million and \$0.7 million were incurred and are reflected as acquisition and integration costs on the Company's consolidated statement of operations for the three and nine months ended September 30, 2014, respectively.

Results of Recent Acquisitions

The Company is integrating the acquired businesses into its current operations, including the consolidation of branch and corporate offices and therefore, it is impracticable to separate their results from their dates of acquisition. The following unaudited pro forma financial information approximates the consolidated results of operations of the Company as if the MSN and allied staffing business acquisitions had occurred as of January 1, 2013, after giving effect to certain adjustments, including additional interest expense on the amount the Company borrowed on the date of the transaction, the amortization of acquired

intangible assets and the elimination of certain expenses that will not be recurring in post-acquisition periods, net of an estimated income tax impact. These adjustments include removing nonrecurring transaction costs of approximately \$6.2 million related to the MSN acquisition. These results are not necessarily indicative of future results as they do not include incremental investments in support functions, cost reductions or operating synergies, estimates of the changes in the fair value of the embedded derivative in our Convertible Notes or an estimate of any impact on interest expense resulting from the operating cash flow of the acquired business, among other adjustments that could be made in the future but are not factually supportable on the date of the transaction.

	Nine Months Ended	Nine Months Ended
	September 30, 2014	September 30, 2013
	(unaudited, amounts in thousands)	
Revenue from services	\$ 551,761	\$ 531,854
Net loss	\$ (9,580)	\$ (2,717)
Net loss per common share - basic	\$ (0.31)	\$ (0.09)
Net loss per common share - diluted	\$ (0.31)	\$ (0.09)

MDA Holdings, Inc.

In September 2008, the Company consummated the acquisition of substantially all of the assets of privately-held MDA Holdings, Inc. and its subsidiaries and all of the outstanding stock of Jamestown Indemnity Ltd., a Cayman Island company and wholly-owned subsidiary (collectively, MDA). As of September 30, 2014, an indemnification escrow account of \$3.6 million exists.

4. DISCONTINUED OPERATIONS

The clinical trial services business provided clinical trial, drug safety, and regulatory professionals and services on a contract staffing and outsourced basis to companies in the pharmaceutical, biotechnology and medical device industries, as well as to contract research organizations, primarily in the United States, and also in Canada and Europe.

On February 15, 2013, the Company completed the sale of its previously discontinued clinical trial services business to ICON Clinical Research, Inc. and ICON Clinical Research UK Limited (the "Buyer") for an aggregate \$52.0 million in cash, subject to certain adjustments. At closing, the total amount paid was reduced by \$0.1 million for the amount the Targeted Net Working Capital exceeded the Estimated Net Working Capital. During the fourth quarter of 2013, the Company paid an additional \$0.2 million to the Buyer to finalize the Net Working Capital adjustment, pursuant to the asset purchase agreement.

The agreement included a provision for an earn-out of up to \$3.75 million related to certain performance-based milestones. The maximum earn-out amount of \$3.75 million was deposited in escrow by Buyer as security for the earn-out payment, if any. The performance-based milestones were not earned, and as a result \$1.5 million of the original escrow was released to the Buyer in the second quarter of 2013, and \$2.25 million was released in July 2014.

Of the \$52.0 million purchase price paid at closing, \$3.75 million was also placed in escrow for a period of 18 months following the closing to provide partial security to the Buyer in the event of any breach of the representations, warranties and covenants of the Company. The Company recorded the \$3.75 million indemnity escrow funds as an escrow receivable, and adjusted the amount, each reporting period, based on any known information that would be reasonable and estimable. The total escrow amount was released to the Company in August 2014 and reported as additional proceeds from the sale in the investing activities on its condensed consolidated statement of cash flows. See Note 10 – Fair Value Measurements for more information.

As a result of the disposal, the underlying operations and cash flows of the clinical trial services business have been eliminated from the Company's continuing operations and the Company no longer has the ability to influence the operating and/or financial policies of the disposal group. The historical financial results of operations, except for disclosures related to cash flows, have been presented as discontinued operations for the three and nine months ended September 30, 2013.

The following table presents the revenues and the components of discontinued operations, net of tax:

	Three Months Ended	Nine Months Ended
	September 30, 2013	September 30, 2013
	(amounts in thousands)	
Revenue	\$ —	\$ 7,939
Income from discontinued operations before gain on sale and income taxes	—	483
(Loss) gain on sale of discontinued operations	(71)	4,014
Income tax expense	(468)	(2,554)
(Loss) income from discontinued operations, net of income taxes	\$ (539)	\$ 1,943

5. COMPREHENSIVE (LOSS) INCOME

Total comprehensive (loss) income includes net (loss) income, foreign currency translation adjustments and reclassification of foreign currency adjustments, net of any related deferred taxes. Certain of the Company's foreign operations use their respective local currency as their functional currency. In accordance with ASC 830, *Foreign Currency Matters*, assets and liabilities of these operations are translated at the exchange rates in effect on the balance sheet date. Statement of operations items are translated at the average exchange rates for the period. The cumulative impact of currency translation is included in accumulated other comprehensive loss in the accompanying condensed consolidated balance sheets and was \$1.1 million at both September 30, 2014 and December 31, 2013.

Pursuant to Accounting Standard Update (ASU) 2013-5, *Foreign Currency Matters (Topic 830), Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity (a consensus of the FASB Emerging Issues Task Force)* (ASU 2013-5) the Company released into earnings \$2.3 million of its cumulative currency translation losses related to the sale of clinical trial services business in the first quarter of 2013, which was included in the income (loss) from discontinued operations, net of income taxes on the condensed consolidated statements of operations.

During the three months ended September 30, 2013, the income tax benefit related to other comprehensive income was immaterial. During the nine months ended September 30, 2014 and 2013, the Company's consolidated condensed statement of other comprehensive (loss) income included income tax expense of \$0.2 million and income tax benefit of \$0.2 million, respectively, related to foreign currency translation adjustments.

6. EARNINGS PER SHARE

In accordance with the requirements of the ASC 260, *Earnings Per Share* Topic of the FASB ASC, basic earnings per share is computed by dividing net (loss) income attributable to Cross Country Healthcare, Inc. by the weighted average number of shares outstanding (excluding unvested restricted stock) and diluted earnings per share reflects the dilutive effects of stock options and restricted stock (as calculated utilizing the treasury stock method).

Certain shares of common stock that are issuable upon the exercise of options and vesting of restricted stock have been excluded from the per share calculations because their effect would have been anti-dilutive. Such shares amounted to: 658,077 and 678,814 during the three and nine months ended September 30, 2014, respectively, and 1,544,503 and 1,701,697 during the three and nine months ended September 30, 2013, respectively. For purposes of calculating net (loss) income per common share, the Company excluded potentially dilutive shares of: 227,343 and 297,488 for the three and nine months ended September 30, 2014, respectively, and 135,846 for the nine months ended September 30, 2013, from the calculation as their effect would have been anti-dilutive due to the Company's net loss from continuing operations in those periods.

Contingently issuable shares of 3,521,126 as of September 30, 2014, related to Convertible Notes, as defined in Note 8- Debt, if converted, would have had an anti-dilutive effect, and as such, have been excluded from the per share calculations for the three and nine months ended September 30, 2014.

The following table sets forth the components of the numerator and denominator for the computation of the basic and diluted earnings per share:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
	(amounts in thousands, except per share data)			
(Loss) income from continuing operations	\$ (7,484)	\$ 1,453	\$ (11,448)	\$ (1,328)
(Loss) income from discontinued operations, net of tax	—	(539)	—	1,943
Net (loss) income	(7,484)	914	(11,448)	615
Less: Net income attributable to non-controlling interest in subsidiary	118	—	118	—
Net (loss) income attributable to Cross Country Healthcare, Inc.	<u>\$ (7,602)</u>	<u>\$ 914</u>	<u>\$ (11,566)</u>	<u>\$ 615</u>
Basic (loss) income per common share from:				
Continuing operations	\$ (0.24)	\$ 0.05	\$ (0.37)	\$ (0.04)
Discontinued operations	—	(0.02)	—	0.06
Net (loss) income attributable to Cross Country Healthcare, Inc.	<u>\$ (0.24)</u>	<u>\$ 0.03</u>	<u>\$ (0.37)</u>	<u>\$ 0.02</u>
Diluted (loss) income per common share from:				
Continuing operations	\$ (0.24)	\$ 0.05	\$ (0.37)	\$ (0.04)
Discontinued operations	—	(0.02)	—	0.06
Net (loss) income attributable to Cross Country Healthcare, Inc.	<u>\$ (0.24)</u>	<u>\$ 0.03</u>	<u>\$ (0.37)</u>	<u>\$ 0.02</u>
Weighted average common shares outstanding:				
Basic	31,245	31,085	31,165	30,984
Diluted	31,245	31,161	31,165	30,984

7. GOODWILL, TRADE NAMES AND OTHER IDENTIFIABLE INTANGIBLE ASSETS

As of September 30, 2014 and December 31, 2013, the Company had the following acquired intangible assets:

	September 30, 2014			December 31, 2013		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
(amounts in thousands)						
Intangible assets subject to amortization (a):						
Databases	\$ 22,425	\$ 12,614	\$ 9,811	\$ 15,925	\$ 12,103	\$ 3,822
Customer relationships	42,004	17,164	24,840	37,304	15,125	22,179
Non-compete agreements	3,603	3,436	167	3,603	3,406	197
	<u>\$ 68,032</u>	<u>\$ 33,214</u>	<u>\$ 34,818</u>	<u>\$ 56,832</u>	<u>\$ 30,634</u>	<u>\$ 26,198</u>
Intangible assets not subject to amortization (a):						
Goodwill			\$ 91,109			\$ 77,266
Trade Names			48,201			42,301
			<u>\$ 139,310</u>			<u>\$ 119,567</u>

(a) Based on the timing of the MSN Acquisition, the estimated fair value of the intangible assets was recorded based on a preliminary valuation analysis. See Note 3 - Acquisitions.

As of September 30, 2014, estimated annual amortization expense for continuing operations is as follows:

Year Ending December 31:	(amounts in thousands)
2014	\$ 993
2015	3,929
2016	3,929
2017	3,885
2018	3,800
Thereafter	18,282
	<u>\$ 34,818</u>

The changes in the carrying amount of goodwill by segment are as follows:

	Nurse And Allied Staffing	Physician Staffing	Other Human Capital Management Services	Total
(amounts in thousands)				
Balances as of December 31, 2013				
Aggregate goodwill acquired	\$ 274,286	\$ 43,405	\$ 19,307	\$ 336,998
Accumulated impairment loss (a)	(259,732)	—	—	(259,732)
Goodwill, net of impairment loss	14,554	43,405	19,307	77,266
Changes to aggregate goodwill in 2014				
Goodwill acquired (b)	13,843	—	—	13,843
Balances as of September 30, 2014				
Aggregate goodwill acquired	288,129	43,405	19,307	350,841
Accumulated impairment loss	(259,732)	—	—	(259,732)
Goodwill, net of impairment loss	\$ 28,397	\$ 43,405	\$ 19,307	\$ 91,109

(a) In the fourth quarter of 2008, a non-cash pretax impairment charge of approximately \$241.0 million was recorded to reduce the carrying value of goodwill to its estimated fair value for its Nurse and Allied Staffing business segment. The majority of the goodwill impairment was attributable to the Company's initial capitalization in 1999, which was accounted for as an asset purchase, and subsequent nurse staffing acquisitions made through 2003. In addition, in the second quarter of 2012, a non-cash pretax impairment charge of approximately \$18.7 million was recorded for the Company's Nurse and Allied Staffing reporting unit.

(b) Goodwill acquired from the acquisition of Medical Staffing Network. See Note 3 - Acquisitions.

8. DEBT

At September 30, 2014 and December 31, 2013, long-term debt consists of the following:

	September 30, 2014	December 31, 2013
(amounts in thousands)		
Senior Secured Asset-Based, interest 1.75% and 3.27% at September 30, 2014 and December 31, 2013, respectively	\$ 4,501	\$ 8,400
Second Lien Term Loan, net of unamortized discount of \$1,068, interest 7.50% at September 30, 2014	28,932	—
Convertible Notes, net of unamortized discount of \$7,376, interest 8.00% at September 30, 2014	17,624	—
Convertible Notes derivative liability	14,073	—
Capital lease obligations	228	176
Total debt	65,358	8,576
Less current portion	(4,607)	(8,483)
Long-term debt	\$ 60,751	\$ 93

Senior Credit Facility

On January 9, 2013, the Company entered into a First Lien Loan Agreement, (the First Lien Loan Agreement or Senior Secured Asset-Based Loan), by and among the Company and certain of its subsidiaries, as borrowers, and Bank of America, N.A., as agent. The First Lien Loan Agreement was subsequently amended to allow for the sale of its clinical trials services business in February 2013 and for administrative matters.

The initial proceeds from the revolving credit facility were used to finance the repayment of existing indebtedness of the Company under its prior credit agreement and the payment of fees and expenses. The repayment of the term loan portion of the Company's debt outstanding in the first quarter of 2013 was treated as extinguishment of debt, and, as a result, the Company recognized a loss on extinguishment in the first quarter of 2013, related to the write-off of unamortized net debt issuance costs of approximately \$0.3 million. The repayment of the revolver portion of the Company's debt outstanding in the first quarter of 2013 was treated partially as extinguishment and partially as a modification. The fees related to the modified portion of \$0.1 million relate to the continuation of credit provided by Bank of America, N.A. in its First Lien Loan Agreement. The Company wrote-off the remaining unamortized net debt issuance costs of approximately \$1.1 million in the first quarter of 2013.

On June 30, 2014, the Company and certain of its subsidiaries, as borrowers, entered into a third amendment (the Amendment) to the Company's First Lien Loan Agreement with Bank of America, N.A., as agent, in order to, among other things, increase the Company's borrowing capacity under the First Lien Loan Agreement and to consent to the consummation of the MSN acquisition and the incurrence by the Company of the indebtedness contemplated pursuant to the Second Lien Term Loan Agreement and the Note Purchase Agreement. The Amendment provided for, among other things, increasing the revolving credit facility under the First Lien Loan Agreement from \$65.0 million to \$85.0 million and increasing the letter of credit subline under the First Lien Loan Agreement from \$20.0 million to \$35.0 million. In addition, the termination date of the revolving credit facility under the First Lien Loan Agreement has been extended to June 30, 2017.

The Company used the increased availability under the letter of credit subline to collateralize certain insurance obligations related to the MSN acquisition. The revolving credit facility and letter of credit subline will be used to provide ongoing working capital and for other general corporate purposes of the Company and its subsidiaries.

As of the June 30, 2014 amendment, the First Lien Loan Agreement provides for: a three-year senior secured asset-based revolving credit facility in the aggregate principal amount of up to \$85.0 million, which includes a subfacility for swingline loans up to an amount equal to 10% of the aggregate Revolver Commitments, as defined in the agreement, and a \$35.0 million subfacility for standby letters of credit. Swingline loans and letters of credit issued under the First Lien Loan Agreement reduce available revolving credit commitments on a dollar-for-dollar basis. Pursuant to the First Lien Loan Agreement, the aggregate amount of advances under the revolving credit facility (Borrowing Base) cannot exceed the lesser of (a) (i) \$85.0 million, or (ii) 85% of eligible billed accounts receivable as defined in the First Lien Loan Agreement; plus (b) the lesser of (i) 85% of eligible unbilled accounts receivable and (ii) \$18.0 million; minus (c) reserves as defined by the First Lien Loan Agreement, which include one week's worth of W-2 payroll and fees payable to independent contractors.

