

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

Cross Country, Inc.

-----  
(Name of Issuer)

Common Stock, Par Value \$0.001 per Share

-----  
(Title of Class of Securities)

22748P105

-----  
(CUSIP Number)

October 24, 2001

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 22748P105

13G

Page 2 of 23 Pages

-----  
1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY DEAN WITTER & CO.

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING

-----  
6. SHARED VOTING POWER 7,877,802

-----  
7. SOLE DISPOSITIVE POWER -0-

PERSON WITH

8. SHARED DISPOSITIVE POWER 7,877,802

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,877,802

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

24.5%

12. TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY VENTURE CAPITAL III, INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER 780,893

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 780,893

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

780,893

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.4%

12. TYPE OF REPORTING PERSON\*

CO, IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY VENTURE PARTNERS III, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER 780,893

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 780,893

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

780,893

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.4%

12. TYPE OF REPORTING PERSON\*

CO, IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY VENTURE PARTNERS III, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER 685,142

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 685,142

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

685,142

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.1%

12. TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY VENTURE INVESTORS III, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER 65,793

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 65,793

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,793

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12. TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

THE MORGAN STANLEY VENTURE PARTNERS ENTREPRENEUR FUND, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER 29,958

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 29,958

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,958

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

less than 0.1%

12. TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MSDW CAPITAL PARTNERS IV, INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER 7,096,909

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 7,096,909

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,906,909

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.0%

12. TYPE OF REPORTING PERSON\*

CO, IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!



1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MSDW CAPITAL PARTNERS IV, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER 7,096,909

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 7,096,909

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,096,909

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.0%

12. TYPE OF REPORTING PERSON\*

00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
 1. NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY DEAN WITTER CAPITAL PARTNERS IV, L.P.

-----  
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
 (b) [ ]

-----  
 3. SEC USE ONLY

-----  
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
 5. SOLE VOTING POWER -0-

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

-----  
 6. SHARED VOTING POWER 6,215,517

-----  
 7. SOLE DISPOSITIVE POWER -0-

-----  
 8. SHARED DISPOSITIVE POWER 6,215,517

-----  
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,215,517

-----  
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES\* [ ]

-----  
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

19.3%

-----  
 12. TYPE OF REPORTING PERSON\*

PN

-----  
 \*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
 1. NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MSDW IV 892 INVESTORS, L.P.

-----  
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
 (b) [ ]

-----  
 3. SEC USE ONLY

-----  
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
 5. SOLE VOTING POWER -0-

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

-----  
 6. SHARED VOTING POWER 667,048

-----  
 7. SOLE DISPOSITIVE POWER -0-

-----  
 8. SHARED DISPOSITIVE POWER 667,048

-----  
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

667,048

-----  
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES\* [ ]

-----  
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.1%

-----  
 12. TYPE OF REPORTING PERSON\*

PN

-----  
 \*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY DEAN WITTER CAPITAL INVESTORS IV, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER 214,344

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 214,344

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

214,344

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.7%

12. TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of Issuer:

Cross Country, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

6551 Park of Commerce Blvd., N.W., Suite 200, Boca Raton, FL 33487

Item 2(a). Name of Person Filing:

This statement is filed jointly on behalf of the persons identified below. In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information concerning that person but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Morgan Stanley Dean Witter & Co. ("MSDW")

Morgan Stanley Venture Capital III, Inc. ("MSVC III, Inc.")

Morgan Stanley Venture Partners III, L.L.C. ("MSVP III, L.L.C.")

Morgan Stanley Venture Partners III, L.P. ("MSVP III, L.P.")

Morgan Stanley Venture Investors III, L.P. ("MSVI III, L.P.")

The Morgan Stanley Venture Partners Entrepreneur Fund, L.P. (the "Entrepreneur Fund")

MSDW Capital Partners IV, Inc. ("MSDWCP IV, Inc.")

MSDW Capital Partners IV, LLC ("MSDWCP IV, LLC")

Morgan Stanley Dean Witter Capital Partners IV, L.P. ("MSDWCP IV, L.P.")

MSDW IV 892 Investors, L.P. ("MSDW IV 892, L.P.")

Morgan Stanley Dean Witter Capital Investors IV, L.P. ("MSDWCP IV, L.P.")

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of MSVC III, Inc., MSVP III, L.L.C., MSVP III, L.P., MSVI III, L.P., the Entrepreneur Fund, MSDWCP IV, Inc., MSDWCP IV, LLC, MSDWCP IV, L.P., MSDW IV 892, L.P. and MSDWCP IV, L.P. is:

1221 Avenue of the Americas  
New York, New York 10020

The address of the principal business office of MSDW is:

1585 Broadway  
New York, New York 10036

Item 2(c). Citizenship:

The citizenship of MSDW, MSVC III, Inc., MSVP III, L.L.C., MSVP III, L.P., MSVI III, L.P., the Entrepreneur Fund, MSDWCP IV, Inc., MSDWCP IV, LLC, MSDWCP IV, L.P., MSDW IV 892, L.P. and MSDWCPI IV, L.P. is Delaware.