The revolving credit facility can be used to provide ongoing working capital and for other general corporate purposes of the Company and its subsidiaries. As of September 30, 2014, the interest rate spreads and fees under the First Lien Loan Agreement are based on LIBOR plus 1.50% or Base Rate plus 0.50%. The LIBOR and Base Rate margins are subject to performance pricing adjustments, pursuant to a pricing matrix based on the Company's excess availability under the revolving credit facility, and could increase by 200 basis points if an event of default exists. The Company is required to pay a monthly commitment fee on the average daily unused portion of the revolving loan facility, which, as of September 30, 2014, was 0.375%.

The First Lien Loan Agreement contains customary representations, warranties, and affirmative covenants. The First Lien Loan Agreement also contains customary negative covenants, including covenants with respect to, among other things: (i) indebtedness, (ii) liens, (iii) investments, (iv) significant corporate changes, including mergers and acquisitions, (v) dispositions, (vi) dividend, distributions and other restricted payments, (vii) transactions with affiliates and (viii) restrictive agreements. In addition, if the Company's availability under the revolving credit facility is less than the greater of (i) 12.5% of the Loan Cap, as defined, and (ii) \$8.25 million, or availability is less than \$4.0 million, the Company is required to meet a minimum fixed charge coverage ratio of 1.0, as defined in the First Lien Loan Agreement. The First Lien Loan Agreement also contains customary events of default, such as payment defaults, cross-defaults to other material indebtedness, bankruptcy and insolvency, the occurrence of a defined change in control and the failure to observe covenants or conditions under the credit facility documents.

The Company's obligations under the First Lien Loan Agreement are guaranteed by all material domestic subsidiaries of the Company that are not co-borrowers (Subsidiary Guarantors). As collateral security for their obligations under the First Lien Loan Agreement and guarantees thereof, the Company and the Subsidiary Guarantors have granted to Bank of America, N.A. a security interest in substantially all of their tangible and intangible assets.

As of September 30, 2014, the Gross Availability, as defined in the First Lien Loan Agreement, was approximately \$70.7 million based on the Company's August accounts receivable balance. The Company had \$26.5 million letters of credit

outstanding and \$4.5 million drawn under its revolving credit facility, leaving \$39.7 million available as of September 30, 2014. The letters of credit relate to the Company's workers' compensation and professional liability insurance policies.

Second Lien Term Loan

On June 30, 2014, the Company entered into a second lien loan and security agreement (the Second Lien Term Loan Agreement), by and among the Company, as borrower, certain of its domestic subsidiaries, as guarantors, and BSP Agency, LLC, as agent.

The Second Lien Term Loan Agreement provides for a five-year senior secured term loan facility in an aggregate principal amount of \$30.0 million (the loans thereunder, the Second Lien Term Loans). The proceeds from the Second Lien Term Loan facility were used by the Company to pay a portion of the consideration paid in the MSN Acquisition and related fees and expenses.

Amounts borrowed under the Second Lien Term Loan facility that are repaid or prepaid may not be re-borrowed. The Second Lien Term Loans bear interest at a rate equal to adjusted LIBOR (defined as the 3-month London interbank offered rate for U.S. dollars, adjusted for customary Eurodollar reserve requirements, if any, and subject to a floor of 1.00%) plus 6.50%. The interest rate would increase by 200 basis points if an event of default exists under the Second Lien Term Loan Agreement.

The Company may, at its option, elect to prepay the Second Lien Term Loans on or before June 30, 2015, subject to a prepayment premium in an amount equal to (i) the amount of the principal amount of the Second Lien Term Loans being repaid, plus (ii) the accrued but unpaid interest on the principal amount so prepaid, if any, to the date of the prepayment, plus (iii) any associated administrative amounts or charges owed to the lenders as a result of the redeployment of funds or fees payable to terminate matching deposits, plus (iv) a "make whole" amount equal to the excess, if any, of (a) the present value at the prepayment date of (1) 103% of the aggregate principal amount of the Second Lien Term Loans then being prepaid, plus (2) all remaining scheduled interest payments due on the principal amount of such Second Lien Term Loans being prepaid through June 30, 2015 (excluding accrued but unpaid interest to the date of such prepayment), computed using a discount rate equal to the Treasury rate as of such prepayment date plus 50 basis points over (b) the outstanding principal amount of such Second Lien Term Loans being prepaid. The Company may, at its option at any time after June 30, 2015, prepay the Second Lien Term Loans in whole or in part at the redemption prices set forth therein, which range from 103% of the principal amount thereof for prepayments during the period July 1, 2015 through June 30, 2016, 102% of the principal amount thereof for prepayments during the period July 1, 2016 through June 30, 2017, and 100% of the principal amount thereof for prepayments after such date. If the Company completes a public offering on or prior to November 27, 2014, however, the Company may apply the proceeds of such public offering to prepay the Term Loans (plus accrued and unpaid interest thereon), in whole but not in part, without premium or penalty.

Subject to certain exceptions, the Second Lien Term Loans are required to be prepaid with: (a) 50% of excess cash flow (as defined in the Second Lien Term Loan Agreement) above \$5.0 million for each fiscal year of the Company (commencing with the fiscal year ending December 31, 2015), provided that voluntary prepayments of the Second Lien Term Loans made during such fiscal year will reduce the amount of excess cash flow prepayments required for such fiscal year on a dollar-for-dollar basis; (b) 100% of the net cash proceeds of all asset sales or other dispositions of property by the Company and its subsidiaries, as set forth in the agreement, in excess of a defined threshold and subject to the right of the Company to reinvest such proceeds within 12 months; (c) 100% of the net cash proceeds of issuances of debt offerings of the Company and its subsidiaries (except the net cash proceeds of any permitted debt); and (d) 50% of the net cash proceeds of equity offerings of the Company.

The Second Lien Term Loan Agreement contains customary representations, warranties, and affirmative covenants. Among other things, the agreement also includes a financial covenant limiting the Company's maximum "debt" to "EBITDA" (each, as defined therein) ratio to no greater than 4.50:1.00, subject to customary equity cure rights. The financial covenant will be tested quarterly, commencing with the quarter ended June 30, 2015 and each quarter thereafter for so long as any Second Lien Term Loans are outstanding. The agreement also contains customary negative covenants; including covenants with respect to, among other things, (i) indebtedness, (ii) liens, (iii) investments, (iv) fundamental corporate changes, (v) dispositions, (vi) dividends, distributions and other restricted payments, (vii) transactions with affiliates and (viii) restrictive agreements. The agreement contains customary events of default, such as payment defaults, cross-defaults to other material indebtedness, bankruptcy and insolvency, the occurrence of a defined change in control and the failure to observe covenants or conditions under the Second Lien Term Loan Facility documents.

The Company's obligations under the Second Lien Term Loan Agreement are guaranteed by all material domestic subsidiaries of the Company (Subsidiary Guarantors). As collateral security for their obligations under the Second Lien Term Loan

Agreement and guarantees thereof, the Company and the Subsidiary Guarantors have granted a second-priority security interest in substantially all their tangible and intangible assets.

Private Placement of Convertible Notes

On June 30, 2014, the Company and certain of its domestic subsidiaries entered into a Convertible Note Purchase Agreement (the Note Purchase Agreement), with certain note holders (collectively, the Noteholders). Pursuant to the Note Purchase Agreement, the Company sold to the Noteholders an aggregate of \$25.0 million of convertible senior notes (the Convertible Notes). The proceeds from the Note Purchase Agreement were used by the Company to pay a portion of the consideration paid in the MSN Acquisition and related fees and expenses.

The Convertible Notes are convertible at the option of the holders thereof at any time into shares of the Company's common stock, par value \$0.0001 per share (Common Stock), at an initial conversion price of \$7.10 per share, or 3,521,126 shares of Common Stock. After three years, the Company has the right to force a conversion of the Convertible Notes if the volume-weighted average price (VWAP) per share of its Common Stock exceeds 125% of the then conversion price for 20 days of a 30 day trading period. The conversion price is subject to adjustment pursuant to customary weighted average anti-dilution provisions including adjustments for the following: Common Stock dividends or distributions; issuance of any rights, warrants or options to acquire Common Stock; distributions of property; tender offer or exchange offer payments; cash dividends; or certain issuances of Common Stock at less than the conversion price. Upon conversion of the Convertible Notes, the Company will exchange, for the applicable conversion amount thereof a number of shares of Common Stock equal to the amount determined by dividing (i) such conversion amount by (ii) the conversion price in effect at the time of conversion. No fractional shares of Common Stock will be issued upon conversion of the Conversion Notes. In lieu of fractional shares, the Company shall pay cash in respect of each fractional share equal to such fractional amount multiplied by the Thirty Day VWAP as of the closing of business on the Business Day immediately preceding the conversion date as well as any unpaid accrued interest.

The Convertible Notes bear interest at a rate of 8.00% per annum, payable in quarterly cash installments; provided, however, that, at the Company's option, up to 4.00% of the interest payable may be "paid-in-kind" through a quarterly addition of such "paid-in-kind" interest amount to the principal amount of the Convertible Notes. The Convertible Notes will mature on June 30, 2020, unless earlier repurchased, redeemed or converted. Subject to certain exceptions, the Company is not permitted to redeem the Convertible Notes until June 30, 2017. If the Company redeems the Convertible Notes on or after June 30, 2017, the Company is required to pay a premium equal to the greater of (i) the sum of (a) the amount of principal of the Convertible Notes redeemed, plus (b) the accrued but unpaid interests on the principal amount so redeemed to the date of the redemption, plus (c) 15% of the amount of principal of the Convertible Notes redeemed and (ii) the sum of (x) the average thirty day VWAP per share of Common Stock multiplied by the number of shares of Common Stock that the redeemed Convertible Notes are then convertible into and (y) the accrued but unpaid interest on the Convertible Notes.

If the Convertible Notes are redeemed prior to June 30, 2017, the Company is required to pay a premium equal to the greater of (i) the sum of (a) the amount of principal of the Convertible Notes redeemed, plus (b) the accrued but unpaid interests on the principal amount so redeemed to the date of the redemption, plus (c) a "make whole" amount (described below) and (ii) the sum of (x) the average thirty day volume-weighted average price per share of Common Stock multiplied by the number of shares of Common Stock that the redeemed Convertible Notes are then convertible into and (y) the accrued but unpaid interest on the Convertible Notes. The "make whole" amount is equal to the excess, if any, of (1) the present value at the date of redemption of (A) 115% of the principal amount of the Convertible Notes redeemed, plus (B) all remaining scheduled interest due on the principal amount of the notes being redeemed through June 30, 2017 computed using a discount rate equal to the Treasury rate as of the date of redemption plus 50 basis points over (2) the outstanding principal amount of the Convertible Notes then redeemed.

The Company has granted the Noteholders preemptive rights with respect to future equity issuances by the Company, subject to customary exceptions.

In connection with the placement of the Convertible Notes, on June 30, 2014, the Company entered into a registration rights agreement (the Registration Rights Agreement) with the Noteholders, which sets forth the rights of the Noteholders to have the shares of Common Stock issuable upon conversion of the Convertible Notes registered with the Securities and Exchange Commission (the SEC) for public resale under the Securities Act of 1933, as amended. Pursuant to the Registration Rights Agreement, the Company is required to file a registration statement with the SEC (the Initial Registration Statement) on or prior to January 2, 2015, registering the shares of Common Stock issuable upon conversion of the Convertible Notes. The Company is required to use its reasonable best efforts to have the Initial Registration Statement declared effective as promptly as possible following the filing thereof and, in any event, by no later than by March 31, 2015. In addition, the agreement gives

the Noteholders the ability to exercise certain piggyback registration rights in connection with registered offerings by the Company.

9. CONVERTIBLE NOTES DERIVATIVE LIABILITY

Derivative financial instruments, as defined in ASC 815, *Accounting for Derivative Financial Instruments and Hedging Activities*, consist of financial instruments or other contracts that contain a notional amount and one or more underlyings (e.g. interest rate, security price or other variable), require no initial net investment and permit net settlement. Derivative financial instruments may be free-standing or embedded in other financial instruments. Further, derivative financial instruments are initially, and subsequently, measured at fair value and recorded as liabilities or, in rare instances, assets.

The Company does not use derivative financial instruments to hedge exposures to cash-flow, market or foreign-currency risks. However, the Company has issued Convertible Notes with features that are either (i) not afforded equity classification, (ii) embody risks not clearly and closely related to host contracts, or (iii) may be net-cash settled by the counterparty. As required by ASC 815, in certain instances, these instruments are required to be carried as derivative liabilities, at fair value, in our financial statements.

The Convertible Notes issued in conjunction with the MSN acquisition are subject to anti-dilution adjustments that allow for the reduction in the Conversion Price, as defined in the agreement, in the event the Company subsequently issues equity securities including Common Stock or any security convertible or exchangeable for shares of Common Stock for a price less than the current conversion price. In addition, the Convertible Notes allow the issuer to exercise optional redemption features and the holder to exercise an offer to purchase feature, under certain conditions. The Company accounted for the conversion option in accordance with ASC 815. Since this conversion feature is not considered to be solely indexed to the Company's own stock the derivative was recorded as a liability.

The Company's Convertible Notes derivative liability has been measured at fair value at September 30, 2014 using a trinomial lattice model. The optional redemption features, along with the offer to purchase features are incorporated into the valuation model. In addition, since the conversion price contains an anti-dilution adjustment, the probability that the Conversion Price of the Notes would decrease as the share price decreased was also incorporated into the valuation calculation.

The inputs into the valuation model are as follows:

	September 30, 2014
Closing share price	\$9.29
Conversion price	\$7.10
Risk free rate	2.07%
Expected volatility	40%
Dividend yield	—%
Expected life	5.75 years

The fair value of the convertible note payable derivative liability was \$14.1 million at September 30, 2014.

10. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The *Fair Value Measurements and Disclosures* Topic also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Items Measured at Fair Value on a Recurring Basis:

At September 30, 2014 and December 31, 2013, the Company’s financial assets/liabilities required to be measured on a recurring basis were its deferred compensation liability included in other long-term liabilities, Convertible Notes derivative liability and contingent consideration receivable related to the sale of its clinical trial services business.

Escrow receivable—The Company recorded the \$3.75 million indemnity escrow funds related to the sale of its clinical trial services business as an escrow receivable and adjusted the amount to the estimated fair value each reporting period based on any known information. The total escrow amount was released to the Company in August 2014 relieving the escrow receivable balance. See Note 4 - Discontinued Operations for further information.

Contingent consideration receivable, performance earnout—The earn out related to the Company’s sale of its clinical trial services business was treated as a contingent consideration receivable for accounting purposes. The Company utilized Level 3 inputs to value the contingent consideration receivable as significant unobservable inputs were used in the calculation of its fair value and related to the future performance of the disposed business. The fair value of the contingent consideration receivable was adjusted to its fair value on a quarterly basis with any adjustment to the related receivable and the gain/loss on the sale of assets (included in discontinued operations). The future performance of the disposed business directly impacted the contingent consideration that could have been paid to the Company. The contingency was resolved during the third quarter of 2014 resulting in no additional consideration. See Note 4 - Discontinued Operations for further information.

Deferred compensation—The Company utilizes Level 1 inputs to value its deferred compensation liability. The Company’s deferred compensation liability is measured using publicly available indices that define the liability amounts, as per the plan documents.

Convertible Notes derivative liability—The Company utilizes Level 3 inputs to value its Convertible Notes derivative liability. See Note 9 - Convertible Notes Derivative Liability and Note 2 - Summary of Significant Accounting Policies for further information.

The table which follows summarizes the estimated fair value of the Company’s financial assets and liabilities measured on a recurring basis as of September 30, 2014 and December 31, 2013:

Fair Value Measurements

	September 30, 2014	December 31, 2013
(amounts in thousands)		
Financial Assets:		
(Level 3)		
Escrow Receivable	\$ —	\$ 3,750
Financial Liabilities:		
(Level 1)		
Deferred compensation	\$ 1,482	\$ 1,638
(Level 3)		
Convertible Notes derivative liability	\$ 14,073	\$ —

The table which follows reconciles the opening balances to the closing balances for fair value measurements categorized withing Level 3 of the fair value hierarchy:

	Escrow Receivable	Convertible Note Derivative Liability (a)
	(amounts in thousands)	
December 31, 2013	\$ 3,750	\$ —
Purchases / Sales	—	6,765
Settlements	(3,750)	—
Valuation additions	—	7,308
September 30, 2014	<u>\$ —</u>	<u>\$ 14,073</u>

- (a) Embedded derivative included in long-term debt on the condensed consolidated balance sheets. Embedded derivative of \$6.8 million added as of June 30, 2014. Change in valuation of derivative in the three months ended September 30, 2014 was \$7.3 million and is included in other expenses (income) on the condensed consolidated statement of operations. See Note 9 - Convertible Notes Derivative Liability and Note 2 -Summary of Significant Accounting Policies for further information.

Items Measured at Fair Value on a Non-Recurring Basis:

As required by ASC 805, *Business Combinations*, the Company estimated the fair value of the net assets acquired of the MSN acquisition. Refer to Note 3 - Acquisitions for further information.

If required by ASC 350, *Intangibles-Goodwill and Other*, the Company's goodwill and other identifiable intangible assets are measured at fair value on a nonrecurring basis using significant unobservable inputs (Level 3). Goodwill and other identifiable intangible assets with indefinite lives are reviewed for impairment annually, and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Long-lived assets and identifiable intangible assets are also reviewed for impairment whenever events or changes in circumstances indicate that amounts may not be recoverable. If the testing performed indicates that impairment has occurred, the Company records a non-cash impairment charge for the difference between the carrying amount of the goodwill or other intangible assets and the implied fair value of the goodwill or other intangible assets in the period the determination is made.

Other Fair Value Disclosures:

Financial instruments not measured or recorded at fair value in the accompanying condensed consolidated balance sheets consist of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses and short and long-term debt. The estimated fair value of accounts receivable, accounts payable and accrued expenses approximate their carrying amount due to the short-term nature of these instruments. The estimated fair value of the Company's debt was calculated using discounted cash flow analysis and appropriate valuation methodologies using Level 2 inputs from available market information.

The following table represents the carrying amounts and estimated fair values of the Company's significant financial instruments that were not measured at fair value:

	September 30, 2014		December 31, 2013	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Liabilities:	(amounts in thousands)			
(Level 2)				
Second Lien Term Loan, net (a)	\$ 28,932	\$ 29,900	\$ —	\$ —
Convertible Notes, net (a)	\$ 17,624	\$ 18,900	\$ —	\$ —
Senior Secured Asset-Based Loan (b)	\$ 4,501	\$ 4,501	\$ 8,400	\$ 8,400

- (a) The Second Lien Term Loan and Convertible Notes are reported at their carrying value in the accompanying condensed consolidated balance sheets. The Company determined their fair value, as presented in the table using an income approach, utilizing a discounted cash flow analysis based on current market interest rates for debt issuances with similar remaining years to maturity, adjusted for credit risk.
- (b) Carrying value of the Senior Secured Asset-Based Loan approximates estimated fair value based on the short-term nature and the pricing at varying interest rates.

Concentration of Risk:

The Company has invested its excess cash in highly-rated overnight funds and other highly-rated liquid accounts. The Company has been exposed to credit risk associated with these investments. The Company minimizes its credit risk relating to these positions by monitoring the financial condition of the financial institutions involved and by primarily conducting business with large, well established financial institutions and diversifying its counterparties.

The Company generally does not require collateral and mitigates its credit risk by performing credit evaluations and monitoring at-risk accounts. The allowance for doubtful accounts represents the Company's estimate of uncollectible receivables based on a review of specific accounts and the Company's historical collection experience. The Company writes off specific accounts based on an ongoing review of collectability as well as past experience with the customer. The Company's contract terms typically require payment between 15 to 60 days from the date services are provided and are considered past due based on the particular negotiated contract terms. Overall, based on the large number of customers in differing geographic areas, throughout the United States and its territories, the Company believes the concentration of credit risk is limited.

11. STOCKHOLDERS' EQUITY

Stock Repurchase Program

During both the nine months ended September 30, 2014 and 2013, the Company did not repurchase any shares of its Common Stock under its February 2008 Board authorization.

As of September 30, 2014, the Company may purchase up to an additional 942,443 shares of Common Stock under the February 2008 Board authorization, subject to certain conditions in the Company's First Lien Loan Agreement and Second Lien Term Loan Agreement. At September 30, 2014, the Company had 31,254,034 shares of Common Stock outstanding.

Share-Based Payments

On March 11, 2014, the Board of Directors approved an amendment and restatement of the Company's 2007 Stock Incentive Plan (amended and restated effective March 20, 2013) (the "Stock Incentive Plan"), which was renamed the 2014 Omnibus Incentive Plan. The Stock Incentive Plan as amended and restated is referred to below as the Omnibus Plan. The Omnibus Plan approval was subject to, and became effective upon, stockholder approval at the Annual Meeting held on May 13, 2014 (the date of such approval is referred to below as the "2014 Restatement Date"). The Omnibus Plan generally incorporates the provisions of the Stock Incentive Plan as currently in effect and includes the following key modifications:

- Increase of the Aggregate Share Reserve. The aggregate share reserve was increased by an additional 600,000 shares for a total share reserve of 4,100,000 shares under the Omnibus Plan.

- Removal of Non-Appreciation Award Limit. In connection with the increase in the aggregate share reserve, the limit on the number of awards that are not “appreciation awards” (i.e., restricted stock and restricted stock units) that may be granted under the Omnibus Plan was removed.
- Performance-Based Cash Awards. The Omnibus Plan includes performance-based cash awards that may be granted with the intent to comply with the “performance-based compensation” exception under Section 162(m) of the Internal Revenue Code.
- Term Extension. The term of the Amended Plan was extended until March 10, 2024 (the 2007 Stock Incentive Plan was scheduled to expire on April 5, 2017).
- Added pre-tax income as a metric to measure performance based equity awards.

During the nine months ended September 30, 2014, 377,308 restricted stock awards and 239,585 performance stock awards were granted under the Omnibus Plan to the Company’s non-employee Directors and management team. Pursuant to the Omnibus Plan the number of target shares that are issued for performance stock awards are determined based on the level of attainment of the targets. If the minimum level of performance is attained, restricted stock will be issued with a vesting date of December 31, 2016, subject to the employee’s continuing employment. During the three and nine month periods ended September 30, 2014, the Company estimated it would achieve a minimum level of performance and accordingly, share-based compensation includes an immaterial cumulative adjustment for services provided in the second quarter of 2014.

The following table summarizes restricted stock awards and performance stock awards activity for the nine months ended September 30, 2014:

	Restricted Stock Awards		Performance Stock Awards	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Target Shares	Weighted Average Grant Date Fair Value
Unvested restricted stock awards, January 1, 2014	552,231	\$ 5.37	—	\$ —
Granted	377,308	\$ 6.18	239,585	\$ 5.81
Vested	(181,354)	\$ 5.77	—	\$ —
Forfeited	(83,354)	\$ 5.38	(17,479)	\$ 5.77
Unvested restricted stock awards, September 30, 2014	664,831	\$ 5.72	222,106	\$ 5.82

During the three and nine months ended September 30, 2014, \$0.4 million and \$1.0 million, respectively, was included in selling, general and administrative expenses related to share-based payments. In addition, a net of 5,654 and 141,188 restricted shares of Common Stock vested in the three and nine months ended September 30, 2014, respectively.

During the three and nine months ended September 30, 2013, \$0.5 million and \$1.6 million, respectively, was included in selling, general and administrative expenses related to share-based payments. In addition, a net of 180,613 restricted shares of Common Stock vested in the nine months ended September 30, 2013.

12. SEGMENT DATA

In accordance with the ASC 280, *Segment Reporting* Topic of the FASB ASC, the Company reports three business segments – Nurse and Allied Staffing, Physician Staffing, and Other Human Capital Management Services, described below:

- *Nurse and Allied Staffing* – Nurse and Allied Staffing provides traditional staffing, including temporary and permanent placement of travel nurses and allied professionals, and branch-based local nurses and allied staffing. Its clients include: public and private acute-care and non-acute care hospitals, government facilities, schools, outpatient clinics, ambulatory care facilities, retailers, and many other healthcare providers throughout the U.S. The Company aggregates its various brands that it markets to its customers in this business segment.
- *Physician Staffing* – Physician Staffing provides physicians in many specialties, certified registered nurse anesthetists (CRNAs), nurse practitioners (NPs) and physician assistants (PAs) under the Company's Medical Doctor Associates

(MDA) and Saber-Salisbury brands as independent contractors on temporary assignments throughout the U.S. at various healthcare facilities, such as acute and non-acute care facilities, medical group practices, government facilities, and managed care organizations. The Physician Staffing business also provides certain other employees on a temporary basis to its customers.

- *Other Human Capital Management Services* – Other Human Capital Management Services provides education and training programs to the healthcare industry and retained search services for physicians and healthcare executives within the U.S.

The Company's management evaluates performance of each segment primarily based on revenue and contribution income. The Company's management does not evaluate, manage or measure performance of segments using asset information; accordingly, asset information by segment is not prepared or disclosed. The information in the following table is derived from the segments' internal financial information as used for corporate management purposes. Certain corporate expenses are not allocated to and/or among the operating segments.

Information on operating segments and a reconciliation to income (loss) from operations for the periods indicated are as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013 (a)	2014	2013 (a)
(amounts in thousands)				
Revenues:				
Nurse and Allied Staffing	\$ 147,518	\$ 65,580	\$ 310,327	\$ 202,309
Physician Staffing	32,286	33,353	92,271	97,933
Other Human Capital Management Services	9,140	9,115	27,093	28,890
	<u>\$ 188,944</u>	<u>\$ 108,048</u>	<u>\$ 429,691</u>	<u>\$ 329,132</u>
Contribution income (b):				
Nurse and Allied Staffing (c)	\$ 12,575	\$ 4,998	\$ 25,196	\$ 13,665
Physician Staffing	1,478	2,243	4,103	7,031
Other Human Capital Management Services	(55)	55	(121)	879
	<u>13,998</u>	<u>7,296</u>	<u>29,178</u>	<u>21,575</u>
Unallocated corporate overhead (c)				
Depreciation	7,836	4,831	19,216	16,618
Amortization	1,005	890	2,796	2,952
Acquisition and integration costs	1,011	552	2,580	1,684
Restructuring costs	2,383	—	5,425	—
Legal settlement charge	—	109	755	484
	—	—	—	750
Income (loss) from operations	<u>\$ 1,763</u>	<u>\$ 914</u>	<u>\$ (1,594)</u>	<u>\$ (913)</u>

- (a) Prior year data has been reclassified to conform to the current year's presentation. Effective January 1, 2014, the Company merged its Allied Health Group, LLC subsidiary with its Medical Doctor Associates, LLC subsidiary. The decision to merge these companies was based on a number of factors including the consolidation of back office processes and other operational efficiencies. Along with this merger, the Company evaluated the Allied Health Group trade name and determined that it would be more valuable to use it for the Company's Nurse and Allied Staffing business, and as a result, transferred the trade name effective January 1, 2014.

The allied health staffing business of MDA has primarily consisted of higher-level allied professionals, such as physician assistants and nurse practitioners, whose job functions are becoming increasingly more similar to those of physicians than to other allied health professionals. The 2014 change in legal structure and processes, along with the current market

dynamics has changed the Company's approach/conclusion to aggregate this business with its Nurse and Allied Staffing business segment for 2014. The Company has revised its segments for 2014 reporting to include this business with its Physician Staffing business segment.

- (b) The Company defines contribution income as income or loss from operations before depreciation, amortization, acquisition and integration costs, restructuring costs, legal settlement charges, impairment charges and corporate expenses not specifically identified to a reporting segment. Contribution income is a financial measure used by management when assessing segment performance and is provided in accordance with ASC 280, *Segment Reporting*.
- (c) In 2014, the Company refined its methodology for allocating certain corporate overhead expenses to its Nurse and Allied Staffing segment to more accurately reflect this segment's profitability. Prior year information has been reclassified to conform to current year presentation.

13. COMMITMENTS AND CONTINGENCIES

Commitments

The Company has entered into non-cancelable operating lease agreements for the rental of office space and equipment. Certain of these leases include options to renew as well as rent escalation clauses and in certain cases, incentives from the landlord for rent-free months and allowances for tenant improvements.

Future minimum lease payments, as of September 30, 2014, associated with these agreements with terms of one year or more are as follow:

Through Year Ending December 31:	(amounts in thousands)	
2014	\$	1,980
2015		6,833
2016		5,442
2017		3,814
2018		1,622
Thereafter		2,624
	<u>\$</u>	<u>22,315</u>

Legal Contingencies

On December 4, 2012, the Company's subsidiary, CC Staffing, Inc. (now known as Travel Staff, LLC) became the subject of a purported class action lawsuit (Alice Ogues, on behalf of herself and all others similarly situated, Plaintiffs, vs. CC Staffing, Inc., a Delaware corporation; and DOES 1-50, inclusive, Defendants) filed in the United States District Court, Northern District of California. Plaintiff alleged that traveling employees were denied meal periods and rest breaks, that they should have been paid overtime on reimbursement amounts, various other wage and hour claims, and that they are entitled to associated penalties. In 2013, the parties agreed to settle this lawsuit for \$0.8 million with the understanding that such settlement is not an admission by the Company of any liability, negligence or wrong doing. The Court granted final approval of the settlement in September 2014.

The Company is also subject to other legal proceedings and claims that arise in the ordinary course of its business. In the opinion of management, the outcome of these other matters will not have a significant effect on the Company's consolidated financial position or results of operations.

Sales & Other State Non-income Tax Liabilities

The Company's sales and other state non-income tax filings are subject to routine audits by authorities in the jurisdictions where it conducts business in the United States which may result in assessments of additional taxes. The Company accrues sales and other non-income tax liabilities based on the Company's best estimate of its probable liability utilizing currently available information and interpretation of relevant tax regulations. Given the nature of the Company's business, significant subjectivity exists as to both whether sales and other state non-income taxes can be assessed on its activity and how the sales tax will ultimately be measured by the relevant jurisdictions. The Company makes a determination for each reporting period whether the estimates for sales and other non-income taxes in certain states should be revised. The expense is included in

selling, general and administrative expenses on its condensed consolidated statements of operations and the liability is reflected in sales tax payable as of December 31, 2013 and September 30, 2014, on its condensed consolidated balance sheets.

14. INCOME TAXES

When projected taxable income for the full year is close to break-even, the expected annual effective tax rate becomes volatile and will distort the income tax provision for an interim period. When this happens the Company calculates the income tax provision or benefit using the year-to-date effective tax rate in accordance with the ASC 740, *Income Taxes*, paragraphs 270-30-18. This cut-off method results in an income tax provision or benefit based solely on the year-to-date pretax income or loss as adjusted for permanent differences on a pro rata basis.

For the periods ended September 30, 2014 and 2013 the Company has calculated its effective tax rate based on year-to-date results (under ASC 740-280-30-18) as opposed to estimating its annual effective tax rate. The Company's effective tax rate for continuing operations for the three and nine months ended September 30, 2014 was (2.3)% and (0.9)%, respectively, including the impact of discrete items. Excluding discrete items, the Company's effective tax rate for continuing operations for the three and nine months ended September 30, 2014 was (15.2)% and (24.4)%, respectively. The effective tax rates are different than the statutory rates primarily due to the impact from amortization of indefinite-lived intangible assets for tax purposes, the partial non-deductibility of certain per diem expenses and international and state minimum taxes, which were partly offset by the reduction in unrecognized tax benefits due to the expiration of certain statutes of limitations.

The Company records valuation allowances to reduce deferred tax assets when it is more likely than not that a tax benefit will not be realized. The assessment of whether or not a valuation allowance is required often requires significant judgment, including the long-range forecast of future taxable income and the evaluation of tax planning initiatives. Adjustments to the deferred tax valuation allowances are made to earnings in the period when such assessments are made. Due to the historical losses from the Company's operations, it has recorded a full valuation allowance on its deferred tax assets. In the first quarter of 2014, the Company recorded a non-cash adjustment of \$1.7 million primarily related to an overstatement of the valuation allowance established as of December 31, 2013. The out-of-period adjustment also decreased the net loss by the same amount or \$0.06 per diluted share for the three months ended March 31, 2014. Management concluded that the adjustment was not material to its prior period financial statements and is not expected to be material to the full year results for 2014.

Unrecognized tax benefits are included in other current liabilities and other long term liabilities on the Company's condensed consolidated balance sheets. In accordance with ASC 740, *Income Taxes*, a reconciliation of the beginning and ending amounts of unrecognized tax benefits, including estimated interest and penalties, is as follows:

Unrecognized Tax Benefits (amounts in thousands)

Balance at January 1, 2014	\$	4,986
Additions based on tax positions related to prior years		13
Additions based on tax positions related to current year		495
Settlements of tax positions related to prior years		(344)
Reductions for tax positions as a result of a lapse of the applicable statute of limitations		(1,566)
Balance at September 30, 2014	\$	<u>3,584</u>

As of September 30, 2014, the Company had approximately \$3.0 million of unrecognized tax benefits, net of deferred taxes, which would affect the effective tax rate if recognized. During the nine months ended September 30, 2014, the Company had gross increases of \$0.5 million to its current year unrecognized tax benefits related to federal and state tax issues. In addition, the Company had gross decreases of \$1.9 million to its unrecognized tax benefits related to settlements and the closure of open tax years.

In July 2013, the FASB issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. This new guidance is effective prospectively for annual reporting periods beginning on or after December 15, 2013 and interim periods therein. ASU 2013-11 provides guidance on the presentation of unrecognized tax benefits, reflecting the manner in which an entity would settle, at the reporting date, any additional income taxes that would result from the disallowance of a tax position when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. We adopted the provisions of this amendment during 2014, which resulted in a reclassification between other non-current liabilities and non-current deferred income tax assets of approximately \$2.1 million.

The adoption did not change existing recognition and measurement requirements in our condensed consolidated financial statements.

The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes. The Company had accrued approximately \$0.9 million and \$1.0 million for interest and penalties as of September 30, 2014 and December 31, 2013, respectively.

The tax years 2010 through 2013 remain open to examination by the major taxing jurisdictions in which the Company is subject to tax, with the exception of certain states in which the statute of limitations has been extended. In mid-July of 2013, the Company received a notice of proposed audit adjustments from the State of New York. In January of 2014 the Company settled the State of New York audit for its tax years ending December 31, 2006 through 2010 for less than the amount accrued as of December 31, 2013.

15. RELATED PARTY TRANSACTIONS

The Company provides services to hospitals which are affiliated with certain members of the Company's Board of Directors. Management believes the pricing for the Company's services is consistent with its other hospital customers. Revenue related to these transactions amounted to approximately \$6.0 million and \$11.4 million for the three and nine months ended September 30, 2014, respectively. Revenue related to these transactions amounted to approximately \$1.2 million and \$3.5 million for the three and nine months ended September 30, 2013, respectively. Accounts receivable due from these hospitals at September 30, 2014 and December 31, 2013 were approximately \$1.6 million and \$0.4 million, respectively.

The Company provided staffing services to an entity that has a non-controlling interest in IntelliStaf of Oklahoma, LLC, a joint venture between the Company (68% ownership) and an unrelated third party (with 32% ownership). At September 30, 2014, the Company had a receivable balance of approximately \$1.4 million and a payable balance of \$0.3 million relating to these staffing services.

16. RECENT ACCOUNTING PRONOUNCEMENTS

In April 2014, the FASB issued ASU 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* to reduce diversity in practice for reporting discontinued operations. Under the previous guidance, any component of an entity that was a reportable segment, an operating segment, a reporting unit, a subsidiary, or an asset group was eligible for discontinued operations presentation. The revised guidance only allows disposals of components of an entity that represent a strategic shift (e.g., disposal of a major geographical area, a major line of business, a major equity method investment, or other major parts of an entity) and that have a major effect on a reporting entity's operations and financial results to be reported as discontinued operations. The revised guidance also requires expanded disclosure in the financial statements for discontinued operations as well as for disposals of significant components of an entity that do not qualify for discontinued operations presentation. The updated guidance is effective for periods beginning after December 15, 2014. The Company had operations that were reported as discontinued operations for the nine months ended September 30, 2013 and does not expect the adoption of this guidance to have a material effect on its financial position, results of operations, or cash flows.

In May 2014, the FASB and the International Accounting Standards Board (IASB) jointly issued ASU No. 2014-9, *Revenue from Contracts with Customers* (Topic 606), which clarifies the principles for recognizing revenue and develops a common revenue standard for GAAP and International Financial Reporting Standards (IFRS). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The ASU is effective for public entities for annual and interim periods beginning after December 15, 2016. Early adoption is not permitted under GAAP and retrospective application is permitted, but not required. The Company is currently evaluating the impact of adopting this guidance on its financial position and results of operations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The purpose of the following Management's Discussion and Analysis (MD&A) is to help facilitate the understanding of significant factors influencing the quarterly operating results, financial condition and cash flows of Cross Country Healthcare, Inc. Additionally, the MD&A also conveys our expectations of the potential impact of known trends, events or uncertainties that may impact future results. This discussion supplements the detailed information presented in the condensed consolidated financial statements and notes thereto which should be read in conjunction with the consolidated financial statements and related notes contained in the Company's Annual Report on Form 10-K, filed for the year ended December 31, 2013.

Business Overview

Cross Country Healthcare, Inc., is a national leader in providing healthcare recruiting, staffing and workforce management solutions. With more than 30 years of experience, we are dedicated to placing highly qualified nurses and physicians as well as allied health, advanced practice, clinical research, and case management professionals. We provide both retained and contingent placement services for physicians, as well as retained search services for healthcare executives. We have more than 4,300 active contracts with a broad range of clients, including acute care hospitals, physician practice groups, nursing facilities, rehabilitation and sports medicine clinics, government facilities, as well as nonclinical settings such as homecare and schools. Through our national staffing teams and network of more than 70 branch office locations, we are able to place clinicians for travel and per diem assignments, local short-term contracts and permanent positions. We are a market leader in providing flexible workforce management solutions, which include managed services provider, workforce assessments, internal resource pool consulting and development, electronic medical record transition staffing and recruitment process outsourcing. In addition, we provide education and training programs for healthcare professionals through seminars and e-learning tools.

Our results are reported in three business segments: Nurse and Allied Staffing, Physician Staffing, and Other Human Capital Management Services. For the quarter ended September 30, 2014, Nurse and Allied Staffing which is comprised of travel and per diem nurse and allied staffing represented approximately 78% of our total revenue. Other Nurse and Allied Staffing services include the placement of allied healthcare professionals, such as rehabilitation therapists, radiology technicians, and respiratory therapists. Physician Staffing represented approximately 17% of our third quarter 2014 revenue and consists of temporary physician staffing services (locum tenens) in many specialties, certified registered nurse anesthetists (CRNAs), nurse practitioners (NPs) and physician assistants (PAs). Other Human Capital Management Services represented approximately 5% of our revenue and consists of healthcare professional education and training, as well as retained search services.

Acquisitions

Medical Staffing Network

On June 30, 2014, we completed the acquisition of substantially all of the assets and certain liabilities of Medical Staffing Network (MSN) for an aggregate purchase price of \$48.1 million, subject to certain post-closing net working capital adjustments. We paid \$44.9 million, net of cash acquired and an additional \$2.5 million was deferred and is due to the seller in 21 months less any COBRA expenses incurred by us on behalf of former MSN employees over that period.

At the time of the acquisition, MSN had 55 locations throughout the U.S. that provide per diem, local, contract, travel, and permanent hire staffing services. This acquisition increases our branch network and market share, diversifies our customer base and brings new service lines. We believe it positions us to serve our customers better and to increase earnings growth through improved fill rates, expansion of our managed service programs and per diem activities, and the recognition of cost synergies.

The acquisition has been accounted for in accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 805, *Business Combinations*, using the acquisition method. The results of the MSN Acquisition are substantially reported through Nurse and Allied Staffing.

Allied Healthcare Business

In December 2013, we acquired the operating assets of On Assignment, Inc.'s Allied Healthcare Staffing division (the acquired allied staffing business) for an aggregate purchase price of \$28.7 million, subject to certain post-closing adjustments. Excluded from the transaction were the accounts receivable, accounts payable and accrued compensation of the business being acquired. We used \$24.7 million in cash on hand and \$4.5 million from borrowings under our current revolver facility with Bank of America, N.A. to pay the purchase price and approximately \$0.5 million in transaction costs.

We believe this acquisition complements our current operations by: (1) adding new skillsets to our traditional staffing offerings, (2) expanding our local branch network, which will allow us to expand our local market presence and our MSP business, (3) diversifying our customer base into the local ambulatory care and retail market, which provides more balance between our large volume based customers and our small local customers, and (4) better positioning us to take additional market share at our MSP accounts. At the time of the acquisition, the acquired allied staffing business had 84 branch-based employees and made placements in more than 125 specialties from 23 branch offices.

The allied staffing business acquisition has been accounted for in accordance with ASC805, *Business Combination*, using the acquisition method. The results of the acquisition's operations have been included in the consolidated statements of operations since December 2, 2013, the date of the acquisition. The acquired allied staffing business has been included in Nurse and Allied Staffing.

Dispositions

On February 15, 2013, we completed the sale of our clinical trial services business to ICON Clinical Research, Inc. and ICON Clinical Research UK Limited (the "Buyer") for an aggregate \$52.0 million in cash, subject to certain adjustments. In the third quarter of 2014, the remaining Indemnity escrow related to the sale was released to us. The business segment has been classified as discontinued operations for all periods presented (see Note 4 - Discontinued Operations and Note 10 – Fair Value Measurements, to our condensed consolidated financial statements for more information).

Segment Information

In accordance with ASC 280, *Segment Reporting*, the Company reports three business segments – Nurse and Allied Staffing, Physician Staffing, and Other Human Capital Management Services, described below:

- *Nurse and Allied Staffing* – Nurse and Allied Staffing provides traditional staffing, including temporary and permanent placement of travel nurses and allied professionals, and branch-based local nurses and allied staffing. Its clients include: public and private acute-care and non-acute care hospitals, government facilities, schools, outpatient clinics, ambulatory care facilities, retailers, and many other healthcare providers throughout the U.S. The Company aggregates various brands that it markets to its customers in this business segment.
- *Physician Staffing* – Physician Staffing provides physicians in many specialties, certified registered nurse anesthetists (CRNAs), nurse practitioners (NPs) and physician assistants (PAs) under the Company's Medical Doctor Associates (MDA) brand as independent contractors on temporary assignments throughout the U.S. at various healthcare facilities, such as acute and non-acute care facilities, medical group practices, government facilities, and managed care organizations.
- *Other Human Capital Management Services* – Other Human Capital Management Services provides education and training programs to the healthcare industry and retained search services for physicians and healthcare executives within the U.S.

Executive Summary of Operations

We continue to execute on the elements of our strategy to grow revenue in our core businesses, expand margins and enhance the operating leverage of our infrastructure. The fundamentals of our strategy are to ensure we offer a full range of services and specialties necessary to meet the needs of our clients, to deliver creative and flexible workforce solutions, build a customer-centric strong sales capability with geographic access to all of our key markets, provide world class client service with a focus on fulfillment and retention, and continuously improve our operational effectiveness.

For the quarter ended September 30, 2014, our revenue was \$188.9 million, and we had a loss from continuing operations of \$7.5 million, or \$0.24 per diluted share, primarily due to a change in the fair value of an embedded derivative in our convertible notes. Cash flow used in operations for the nine months ended September 30, 2014 was \$3.1 million. We ended the third quarter of 2014 with \$7.7 million of cash and cash equivalents and total debt of \$65.4 million (including \$7.3 million related to the change in valuation of the embedded derivative in our Convertible Notes), and a ratio of debt, net of cash, to total capitalization of 26.8%.

Nurse and Allied Staffing

In the third quarter of 2014, Nurse and Allied Staffing grew both year-over year and sequentially from a combination of robust organic growth and the impact of acquisitions. Throughout the quarter, we experienced increasing demand for our services, as well as growth in the number of health care professionals on assignment. At the end of the quarter Nurse and Allied Staffing orders were at the highest levels since October 2001 and the trends have continued into the fourth quarter. Orders are not perfectly correlated with our revenue, however, they are a strong indicator of our revenue opportunity.

Physician Staffing

In the third quarter of 2014, revenue from Physician Staffing decreased 3% year-over-year and increased 5% sequentially. The year-over-year decline was primarily volume driven, partly offset by the impact of the MSN acquisition. The sequential increase was entirely due to the impact of the MSN acquisition.

Other Human Capital Management Services

In the third quarter of 2014, revenue in Other Human Capital Management Services was essentially flat year-over-year and down slightly sequentially.

Business Metrics

In general, we evaluate our financial condition and operating results by revenue, contribution income (see Segment Information), and net income (loss). We also use measurement of our cash flow generation and operating and leverage ratios to help us assess our financial condition. In addition to the metrics identified below, we monitor other volume and profitability indicators such as number of open orders, contract bookings, and price.

Business Segment	Business Measurement
Nurse and Allied Staffing	FTEs represent the average number of Nurse and Allied Staffing contract personnel on a full-time equivalent basis. Average revenue per FTE per day is calculated by dividing the Nurse and Allied Staffing revenue by the number of days worked in the respective periods. Nurse and Allied Staffing revenue also includes revenue from the permanent placement of nurses.
Physician Staffing	Days filled is calculated by dividing the total hours filled during the period by 8 hours. Revenue per day filled is calculated by dividing the actual revenue invoiced (excluding permanent placement fees) by Physician Staffing days filled for the period presented.

Other Financial Data (unaudited)

	Three Months Ended		Change	Percent Change
	September 30, 2014	September 30, 2013		
<u>Nurse and Allied Staffing statistical data:</u>				
FTEs	6,396	2,241	4,155	185.4 %
Average Nurse and Allied Staffing revenue per FTE per day	\$ 251	\$ 318	(67)	(21.1)%
<u>Physician Staffing statistical data:</u>				
Days filled	22,742	24,011	(1,269)	(5.3)%
Revenue per day filled	\$ 1,428	\$ 1,461	(33)	(2.3)%

	Nine Months Ended		Change	Percent Change
	September 30,	September 30,		
	2014	2013		
<u>Nurse and Allied Staffing statistical data:</u>				
FTEs	4,227	2,341	1,886	80.6 %
Average Nurse and Allied Staffing revenue per FTE per day	269	317	(48)	(15.1)%
<u>Physician Staffing statistical data:</u>				
Days filled	64,690	69,861	(5,171)	(7.4)%
Revenue per day filled	1,432	1,418	14	1.0 %

Results of Operations

The following table summarizes, for the periods indicated, selected condensed consolidated statements of operations data expressed as a percentage of revenue:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Revenue from services	100.0 %	100.0 %	100.0 %	100.0 %
Direct operating expenses	75.0	73.9	74.4	74.2
Selling, general and administrative expenses	21.6	23.6	23.1	24.1
Bad debt expense	0.1	0.2	0.2	0.2
Depreciation and amortization	1.1	1.3	1.2	1.4
Acquisition and integration costs	1.3	—	1.3	—
Restructuring costs	—	0.1	0.2	0.1
Legal settlement charge	—	—	—	0.2
Income (loss) from operations	0.9	0.9	(0.4)	(0.2)
Foreign exchange (gain) loss	—	—	—	—
Interest expense	1.0	0.2	0.6	0.2
Change in fair value of convertible note derivative liability	3.8	—	1.7	—
Loss on early extinguishment and modification of debt	—	—	—	0.4
(Loss) income from continuing operations before income taxes	(3.9)	0.7	(2.7)	(0.8)
Income tax expense (benefit)	0.1	(0.6)	—	(0.4)
(Loss) income from continuing operations	(4.0)	1.3	(2.7)	(0.4)
(Loss) income from discontinued operations, net of income taxes	—	(0.5)	—	0.6
Net (loss) income	(4.0)	0.8	(2.7)	0.2
Less: Net income attributable to non-controlling interest in subsidiary	—	—	—	—
Net (loss) income attributable to Cross Country Healthcare, Inc.	(4.0)%	0.8 %	(2.7)%	0.2 %

Segment Information

Management evaluates performance of each segment primarily based on revenue and contribution income. Management does not evaluate, manage or measure performance of segments using asset information; accordingly, asset information by segment is not prepared or disclosed. The information in the following table is derived from the segments' internal financial information as used for corporate management purposes. Certain corporate expenses are not allocated to and/or among the operating segments.

Information on operating segments and the reconciliation to income (loss) from operations for the periods indicated are as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013 (a)	2014	2013 (a)
(amounts in thousands)				
Revenues:				
Nurse and Allied Staffing	\$ 147,518	\$ 65,580	\$ 310,327	\$ 202,309
Physician Staffing	32,286	33,353	92,271	97,933
Other Human Capital Management Services	9,140	9,115	27,093	28,890
	<u>\$ 188,944</u>	<u>\$ 108,048</u>	<u>\$ 429,691</u>	<u>\$ 329,132</u>
Contribution income (b):				
Nurse and Allied Staffing (c)	\$ 12,575	\$ 4,998	\$ 25,196	\$ 13,665
Physician Staffing	1,478	2,243	4,103	7,031
Other Human Capital Management Services	(55)	55	(121)	879
	<u>13,998</u>	<u>7,296</u>	<u>29,178</u>	<u>21,575</u>
Unallocated corporate overhead (c)	7,836	4,831	19,216	16,618
Depreciation	1,005	890	2,796	2,952
Amortization	1,011	552	2,580	1,684
Acquisition and integration costs	2,383	—	5,425	—
Restructuring costs	—	109	755	484
Legal settlement charge	—	—	—	750
Income (loss) from operations	<u>\$ 1,763</u>	<u>\$ 914</u>	<u>\$ (1,594)</u>	<u>\$ (913)</u>

- (a) Prior year data has been reclassified to conform to the current year's presentation. Effective January 1, 2014, we merged our Allied Health Group, LLC subsidiary with Medical Doctor Associates, LLC subsidiary. The decision to merge these companies was based on a number of factors including the consolidation of back office processes and other operational efficiencies. Along with this merger, we evaluated the Allied Health Group trade name and determined that it would be more valuable to use it for our Nurse and Allied Staffing business, and as a result, transferred the trade name effective January 1, 2014.

The allied health staffing business of MDA has primarily consisted of higher-level allied professionals, such as physician assistants and nurse practitioners, whose job functions are becoming increasingly more similar to those of physicians than to other allied health professionals. The 2014 change in legal structure and processes, along with the current market dynamics has changed our approach/conclusion to aggregate this business with Nurse and Allied Staffing for 2014. We have revised our segments for 2014 reporting to include this business with Physician Staffing.

- (b) We define contribution income or loss from operations before depreciation, amortization, acquisition and integration costs, restructuring costs, legal settlement charges, impairment charges, and other corporate expenses not specifically identified to a reporting segment. Contribution income is a measure used by management to assess operations and is provided in accordance with ASC 280, *Segment Reporting*.
- (c) In 2014, we refined our methodology for allocating certain corporate overhead expenses to our Nurse and Allied Staffing segment to more accurately reflect this segment's profitability. Prior year information has been reclassified to conform to current year presentation.

Results of Recent Acquisitions

We are in the process of integrating the acquired businesses into our current operations, including the consolidation of branch and corporate offices and as a result, it is impracticable to separate their results from the date of acquisition. We provide information about the unaudited pro forma combined financial information as if the MSN and allied staffing business acquisitions had occurred as of January 1, 2013 to provide context to the underlying growth of the businesses.

Revenue from services

Revenue from services increased 74.9%, to \$188.9 million for the three months ended September 30, 2014, as compared to \$108.0 million for the three months ended September 30, 2013. The increase was entirely from Nurse and Allied Staffing as revenue from Physician Staffing declined year-over year and was essentially flat in Other Human Capital Management Services.

Nurse and Allied Staffing

Revenue from Nurse and Allied Staffing increased 124.9%, to \$147.5 million for the three months ended September 30, 2014, as compared to \$65.6 million for the three months ended September 30, 2013. The year-over-year increase was a result of growth in the segment as well as the impact from the acquired businesses. On a pro forma basis, including results of the acquired businesses in both periods, revenue increased 11.6%, primarily related to higher demand for travel nurses.

The average number of Nurse and Allied Staffing FTEs on contract during the three months ended September 30, 2014 increased 185.4% from the three months ended September 30, 2013, including 3,816 FTEs from the acquired businesses. The average Nurse and Allied Staffing revenue per FTE per day decreased 21.1%, primarily due to lower average bill rates in the acquired businesses relating to mix.

Physician Staffing

Revenue from Physician Staffing decreased 3.2%, to \$32.3 million for the three months ended September 30, 2014, as compared to \$33.4 million for the three months ended September 30, 2013. The decrease in revenue was due to lower volume partially offset by the impact of the MSN acquisition.

Physician Staffing days filled decreased 5.3%, to 22,742 days in the three months ended September 30, 2014, as compared to 24,011 days in the three months ended September 30, 2013. Revenue per day filled for the three months ended September 30, 2014 was \$1,428, down, 2.3% from the prior year.

Other Human Capital Management Services

Revenue from Other Human Capital Management Services was \$9.1 million for the three months ended September 30, 2014 and 2013. A slight increase in revenue from our education and training business was substantially offset by slightly lower revenue from our retained search business.

Direct operating expenses

Direct operating expenses are comprised primarily of field employee compensation and independent contractor expenses, housing expenses, travel expenses and field insurance expenses. Direct operating expenses increased \$61.8 million or 77.4%, to \$141.7 million for the three months ended September 30, 2014, as compared to \$79.9 million for three months ended September 30, 2013. As a percentage of total revenue, direct operating expenses increased to 75.0% compared to 73.9% in the same prior year period, primarily due to the reset of payroll taxes for healthcare professionals transitioning to our company from the MSN acquisition, as well as higher direct costs in Physician Staffing.

Selling, general and administrative expenses

Selling, general and administrative expenses increased 60.2%, to \$40.9 million for the three months ended September 30, 2014, as compared to \$25.5 million for the three months ended September 30, 2013. This increase is primarily due to the acquired

businesses. As a percentage of total revenue, selling, general and administrative expenses were 21.6% and 23.6%, for the three months ended September 30, 2014 and 2013, respectively.

Included in selling, general and administrative expenses is unallocated corporate overhead of \$7.8 million and \$4.8 million for the three months ended September 30, 2014 and 2013, respectively, representing an increase of \$3.0 million primarily due to the impact of acquisitions. As a percentage of consolidated revenue, unallocated corporate overhead was 4.1% and 4.5% for the three months ended September 30, 2014 and 2013, respectively. Share-based compensation, included in unallocated corporate overhead, was \$0.4 million and \$0.5 million for the three months ended September 30, 2014 and 2013, respectively.

Contribution income

Nurse and Allied Staffing

Contribution income from Nurse and Allied Staffing increased \$7.6 million or 151.6%, to \$12.6 million for the three months ended September 30, 2014, as compared to \$5.0 million for the three months ended September 30, 2013. As a percentage of segment revenue, contribution income was 8.5% for the three months ended September 30, 2014, and 7.6% for the three months ended September 30, 2013. This increase was primarily due to improved operating leverage in the business.

Physician Staffing

Contribution income from Physician Staffing decreased \$0.8 million or 34.1%, to \$1.5 million for the three months ended September 30, 2014, as compared to \$2.2 million for the three months ended September 30, 2013. As a percentage of segment revenue, contribution income was 4.6% for the three months ended September 30, 2014 and 6.7% for the three months ended September 30, 2013. This decrease was primarily due to a combination of higher professional liability expense in the three months ended September 30, 2014 and negative operating leverage.

Other Human Capital Management Services

Contribution income from Other Human Capital Management Services was a loss of \$0.1 million for the three months ended September 30, 2014, as compared to income of \$0.1 million for the three months ended September 30, 2013. Contribution income as a percentage of segment revenue was (0.6)% for the three months ended September 30, 2014 and 0.6% for the three months ended September 30, 2013.

Depreciation and amortization expense

Depreciation and amortization expense totaled \$2.0 million for the three months ended September 30, 2014 and \$1.4 million for the three months ended September 30, 2013. As a percentage of consolidated revenue, depreciation and amortization expense was 1.1% and 1.3% for the three months ended September 30, 2014 and 2013, respectively.

Restructuring Costs

There were no restructuring costs for the three months ended September 30, 2014. Restructuring costs were \$0.1 million for the three months ended September 30, 2013 and primarily related to severance costs associated with the plan to reduce operating costs implemented in the second quarter of 2013.

Acquisition and Integration Costs

During the three months ended September 30, 2014, we incurred acquisition and integration costs of \$2.4 million. The acquisition and integration costs were primarily related to integration costs of the MSN acquisition. No similar charges were recorded in the three months ended September 30, 2013.

Interest expense

Interest expense totaled \$1.8 million and \$0.2 million for the three months ended September 30, 2014 and 2013, respectively. The increase was primarily due to higher average borrowings in the three months ended September 30, 2014 compared to de minimis debt outstanding in the prior year quarter. The effective interest rate on our borrowings was 7.1% for the three month period ended September 30, 2014.

Change in Fair Value of Convertible Note Derivative Liability

Change in fair value of convertible note derivative liability of \$7.3 million in the three months ended September 30, 2014 relates to the fair value of embedded features of our Convertible Notes. The Convertible Notes include terms that are considered to be embedded derivatives, including conversion and redemption features that primarily protect the investors' investment with us (see Note 9 - Convertible Notes Derivative Liability). On a quarterly basis, we are required to record this embedded derivative at fair value with the changes being recorded as a component of other expense (income) on our condensed consolidated statements of operations.

Income tax expense (benefit)

Income tax expense from continuing operations totaled \$0.2 million for the three months ended September 30, 2014, as compared to a benefit of \$0.6 million for the three months ended September 30, 2013. The effective tax rate was (2.3)% and (79.6)% for the three months ended September 30, 2014 and September 30, 2013, respectively. The income tax expense for the three months ended September 30, 2014 was more than the statutory rate primarily due to changes in the valuation allowance resulting from the amortization of indefinite-lived intangible assets for tax purposes and the partial non-deductibility of certain per diem expenses, partly offset by a reduction in unrecognized tax benefits due to the expiration of certain statutes of limitation. The effective tax rate for the three months ended September 30, 2013 was lower than the statutory rate due to the impact of the non-deductibility of certain per diem expenses, state taxes and foreign taxes.

(Loss) Income from discontinued operations, net of income taxes

(Loss) income from discontinued operations, net of income taxes included the results from the sale of the clinical trial services business which was classified as discontinued in the three months ended September 30, 2013. See Note 4 –Discontinued Operations, to our condensed consolidated financial statements for more information.

Comparison of Results for the Nine Months Ended September 30, 2014 compared to the Nine Months Ended September 30, 2013

Revenue from services

Revenue from services increased 30.6%, to \$429.7 million for the nine months ended September 30, 2014, as compared to \$329.1 million for the nine months ended September 30, 2013. The revenue increase was entirely from Nurse and Allied Staffing and was partially offset by revenue declines in both Physician Staffing and Other Human Capital Management Services.

Nurse and Allied Staffing

Revenue from Nurse and Allied Staffing increased 53.4%, to \$310.3 million for the nine months ended September 30, 2014, as compared to \$202.3 million for the nine months ended September 30, 2013. The revenue increase was related to the acquired businesses as well as robust organic growth. On a pro forma basis, including results of the acquired businesses in both periods, revenue increased 7.7% due to higher volume and higher average bill rates in the nine months ended September 30, 2014.

The average number of Nurse and Allied Staffing FTEs on contract during the nine months ended September 30, 2014, increased 80.6% from the nine months ended September 30, 2013 primarily due to the acquired businesses. The average Nurse and Allied Staffing revenue per FTE per day decreased 15.1%, primarily due to lower average bill rates in the acquired business.

Physician Staffing

Revenue from Physician Staffing decreased 5.8%, to \$92.3 million for the nine months ended September 30, 2014, as compared to \$97.9 million for the nine months ended September 30, 2013. The decrease in revenue is primarily due to lower volume, which was partially offset by higher revenue per day filled.

Physician Staffing days filled decreased 7.4%, to 64,690 days in the nine months ended September 30, 2014, as compared to 69,861 days in the nine months ended September 30, 2013. Revenue per day filled for the nine months ended September 30, 2014 was \$1,432, a 1.0% increase from the nine months ended September 30, 2013.

Other Human Capital Management Services

Revenue from Other Human Capital Management Services decreased 6.2%, to \$27.1 million for the nine months ended September 30, 2014, as compared to \$28.9 million for the nine months ended September 30, 2013. The decrease is due to a combination of lower seminar attendance and lower revenue from our retained search business.

Direct operating expenses

Direct operating expenses are comprised primarily of field employee compensation and independent contractor expenses, housing expenses, travel expenses and field insurance expenses. Direct operating expenses increased \$75.3 million or 30.8%, to \$319.5 million for the nine months ended September 30, 2014, as compared to \$244.2 million for nine months ended September 30, 2013. As a percentage of total revenue, direct operating expenses were 74.4% and 74.2% for the nine months ended September 30, 2014 and 2013, respectively.

Selling, general and administrative expenses

Selling, general and administrative expenses increased \$20.3 million or 25.7%, to \$99.5 million for the nine months ended September 30, 2014, as compared to \$79.2 million for the nine months ended September 30, 2013. The increase was primarily related to the impact of the acquisitions. As a percentage of total revenue, selling, general and administrative expenses were 23.1% and 24.1%, for the nine months ended September 30, 2014 and 2013, respectively.

Included in selling, general and administrative expenses is unallocated corporate overhead of \$19.2 million for nine months ended September 30, 2014, compared to \$16.6 million for the nine months ended September 30, 2013. As a percentage of consolidated revenue, unallocated corporate overhead was 4.5% and 5.0% for the nine months ended September 30, 2014 and 2013, respectively. Share-based compensation, included in unallocated corporate overhead, was \$1.0 million and \$1.6 million for the nine months ended September 30, 2014 and 2013, respectively. The year-over-year decline in share-based compensation was related to increased forfeitures.

Contribution income

Nurse and Allied Staffing

Contribution income from Nurse and Allied Staffing increased 84.4%, to \$25.2 million for the nine months ended September 30, 2014, as compared to \$13.7 million for the nine months ended September 30, 2013. As a percentage of segment revenue, contribution income was 8.1% for the nine months ended September 30, 2014, and 6.8% for the nine months ended September 30, 2013. The margin improvement was primarily due to improvement in our bill/pay spread in our organic business.

Physician Staffing

Contribution income from Physician Staffing decreased 41.6%, to \$4.1 million for the nine months ended September 30, 2014, as compared to \$7.0 million for the nine months ended September 30, 2013. As a percentage of segment revenue, contribution income was 4.4% for the nine months ended September 30, 2014 and 7.2% for the nine months ended September 30, 2013. This decrease was primarily due to higher professional liability expense and lower revenue.

Other Human Capital Management Services

Contribution income from Other Human Capital Management Services was a loss of \$0.1 million for the nine months ended September 30, 2014, as compared to income of \$0.9 million for the nine months ended September 30, 2013. The decrease in contribution income was primarily due to lower revenue and higher direct mail expenses in our education and training business.

Depreciation and amortization expense

Depreciation and amortization expense totaled \$5.4 million for the nine months ended September 30, 2014, as compared to \$4.6 million for the nine months ended September 30, 2013. As a percentage of consolidated revenue, depreciation and amortization expense was 1.2% and 1.4% for the nine months ended September 30, 2014 and 2013, respectively.

Restructuring Costs

During the nine months ended September 30, 2013, we initiated a restructuring plan to reduce operating costs. We recorded restructuring costs of \$0.8 million and \$0.5 million, in the nine months ended September 30, 2014 and 2013, respectively, primarily related to senior management severance pay.

Legal Settlement Charge

During the nine months ended September 30, 2013, we accrued \$0.8 million to settle a wage and hour class action lawsuit in California, for which the Court granted final approval of the settlement in September 2014. See Note 13 - Commitments and Contingencies to our condensed consolidated financial statements.

Acquisition and Integration Costs

During the nine months ended September 30, 2014, we incurred acquisition and integration costs of \$5.4 million, pretax. The acquisition and integration costs were primarily related to the MSN acquisition and the integration of the acquired allied staffing business and included transitional services as well as travel and training costs. No similar charges were recorded in the nine months ended September 30, 2013.

Loss on early extinguishment and modification of debt

In the nine months ended September 30, 2013, loss on early extinguishment or modification of debt was \$1.4 million and related to a change in lenders' participations and modification of the then existing July 2012 Credit Agreement. See Note 8- Debt, to our condensed consolidated financial statements for more information.

Interest expense

Interest expense totaled \$2.4 million for the nine months ended September 30, 2014 compared to \$0.6 million for the nine months ended September 30, 2013. The increase in interest expense was due to a combination of higher average borrowings and higher interest rates on our borrowings. The effective interest rate on our borrowings was 5.6% for the nine month period ended September 30, 2014 compared to 2.1% in the nine month period ended September 30, 2013.

Change in Fair Value of Derivative

Change in fair value of derivative of \$7.3 million in the nine months ended September 30, 2014 relates to the fair value of embedded features of our Convertible Notes. The Convertible Notes include terms that are considered to be embedded derivatives, including conversion and redemption features that primarily protect the investors' investment with us (see Note 9 - Convertible Notes Derivative Liability). On a quarterly basis, we are required to record this embedded derivative at fair value with the changes being recorded as a component of other expense (income) on our condensed consolidated statements of operations.

Income tax expense (benefit)

Income tax expense from continuing operations totaled \$0.1 million for the nine months ended September 30, 2014, as compared to a \$1.4 million tax benefit for the nine months ended September 30, 2013. The effective tax rate was (0.9)% and 51.3% in the nine months ended September 30, 2014 and 2013, respectively. The income tax expense in the nine months ended September 30, 2014 included a benefit of \$2.7 million from discrete items, the most significant of which related to corrections to the valuation allowance recorded at December 31, 2013 and a lapse of the applicable statute of limitations for ASC 740 Unrecognized Tax Benefits. Excluding those discrete items, income tax expense was \$2.8 million reflecting the impact of changes in the valuation allowance resulting from amortization of indefinite lived intangibles for tax purposes, as well as partial non-deductibility for certain per diem expenses and to a lesser extent state and foreign taxes, offsetting the tax benefit arising from the continuing loss. The effective tax rate for the nine months ended September 30, 2013 was lower than the statutory rate due to the impact of the non-deductibility of certain per diem expenses offset by additional state and foreign taxes.

Income (loss) from discontinued operations, net of income taxes

Income (loss) from discontinued operations, net of income taxes includes the results from the sale of the clinical trial services business which was classified as discontinued in the nine months ended September 30, 2013. Income from discontinued operations, net of tax of \$1.9 million included a \$4.0 million gain (\$1.7 million net of taxes) on the sale of our clinical trial

services business in the nine months ended September 30, 2013. See Note 4 –Discontinued Operations, to our condensed consolidated financial statements for more information.

Transactions with Related Parties

We provided services to hospitals which are affiliated with certain members of our Board of Directors. We believe the pricing for these services is consistent with our other hospital customers. Revenue related to these transactions amounted to approximately \$6.0 million and \$11.4 million for the three and nine months ended September 30, 2014, respectively. Revenue related to these transactions amounted approximately \$1.2 million and \$3.5 million for the three and nine months ended September 30, 2013, respectively. Accounts receivable due from these hospitals at September 30, 2014 and December 31, 2013 were approximately \$1.6 million and \$0.4 million, respectively.

MSN provided staffing services to an entity that has a non-controlling interest in IntelliStaf of Oklahoma, LLC, a joint venture between MSN (68% ownership) and an unrelated third party (with 32% ownership). At September 30, 2014, we had a receivable balance of approximately \$1.4 million and a payable balance of \$0.3 million relating to these staffing services.

Liquidity and Capital Resources

As of September 30, 2014, we had a current ratio, defined as the amount of current assets divided by current liabilities, of 2 to 1. Working capital increased to \$65.6 million as of September 30, 2014 from \$39.0 million as of December 31, 2013 primarily due to the MSN acquisition.

We financed the purchase price of MSN using \$55.0 million in new subordinated debt consisting of a \$30.0 million, 5-year term loan and \$25.0 million of convertible notes having a 6-year maturity and a conversion price of \$7.10. We also amended our loan agreement with Bank of America, N.A. to increase our borrowing capacity under our senior secured asset-based revolving credit facility from \$65.0 million to \$85.0 million. See Note 8 - Debt and Note 9 - Convertible Notes Derivative Liability for further information.

Our operating cash flows constitute our primary source of liquidity, and historically, have been sufficient to fund our working capital, capital expenditures, internal business expansion and debt service. We believe that our capital resources are sufficient to meet our working capital needs for the next twelve months. We expect to meet our future needs for working capital, capital expenditures, internal business expansion and debt service from a combination of cash on hand, operating cash flows and funds available through the revolving loan portion of our First Lien Loan Agreement. We believe that operating cash flows and cash on hand, along with amounts available under our First Lien Loan Agreement, will be sufficient to meet these needs during the next twelve months.

Net cash used in operating activities was \$3.1 million in the nine months ended September 30, 2014, compared to \$11.6 million provided by operating activities in the nine months ended September 30, 2013. Net cash flow provided by discontinued operations was approximately \$0.1 million in the nine months ended September 30, 2013. The increased usage in cash in the nine months ended September 30, 2014 was primarily due to an increase in accounts receivable coupled with acquisition and integration costs related to MSN and the allied health staffing business acquired in December of 2013. The number of days' sales outstanding was 52 days at September 30, 2014 compared to 49 days and 51 days at September 30, 2013 and December 31, 2013, respectively.

Investing activities used \$44.9 million in the nine months ended September 30, 2014, compared to \$45.0 million provided by investing activities in the nine months ended September 30, 2013. As previously noted, we acquired substantially all of the assets and certain liabilities of MSN in the second quarter of 2014 for a purchase price of \$48.1 million, net of cash acquired. During the nine months ended September 30, 2013, we sold the clinical trial services business with net proceeds from the sale of \$45.7 million which included costs to sell the business. We used \$3.8 million for capital expenditures in the nine months ended September 30, 2014 compared to \$0.7 million in the nine months ended September 30, 2013. The capital expenditures in the nine months ended September 30, 2014 included \$0.9 million of tenant improvements funded by our landlord due to the relocation of our Physician Staffing headquarters.

Net cash provided by financing activities during the nine months ended September 30, 2014, was \$47.6 million compared to net cash used in financing activities of \$34.4 million during the nine months ended September 30, 2013. During the nine months ended September 30, 2014, excluding non-cash changes, we increased our debt by \$48.9 million primarily to fund the acquisition of MSN, including acquisition related expenses, and to fund integration efforts from our allied health acquisition as well. In addition, we used \$1.1 million for debt issuance costs related to the financing of the MSN acquisition. In the nine months ended September 30, 2013, we repaid total debt, net of borrowings, of \$33.6 million using the proceeds from the sale of

clinical trial services business. In addition, we used \$0.5 million to pay debt issuance costs related to our First Lien Loan Agreement.

Stockholders' Equity

Stock Repurchase Program

As of September 30, 2014, we may purchase up to an additional 942,443 shares of Common Stock under the February 2008 Board authorization, subject to certain conditions in the our First Lien Loan Agreement and Second Lien Term Loan Agreement. Subject to certain conditions as described in the First Lien Loan Agreement, we may repurchase up to an aggregate amount of \$5.0 million of our Equity Interests (as defined in the Loan Agreement). During the nine months ended September 30, 2014 and September 30, 2013, we did not repurchase any shares under our February 2008 Board of Directors' authorization.

Share-based Payments

On March 11, 2014, the Board of Directors approved an amendment and restatement of the 2007 Stock Incentive Plan (amended and restated effective March 20, 2013) (the "Stock Incentive Plan"), which was renamed the 2014 Omnibus Incentive Plan. The Stock Incentive Plan as amended and restated is referred to below as the Omnibus Plan. The Omnibus Plan approval was subject to, and became effective upon, stockholder approval at the Annual Meeting held on May 13, 2014. The Omnibus Plan generally incorporates the provisions of the Stock Incentive Plan as currently in effect and includes the following key modifications:

- Increase of the Aggregate Share Reserve. The aggregate share reserve was increased by an additional 600,000 shares for a total share reserve of 4,100,000 shares under the Omnibus Plan.
- Removal of Non-Appreciation Award Limit. In connection with the increase in the aggregate share reserve, the limit on the number of awards that are not "appreciation awards" (i.e., restricted stock and restricted stock units) that may be granted under the Omnibus Plan was removed.
- Performance-Based Cash Awards. The Omnibus Plan includes performance-based cash awards that may be granted with the intent to comply with the "performance-based compensation" exception under Section 162(m) of the Code.
- Term Extension. The term of the Amended Plan was extended until March 10, 2024 (the 2007 Stock Incentive Plan was scheduled to expire on April 5, 2017).
- Added pre-tax income as a metric to measure performance based equity awards.

During the nine months ended September 30, 2014, 377,308 restricted stock awards and 239,585 performance stock awards were granted under the Omnibus Plan to our non-employee Directors and management team. Pursuant to the Omnibus Plan the number of target shares that are issued for performance stock awards are determined based on the level of attainment of the targets. If the minimum level of performance is attained, restricted stock will be issued and with a vesting date of December 31, 2016, subject to the employee's continuing employment.

Debt

Senior Credit Facility

On January 9, 2013, we entered into a First Lien Loan, (the First Lien Loan Agreement or Senior Secured Asset-Based), by and among the Company and certain of its subsidiaries, as borrowers, and Bank of America, N.A., as agent. The First Lien Loan Agreement was subsequently amended to allow for the sale of our clinical trials services business in February 2013 and for administrative matters.

On June 30, 2014, we entered into a third amendment (the Amendment) to the First Lien Loan Agreement dated as of January 9, 2013 with Bank of America, N.A., as agent, in order to, among other things, increase our borrowing capacity under the First Lien Loan Agreement and to consent to the consummation of the MSN acquisition and the incurrence of the indebtedness contemplated pursuant to the Second Lien Term Loan Agreement and the Note Purchase Agreement. The Amendment provides for, among other things, increasing the revolving credit facility under the First Lien Loan Agreement from \$65.0 million to \$85.0 million and increasing the letter of credit subline under the First Lien Loan Agreement from \$20.0 million to \$35.0 million. In addition, the termination date of the revolving credit facility under the First Lien Loan Agreement has been extended to June 30, 2017.

We used the increased availability under the letter of credit subline to collateralize certain insurance obligations related to the MSN acquisition. The revolving credit facility and letter of credit subline will be used to provide ongoing working capital and for other general corporate purposes.

As of September 30, 2014, the interest rate spreads and fees under the First Lien Loan Agreement are based on LIBOR plus 1.50% or Base Rate plus 0.50%. The LIBOR and Base Rate margins are subject to performance pricing adjustments, pursuant to a pricing matrix based on excess availability under the revolving credit facility, and could increase by 200 basis points if an event of default exists. We are required to pay a monthly commitment fee on the average daily unused portion of the revolving loan facility, which, as of September 30, 2014, was 0.375%.

The revolving credit facility can be used to provide ongoing working capital and for other general corporate purposes of the Company and its subsidiaries. As of September 30, 2014, the Gross Availability, as defined in the First Lien Loan Agreement, was approximately \$70.7 million based on the our August accounts receivable balance. We had \$26.5 million letters of credit outstanding and \$4.5 million drawn under the revolving credit facility, leaving \$39.7 million available as of September 30, 2014. The letters of credit relate to our workers' compensation and professional liability insurance policies. For additional information refer to Note 8- Debt to our condensed consolidated financial statements.

Second Lien Term Loan

On June 30, 2014, we entered into a second lien loan and security agreement (the Second Lien Term Loan Agreement), by and among the Company, as borrower, certain of its domestic subsidiaries, as guarantors, and BSP Agency, LLC, as agent.

The Second Lien Term Loan Agreement provides for a five-year senior secured term loan facility in an aggregate principal amount of \$30.0 million (the loans thereunder, the Second Lien Term Loans). The proceeds from the Second Lien Term Loan Facility were used to pay a portion of the consideration for the MSN acquisition and related fees and expenses.

Amounts borrowed under the Second Lien Term Loan Facility that are repaid or prepaid may not be re-borrowed. The Second Lien Term Loans bear interest at a rate equal to adjusted LIBOR (defined as the 3-month London interbank offered rate for U.S. dollars, adjusted for customary Eurodollar reserve requirements, if any, and subject to a floor of 1.00%) plus 6.50%. The interest rate would increase by 200 basis points if an event of default exists under the Second Lien Term Loan Agreement.

At our option we may elect to prepay the Second Lien Term Loans on or before June 30, 2015, subject to a prepayment premium in an amount equal to (i) the amount of the principal amount of the Second Lien Term Loans being repaid, plus (ii) the accrued but unpaid interest on the principal amount so prepaid, if any, to the date of the prepayment, plus (iii) any associated administrative amounts or charges owed to the lenders as a result of the redeployment of funds or fees payable to terminate matching deposits, plus (iv) a "make whole" amount equal to the excess, if any, of (a) the present value at the prepayment date of (1) 103% of the aggregate principal amount of the Second Lien Term Loans then being prepaid, plus (2) all remaining scheduled interest payments due on the principal amount of such Second Lien Term Loans being prepaid through June 30, 2015 (excluding accrued but unpaid interest to the date of such prepayment), computed using a discount rate equal to the Treasury rate as of such prepayment date plus 50 basis points over (b) the outstanding principal amount of such Second Lien Term Loans being prepaid. The Company may, at its option at any time after June 30, 2015, prepay the Second Lien Term Loans in whole or in part at the redemption prices set forth therein, which range from 103% of the principal amount thereof for prepayments during the period July 1, 2015 through June 30, 2016, 102% of the principal amount thereof for prepayments during the period July 1, 2016 through June 30, 2017, and 100% of the principal amount thereof for prepayments after such date. If we complete a public offering on or prior to November 27, 2014, however, we may apply the proceeds of such public offering to prepay the Second Lien Term Loans (plus accrued and unpaid interest thereon), in whole but not in part, without premium or penalty.

Subject to certain exceptions, the Second Lien Term Loans are required to be prepaid with: (a) 50% of excess cash flow (as defined in the Second Lien Term Loan Agreement) above \$5.0 million for each fiscal year of the Company (commencing with

the fiscal year ending December 31, 2015), provided that voluntary prepayments of the Second Lien Term Loans made during such fiscal year will reduce the amount of excess cash flow prepayments required for such fiscal year on a dollar-for-dollar basis; (b) 100% of the net cash proceeds of all asset sales or other dispositions of property by us, as set forth in the agreement, in excess of a defined threshold and subject to our right to reinvest such proceeds within 12 months; (c) 100% of the net cash proceeds of issuances of debt offerings by us (except the net cash proceeds of any permitted debt); and (d) 50% of the net cash proceeds of equity offerings of the Company.

Private Placement of Convertible Notes

On June 30, 2014, we entered into a Convertible Note Purchase Agreement (the Note Purchase Agreement), with certain note holders (collectively, the Noteholders). Pursuant to the Note Purchase Agreement, we sold to the Noteholders an aggregate of \$25.0 million of convertible senior notes (the Convertible Notes). The proceeds from the Note Purchase Agreement were used to pay a portion of the consideration paid in the MSN Acquisition and related fees and expenses.

The Convertible Notes are convertible at the option of the holders thereof at any time into shares of our common stock, par value \$0.0001 per share (Common Stock), at an initial conversion price of \$7.10 per share, or 3,521,126 shares of Common Stock. After three years, we have the right to force a conversion of the Convertible Notes if the volume-weighted average price (VWAP) per share of its Common Stock exceeds 125% of the then conversion price for 20 days of a 30 day trading period. The conversion price is subject to adjustment pursuant to customary weighted average anti-dilution provisions including adjustments for the following: Common Stock dividends or distributions; issuance of any rights, warrants or options to acquire Common Stock; distributions of property; tender offer or exchange offer payments; cash dividends; or certain issuances of Common Stock at less than the conversion price. Upon conversion of the Convertible Notes, we will exchange, for the applicable conversion amount thereof a number of shares of Common Stock equal to the amount determined by dividing (i) such conversion amount by (ii) the conversion price in effect at the time of conversion. No fractional shares of Common Stock will be issued upon conversion of the Conversion Notes. In lieu of fractional shares, the Company shall pay cash in respect of each fractional share equal to such fractional amount multiplied by the Thirty Day VWAP as of the closing of business on the Business Day immediately preceding the conversion date as well as any unpaid accrued interest.

The Convertible Notes bear interest at a rate of 8.00% per annum, payable in quarterly cash installments; provided, however, that, at our option, up to 4.00% of the interest payable may be "paid-in-kind" through a quarterly addition of such "paid-in-kind" interest amount to the principal amount of the Convertible Notes. The Convertible Notes will mature on June 30, 2020, unless earlier repurchased, redeemed or converted. Subject to certain exceptions, we are not permitted to redeem the Convertible Notes until June 30, 2017. If we redeem the Convertible Notes on or after June 30, 2017, we are required to pay a premium equal to the greater of (i) the sum of (a) the amount of principal of the Convertible Notes redeemed, plus (b) the accrued but unpaid interests on the principal amount so redeemed to the date of the redemption, plus (c) 15% of the amount of principal of the Convertible Notes redeemed and (ii) the sum of (x) the average thirty day VWAP per share of Common Stock multiplied by the number of shares of Common Stock that the redeemed Convertible Notes are then convertible into and (y) the accrued but unpaid interest on the Convertible Notes.

If the Convertible Notes are redeemed prior to June 30, 2017, we are required to pay a premium equal to the greater of (i) the sum of (a) the amount of principal of the Convertible Notes redeemed, plus (b) the accrued but unpaid interests on the principal amount so redeemed to the date of the redemption, plus (c) a "make whole" amount (described below) and (ii) the sum of (x) the average thirty day volume-weighted average price per share of Common Stock multiplied by the number of shares of Common Stock that the redeemed Convertible Notes are then convertible into and (y) the accrued but unpaid interest on the Convertible Notes. The "make whole" amount is equal to the excess, if any, of (1) the present value at the date of redemption of (A) 115% of the principal amount of the Convertible Notes redeemed, plus (B) all remaining scheduled interest due on the principal amount of the notes being redeemed through June 30, 2017 computed using a discount rate equal to the Treasury rate as of the date of redemption plus 50 basis points over (2) the outstanding principal amount of the Convertible Notes then redeemed.

In conjunction with ASC 815, *Accounting for Derivative Financial Instruments and Hedging Activities*, we have bifurcated and accounted for an embedded derivative related to specific features of these Convertible Notes. As required by ASC 815, the embedded derivative is required to be accounted for as a derivative liability at fair value in our condensed consolidated financial statements. Refer to Note 9 - Convertible Notes Derivative Liability for further information.

We have granted the Noteholders preemptive rights with respect to future equity issuances by us, subject to customary exceptions.

In connection with the placement of the Convertible Notes, on June 30, 2014, we entered into a registration rights agreement (the Registration Rights Agreement) with the Noteholders, which sets forth the rights of the Noteholders to have the shares of Common Stock issuable upon conversion of the Convertible Notes registered with the Securities and Exchange Commission (the SEC) for public resale under the Securities Act of 1933, as amended. Pursuant to the Registration Rights Agreement, we are required to file a registration statement with the SEC (the Initial Registration Statement) on or prior to January 2, 2015, registering the shares of Common Stock issuable upon conversion of the Convertible Notes. We are required to use our reasonable best efforts to have the Initial Registration Statement declared effective as promptly as possible following the filing thereof and, in any event, by no later than by March 31, 2015. In addition, the agreement gives the Noteholders the ability to exercise certain piggyback registration rights in connection with registered offerings by the Company.

Commitments and Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements as of September 30, 2014.

The following table reflects our contractual obligations and other commitments as of September 30, 2014.

Commitments	Total	2014	2015	2016	2017	2018	Thereafter
(amounts in thousands)							
Senior Secured Asset-Based (a)	\$ 4,501	\$ 4,501	\$ —	\$ —	\$ —	\$ —	\$ —
Second Lien Term Loan (a)	30,000	—	—	—	—	—	30,000
Convertible Notes	25,000	—	—	—	—	—	25,000
Capital lease obligations	228	27	107	71	13	8	2
Operating leases obligations (b)	22,315	1,980	6,833	5,442	3,814	1,622	2,624
	<u>\$ 82,044</u>	<u>\$ 6,508</u>	<u>\$ 6,940</u>	<u>\$ 5,513</u>	<u>\$ 3,827</u>	<u>\$ 1,630</u>	<u>\$ 57,626</u>

- (a) Under our Senior Secured Asset-Based and Second Lien Term Loan, we are required to comply with certain financial covenants. Our inability to comply with the required covenants or other provisions could result in default under our credit facility. In the event of any such default and our inability to obtain a waiver of the default, all amounts outstanding could be declared immediately due and payable.
- (b) Represents future minimum lease payments associated with operating lease agreements with original terms of more than one year.

Critical Accounting Principles and Estimates

Derivative Liability

In accordance with ASC 815, *Accounting for Derivative Financial Instruments and Hedging Activities*, we have bifurcated and accounted for an embedded derivative related to specific features of the Convertible Notes. The Convertible Notes derivative liability has been measured at fair value using a trinomial lattice model. Since the Conversion Price contains an anti-dilution adjustment, the probability that the Conversion Price of the Notes would decrease as the share price decreased was incorporated into the valuation calculation.

The inputs into the valuation model are as follows:

	September 30, 2014
Closing share price	\$9.29
Conversion price	\$7.10
Risk free rate	2.07%
Expected volatility	40%
Dividend yield	—%
Expected life	5.75 years

The fair value of the convertible note payable derivative liability was \$14.1 million at September 30, 2014.

Our other critical accounting principles and estimates remain consistent with those reported in our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC.

Recent Accounting Pronouncements

In April 2014, the FASB issued ASU 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* to reduce diversity in practice for reporting discontinued operations. Under the previous guidance, any component of an entity that was a reportable segment, an operating segment, a reporting unit, a subsidiary, or an asset group was eligible for discontinued operations presentation. The revised guidance only allows disposals of components of an entity that represent a strategic shift (e.g., disposal of a major geographical area, a major line of business, a major equity method investment, or other major parts of an entity) and that have a major effect on a reporting entity's operations and financial results to be reported as discontinued operations. The revised guidance also requires expanded disclosure in the financial statements for discontinued operations as well as for disposals of significant components of an entity that do not qualify for discontinued operations presentation. The updated guidance is effective for periods beginning after December 15, 2014. We had operations that were reported as discontinued operations for the nine months ended September 30, 2013 and we do not expect the adoption of this guidance to have a material effect on our financial position, results of operations, or cash flows.

In May 2014, the FASB and the International Accounting Standards Board (IASB) jointly issued Accounting Standards Update (ASU) No. 2014-9, *Revenue from Contracts with Customers* (Topic 606), which clarifies the principles for recognizing revenue and develops a common revenue standard for GAAP and International Financial Reporting Standards (IFRS). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The ASU is effective for public entities for annual and interim periods beginning after December 15, 2016. Early adoption is not permitted under GAAP and retrospective application is permitted, but not required. We are currently evaluating the impact of adopting this guidance on our financial position and results of operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

We are exposed to the risk of fluctuation in interest rates relating to our variable rate debt related to our Senior Credit Facility and Second Lien Loan Agreement entered. See Note 8 - Debt to our condensed and consolidated financial statements. During the nine months ended September 30, 2014 or 2013, we did not use interest rate swaps or other types of derivative financial instruments to hedge our interest rate risk.

Derivative Liability Risk

As of September 30, 2014, in conjunction with the MSN acquisition, we had \$25.0 million of 8.0% fixed rate Convertible Notes outstanding due June 30, 2020. The Convertible Notes include terms that are considered to be embedded derivatives, including conversion and redemption features that primarily protect the investors' investment with us (see Note 9 - Convertible Notes Derivative Liability). On a quarterly basis, we are required to record this embedded derivative at fair value with the changes being recorded as a component of other expense (income) on our condensed consolidated statements of operations. Accordingly, our results of operations are subject to exposure associated with increases or decreases in the estimated fair value of our embedded derivative.

The fair value of this derivative liability is primarily determined by fluctuations in our stock price. As our stock price increases or decreases, the fair value of this derivative liability increases or decreases, resulting in a corresponding current period loss or gain to be recognized. As of September 30, 2014, a \$1 decrease or increase in our stock price would have resulted in a change in the valuation of the embedded derivative by approximately \$3.0 million and a 1% decrease or increase in interest rates would have resulted in a change in the valuation of the derivative of approximately \$0.7 million.

There have been no material changes to our other exposures as disclosed in our Annual Report on Form 10-K filed for the year ended December 31, 2013.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Attached as exhibits to this report are certifications of our principal executive officer and principal financial officer, which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This "Controls and Procedures" section includes information concerning the controls and related evaluations referred to in the certifications and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

As of the end of the period covered in this report, we carried out an evaluation, as required in Rule 13a-15(b) under the Exchange Act, under the supervision and with the participation of members of our senior management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act.

Based on that evaluation, our principal executive officer and principal financial officer concluded that, due to the material weakness in our control over financial reporting as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2013, our internal disclosure controls and procedures were not effective as of the end of the period covered by this report.

Based on additional analysis and other post-closing procedures designed to ensure that our consolidated financial statements will be presented in accordance with generally accepted accounting principles, management believes, notwithstanding the material weakness, that the consolidated financial statements included in this report fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with U.S. GAAP.

Remediation of Material Weakness

As disclosed in our Annual Report on Form 10-K for the year ended December 31, 2013, our management identified a material weakness in our internal control over financial reporting as of December 31, 2013 specifically related to our controls of non-routine accounting processes. We continue to improve our policies and procedures relating to internal controls over financial reporting, including putting in place an increased level of accounting and reporting oversight and controls at the corporate level. We expect to complete the implementation of remediation measures, and as a result, remediate the existing material weakness described above, by the end of 2014.

In addition, under the direction of the Audit Committee, management will continue to review and make necessary changes to the overall design of the Company's internal control environment, as well as to policies and procedures to improve the overall effectiveness of internal control over financial reporting. Management believes the foregoing efforts will effectively remediate the material weakness. However, the material weakness will not be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively, which we expect to occur within the current fiscal year.

Changes in Internal Controls over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We note that management continued its remediation efforts during the first nine months of 2014 related to the above-described material weakness.

A control system, no matter how well designed and operated, can only provide reasonable assurances that the objectives of the control system are met. Because there are inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been or will be detected.

In connection with the On Assignment, Inc.'s Allied Healthcare Staffing division (the acquired allied staffing business) and Medical Staffing Network Healthcare, LLC (MSN) acquisitions in December 2013 and June 2014, respectively, we began implementing standards and procedures at the acquired allied staffing business and MSN, including upgrading and establishing controls over accounting systems to ensure that we have in place appropriate internal control over financial reporting at the acquired allied staffing business and MSN. These changes to the Company's internal control over financial reporting that occurred during the Company's fourth fiscal quarter of 2013 and second fiscal quarter of 2014 have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 1. LEGAL PROCEEDINGS

On December 4, 2012, the Company's subsidiary, CC Staffing, Inc. (now known as Travel Staff, LLC) became the subject of a purported class action lawsuit (Alice Ogues, on behalf of herself and all others similarly situated, Plaintiffs, vs. CC Staffing, Inc., a Delaware corporation; and DOES 1-50, inclusive, Defendants) filed in the United States District Court, Northern District of California. Plaintiff alleged that traveling employees were denied meal periods and rest breaks, that they should have been paid overtime on reimbursement amounts, various other wage and hour claims, and that they are entitled to associated penalties. The Court granted final approval of the settlement in September 2014.

The Company is also subject to other legal proceedings and claims that arise in the ordinary course of its business. In the opinion of management, the outcome of these other matters will not have a significant effect on the Company's consolidated financial position or results of operations.

ITEM 1A. RISK FACTORS

The following Risk Factors are in addition to the Risk Factors as stated in our Annual Report on Form 10-K as filed for the year ended December 31, 2013:

Changes in the fair value of financial instruments may result in significant volatility in our reported results.

We have issued convertible notes with certain conversion features and provisions, which we identified as embedded derivatives. This requires us to "mark to market" or record the derivatives at fair value as of the end of each reporting period on our balance sheet and to record the change in fair value over the period as a non-cash adjustment to our current period results of operations in our income statement, subjecting our results of operations to greater and potentially significant volatility.

We have a substantial level of indebtedness which may have an adverse effect on our business or limit our ability to take advantage of business, strategic or financing opportunities.

As indicated below, we have and will continue to have a significant amount of indebtedness relative to our equity. The following table sets forth our total principal amount of debt and stockholders' equity.

	September 30, 2014
	(amounts in thousands)
Total principal amount of debt	59,728
Total Cross Country Healthcare stockholders' equity	149,709

Our substantial level of indebtedness increases the possibility that we may be unable to generate cash sufficient to pay the principal, interest or other amounts due on our indebtedness. Subject to certain restrictions under our existing indebtedness, we and our subsidiaries may also incur significant additional indebtedness in the future, some of which may be secured debt. This may have the effect of increasing our total leverage.

As a consequence of our indebtedness, (1) demands on our cash resources may increase, (2) we are subject to restrictive covenants that further limit our financial and operating flexibility and (3) we may choose to institute self-imposed limits on our indebtedness based on certain considerations including market interest rates, our relative leverage and our strategic plans. For example, as a result of our substantial level of indebtedness and the uncertainties arising in the credit markets and the U.S. economy:

- we may be more vulnerable to general adverse economic and industry conditions;
- we may have to pay higher interest rates upon refinancing or on our variable rate indebtedness if interest rates rise, thereby reducing our cash flows;
- we may find it more difficult to obtain additional financing to fund future working capital, capital expenditures and other general corporate requirements that would be in our best long-term interests;
- we may be required to dedicate a substantial portion of our cash flow from operations to the payment of principal and interest on our debt, reducing the available cash flow to fund other investments;

- we may have limited flexibility in planning for, or reacting to, changes in our business or in the industry;
- we may have a competitive disadvantage relative to other companies in our industry that are less leveraged; and
- we may be required to sell debt or equity securities or sell some of our core assets, possibly on unfavorable terms, in order to meet payment obligations.

These restrictions could have a material adverse effect on our business.

ITEM 6. EXHIBITS

See Exhibit Index immediately following signature page.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CROSS COUNTRY HEALTHCARE, INC.

Date: November 6, 2014

By: /s/ William J. Burns

William J. Burns
Chief Financial Officer
(Principal Financial Officer)

CROSS COUNTRY HEALTHCARE, INC.

Date: November 6, 2014

By: /s/ Nicholas Buscemi III

Nicholas Buscemi III
Chief Accounting Officer
(Principal Accounting Officer)

EXHIBIT INDEX

No.	Description
*10.1	Fourth Amendment to Loan and Security Agreement, dated October 20, 2014, by and among Cross Country Healthcare, Inc and certain of its subsidiaries, as Borrowers, the Lender referenced therein, and Bank of America, N.A., as agent
*18.1	Letter re Change in Accounting Principles
*31.1	Certification pursuant to Rule 13a-14(a) and Rule 15d-14 (a) by William J. Grubbs, President and Chief Executive Officer
*31.2	Certification pursuant to Rule 13a-14(a) and Rule 15d-14 (a) by William J. Burns, Chief Financial Officer
*32.1	Certification pursuant to 18 U.S.C. Section 1350 by William J. Grubbs, President and Chief Executive Officer
*32.2	Certification pursuant to 18 U.S.C. Section 1350 by William J. Burns, Chief Financial Officer
**101.INS	XBRL Instance Document
**101.SCH	XBRL Taxonomy Extension Schema Document
**101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
**101.LAB	XBRL Taxonomy Extension Label Linkbase Document
**101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
**101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
*	Filed herewith
**	Furnished herewith

FOURTH AMENDMENT TO LOAN AND SECURITY AGREEMENT

THIS FOURTH AMENDMENT TO LOAN AND SECURITY AGREEMENT (this "Amendment") is made and entered into this 20th day of October, 2014, by and among **CROSS COUNTRY HEALTHCARE, INC.**, a Delaware corporation ("Cross Country"), **CEJKA SEARCH, INC.**, a Delaware corporation ("Cejka"), **CROSS COUNTRY EDUCATION, LLC**, a Delaware limited liability company ("Education"), **CROSS COUNTRY STAFFING, INC.**, a Delaware corporation and successor by merger to MRA Search, Inc. and MCVT, Inc. ("Staffing"), **MDA HOLDINGS, INC.**, a Delaware corporation ("MDA"), **CROSS COUNTRY PUBLISHING, LLC**, a Delaware limited liability company ("Publishing"), **ASSIGNMENT AMERICA, LLC**, a Delaware limited liability company ("Assignment"), **TRAVEL STAFF, LLC**, a Delaware limited liability company ("Travel"), **LOCAL STAFF, LLC**, a Delaware limited liability company ("Local"), **MEDICAL DOCTOR ASSOCIATES, LLC**, a Delaware limited liability company and successor by merger to Allied Health Group, LLC ("Doctor"), **CREDENT VERIFICATION AND LICENSING SERVICES, LLC**, a Delaware limited liability company ("Credent") and **OWS, LLC**, a Delaware limited liability company ("OWS"; together with Cross Country, Cejka, Education, Staffing, MDA, Publishing, Assignment, Travel, Local, Doctor and Credent, each individually, a "Borrower" and, collectively, "Borrowers"), the financial institutions party hereto as lenders (collectively, "Lenders"), and **BANK OF AMERICA, N.A.**, a national banking association, as agent for the Lenders ("Agent").

Recitals:

Borrowers, Agent, and Lenders are parties to a certain Loan and Security Agreement dated January 9, 2013 (as amended, restated, supplemented or otherwise modified, the "Loan Agreement") pursuant to which Lenders have made certain revolving credit loans to Borrowers.

The parties desire to amend the Loan Agreement as hereinafter set forth.

NOW, THEREFORE, for TEN DOLLARS (\$10.00) in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby severally acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

1. **Definitions.** All capitalized terms used in this Amendment, unless otherwise defined herein, shall have the meanings ascribed to such terms in the Loan Agreement.
2. **Amendments to Loan Agreement.** The Loan Agreement is hereby amended by deleting in its entirety the definition of "Required Lenders" contained in Section 1.1 of the Loan Agreement, and by substituting the following definition in lieu thereof:

Required Lenders: Lenders (subject to Section 4.2) having (a) Revolver Commitments in excess of sixty-six and two-thirds (66 2/3%) percent of the aggregate Revolver Commitments or (b) if the Revolver Commitments have terminated, Loans in excess of sixty-six and two-thirds (66 2/3%) percent of all outstanding Loans; provided, however, that (i) at any time when there are two or more Lenders that are not Affiliates, Required Lenders (subject to clause (ii) of this definition) must include at least two such Lenders that are not Affiliates and (ii) the Commitments and Loans of any Defaulting Lender shall be excluded from such calculation of Required Lenders.

- 3. Ratification and Reaffirmation.** Each Borrower hereby ratifies and reaffirms the Obligations, each of the Loan Documents and all of such Borrower's covenants, duties, indebtedness and liabilities under the Loan Documents.
- 4. Acknowledgments and Stipulations.** Each Borrower acknowledges and stipulates that the Loan Agreement and the other Loan Documents executed by such Borrower are legal, valid and binding obligations of such Borrower that are enforceable against such Borrower in accordance with the terms thereof (except as enforceability may be limited by bankruptcy, insolvency or similar laws affecting the enforcement of creditors' rights generally); all of the Obligations are owing and payable without defense, offset or counterclaim (and to the extent there exists any such defense, offset or counterclaim on the date hereof, the same is hereby waived by such Borrower); the security interests and liens granted by such Borrower in favor of Agent, for the benefit of Secured Parties, are duly perfected, first priority security interests and liens, subject only to Permitted Liens that, pursuant to the Loan Agreement, are expressly allowed to have priority over Agent's Liens; on and as of the close of business on October 17, 2014, (i) the unpaid principal amount of the Revolver Loans totaled \$6,900,000 and (ii) the issued and outstanding Letters of Credit totaled \$26,493,986.
- 5. Representations and Warranties.** Each Borrower represents and warrants to Agents and Lenders, to induce Agents and Lenders to enter into this Amendment, that no Default or Event of Default exists on the date hereof; the execution, delivery and performance of this Amendment have been duly authorized by all requisite corporate action on the part of such Borrower and this Amendment has been duly executed and delivered by such Borrower; and all of the representations and warranties made by such Borrower in the Loan Agreement are true and correct in all material respects on and as of the date hereof (except for representations and warranties that expressly relate to an earlier date, in which case such representation or warranty was true and correct in all material respects as of such earlier date).
- 6. Reference to Loan Agreement.** Upon the effectiveness of this Amendment, each reference in the Loan Agreement to "this Agreement," "hereunder," or words of like import shall mean and be a reference to the Loan Agreement, as amended by this Amendment.
- 7. Breach of Amendment.** This Amendment shall be part of the Loan Agreement and a breach of any representation, warranty or covenant herein shall constitute an Event of Default.
- 8. Conditions Precedent.** The effectiveness of the amendment contained in Section 2 hereof is subject to Agent's receipt of this Amendment, duly executed and delivered by each party hereto in form and substance satisfactory to Agent.
- 9. Expenses of Agent.** Borrowers jointly and severally agree to pay, **on demand**, all costs and expenses incurred by Agent in connection with the preparation, negotiation and execution of this Amendment and any other Loan Documents executed pursuant hereto and any and all amendments, modifications, and supplements thereto, including, without limitation, the costs and fees of Agent's legal counsel and any taxes or expenses associated with or incurred in connection with any instrument or agreement referred to herein or contemplated hereby.
- 10. Governing Law.** This Amendment shall be governed by and construed in accordance with the laws of the State of New York, without giving effect to any conflict of law principles (but giving effect to federal laws relating to national banks).

11. **Successors and Assigns.** This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

12. **No Novation, etc.** Except as otherwise expressly provided in this Amendment, nothing herein shall be deemed to amend or modify any provision of the Loan Agreement or any of the other Loan Documents, each of which shall remain in full force and effect. This Amendment is not intended to be, nor shall it be construed to create, a novation or accord and satisfaction, and the Loan Agreement as herein modified shall continue in full force and effect.

13. **Counterparts; Electronic Signatures.** This Amendment may be executed in any number of counterparts and by different parties to this Amendment on separate counterparts, each of which, when so executed, shall be deemed an original, but all such counterparts shall constitute one and the same agreement. Any manually executed signature page to this Amendment delivered by a party by facsimile or other electronic transmission shall be deemed to be an original signature hereto.

14. **Further Assurances.** Borrowers agree to take such further actions as Agent shall reasonably request from time to time in connection herewith to evidence or give effect to the amendments set forth herein or any of the transactions contemplated hereby.

15. **Section Titles.** Section titles and references used in this Amendment shall be without substantive meaning or content of any kind whatsoever and are not a part of the agreements among the parties hereto.

16. **Waiver of Jury Trial.** To the fullest extent permitted by applicable law, the parties hereto each hereby waives the right to trial by jury in any action, suit, counterclaim or proceeding arising out of or related to this Amendment.

[Remainder of page intentionally left blank; signatures begin on following page.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered by their respective duly authorized officers on the date first written above.

BORROWERS:

CROSS COUNTRY HEALTHCARE, INC.
("Cross Country")

By: _____
Stephen W. Rubin, Vice President

CEJKA SEARCH, INC.
("Cejka")

By: _____
Stephen W. Rubin, Vice President

CROSS COUNTRY EDUCATION, LLC
("Education")

By: _____
Stephen W. Rubin, Vice President

CROSS COUNTRY STAFFING, INC.
("Staffing")

By: _____
Stephen W. Rubin, Vice President

MDA HOLDINGS, INC.
("MDA")

By: _____
Stephen W. Rubin, Vice President

CROSS COUNTRY PUBLISHING, LLC
("Publishing")

By: _____
Stephen W. Rubin, Vice President

[Signatures continue on following page.]

ASSIGNMENT AMERICA, LLC
("Assignment")

By: _____
Stephen W. Rubin, Vice President

TRAVEL STAFF, LLC
("Travel")

By: _____
Stephen W. Rubin, Vice President

LOCAL STAFF, LLC
("Local")

By: _____
Stephen W. Rubin, Vice President

MEDICAL DOCTOR ASSOCIATES, LLC
("Doctor")

By: _____
Stephen W. Rubin, Vice President

CREDENT VERIFICATION AND LICENSING SERVICES, LLC
("Credent")

By: _____
Stephen W. Rubin, Vice President

OWS, LLC

By: _____
Stephen W. Rubin, Vice President

[Signatures continue on following page.]

AGENT AND LENDERS:

BANK OF AMERICA, N.A.,
as Agent and Lender

By: _____
Kenneth Butler, Senior Vice President

November 6, 2014

Board of Directors
Cross Country Healthcare, Inc.
6551 Park of Commerce Blvd.
Boca Raton, FL 33487

Ladies and Gentlemen:

Note 2 of Notes to the Condensed Consolidated Financial Statements of Cross Country Healthcare, Inc. (the "Company") included in its Form 10-Q for the period ended September 30, 2014 describes a change in the method of accounting regarding the date of the Company's annual goodwill and indefinite-lived intangible asset impairment test from the last day of the fiscal year, December 31, to the first day of the fourth fiscal quarter, October 1. There are no authoritative criteria for determining a 'preferable' annual impairment test date based on the particular circumstances; however, we conclude that such a change in the method of accounting is to an acceptable alternative method which, based on your business judgment to make this change and for the stated reasons, is preferable in your circumstances. We have not conducted an audit in accordance with the standards of the Public Company Accounting Oversight Board (United States) of any financial statements of the Company as of any date or for any period subsequent to December 31, 2013, and therefore we do not express any opinion on any financial statements of Cross Country Healthcare, Inc. subsequent to that date.

Very truly yours,

/s/ Ernst & Young LLP
Boca Raton, FL

Certification

I, William J. Grubbs, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cross Country Healthcare, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2014

/s/ William J. Grubbs

William J. Grubbs
President and Chief Executive Officer

Certification

I, William J. Burns, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cross Country Healthcare, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2014

/s/ William J. Burns

William J. Burns
Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the accompanying Quarterly Report on Form 10-Q of Cross Country Healthcare, Inc. (the Company) for the quarterly period ended September 30, 2014, (the "Periodic Report"), I, William J. Grubbs, President and Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge the Periodic Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2014

/s/ William J. Grubbs

William J. Grubbs
President and Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Cross Country Healthcare, Inc. and will be retained by Cross Country Healthcare, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act of 2002.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the accompanying Quarterly Report on Form 10-Q of Cross Country Healthcare, Inc. (the "Company") for the quarterly period ended September 30, 2014, (the "Periodic Report"), I, William J. Burns, Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge the Periodic Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2014

/s/ William J. Burns

William J. Burns
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Cross Country Healthcare, Inc. and will be retained by Cross Country Healthcare, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act of 2002.