Item 2(d). Title of Class of Securities:

This statement relates to the Company's Common Stock, par value \$0.0001 per share (the "Shares").

Item 2(e). CUSIP Number:

22748P105

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

The filing of this statement should not be construed as an admission by any person that such person is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by this statement, other than the securities set forth opposite such person's name in the table in Item 4(c) below.

(a) Amount beneficially owned:

As of December 31, 2001: (i) MSVP III, L.P. owned directly 685,142 Shares; (ii) MSVI III, L.P. owned directly 65,793 Shares; (iii) the Entrepreneur Fund owned directly 29,958 Shares; (iv) MSDWCP IV, L.P. owned directly 6,215,517 Shares; (v) MSDW IV 892, L.P. owned directly 667,048 Shares; and (vi) MSDWCPI IV, L.P. owned directly 214,344 Shares.

MSVP III, L.L.C. is the general partner of MSVP III, L.P., MSVI III, L.P. and the Entrepreneur Fund (collectively, "Funds III"), and, as such, has the power to vote or direct the vote and to dispose or direct the disposition of all Shares held by Funds III. MSVC III, Inc. is the institutional managing member of MSVP III, L.L.C., and, as such, shares, together with the remaining managing members, the power to direct the actions of MSVP III, L.L.C. MSDW, as the sole shareholder of MSVC III, Inc., controls the actions of MSVC III, Inc. Therefore, MSVP III, L.L.C. and MSVC III, Inc. each may be deemed to have beneficial ownership of the 780,893 Shares held collectively by Funds III.

MSDWCP IV, LLC is the general partner of MSDWCP IV, L.P., MSDW IV 892, L.P. and MSDWCI IV, L.P. (collectively, "Funds IV") and, as such, has the power to vote or direct the vote and to dispose or direct the disposition of all Shares held by Funds IV. MSDWCP IV, Inc. is the institutional managing member of MSDWCP IV, LLC, and, as such, shares together with the remaining managing members, the power to direct the actions of MSDWCP IV, LLC. MSDW, as the sole shareholder of MSDWCP IV, Inc., controls the actions of MSDWCP IV, Inc. Therefore, MSDWCP IV, LLC and MSDWCP IV, Inc. each may be deemed to have beneficial ownership of the 7,096,909 Shares held by Funds IV.

Therefore, MSDW may be deemed to have beneficial ownership of the 780,893 Shares held by Funds III and the 7,096,909 Shares held by Funds IV.

MSDW is filing solely in its capacity as parent company of, and indirect beneficial owner of securities held by, one of its business units.

(b) Percent of class:(1)

Morgan Stanley Dean Witter & Co.	24.5% of the Shares
Morgan Stanley Venture Capital III, Inc.	2.4% of the Shares
Morgan Stanley Venture Partners III, L.L.C.	2.4% of the Shares
Morgan Stanley Venture Partners III, L.P.	2.1% of the Shares
Morgan Stanley Venture Investors III, L.P.	0.2% of the Shares
The Morgan Stanley Venture Partners Entrepreneur Fund, L.P.	less than 0.1% of the Shares
MSDW Capital Partners IV, Inc.	22.0% of the Shares
MSDW Capital Partners IV, LLC	22.0% of the Shares
Morgan Stanley Dean Witter Capital Partners IV, L.P.	19.3% of the Shares

MSDW IV 892 Investors, L.P. 2.1% of the Shares

Morgan Stanley Dean Witter Capital Investors IV, L.P. 0.7% of the Shares

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(1) Based on the 32,195,547 Shares reported to be outstanding as of November 8, 2001 on the Form 10-Q filed with the SEC, for the quarter ended September 30, 2001.

(c) Number of shares as to which such person has:

	(i) Sole power to vote or to direct the vote -----	(ii) Shared power to vote or to direct the vote -----	(iii) Sole power to dispose or to direct the disposition of -----	(iv) Shared power to dispose or to direct the disposition of -----
Morgan Stanley Dean Witter & Co.	- 0 -	7,877,802	- 0 -	7,877,802
Morgan Stanley Venture Capital III, Inc.	- 0 -	780,893	- 0 -	780,893
Morgan Stanley Venture Partners III, L.L.C.	- 0 -	780,893	- 0 -	780,893
Morgan Stanley Venture Partners III, L.P.	- 0 -	685,142	- 0 -	685,142
Morgan Stanley Venture Investors III, L.P.	- 0 -	65,793	- 0 -	65,793
The Morgan Stanley Venture Partners Entrepreneur Fund, L.P.	- 0 -	29,958	- 0 -	29,958
MSDW Capital Partners IV, Inc.	- 0 -	7,096,909	- 0 -	7,096,909
MSDW Capital Partners IV, LLC	- 0 -	7,096,909	- 0 -	7,096,909
Morgan Stanley Dean Witter Capital Partners IV, L.P.	- 0 -	6,215,517	- 0 -	6,215,517
MSDW IV 892 Investors, L.P.	- 0 -	667,048	- 0 -	667,048
Morgan Stanley Dean Witter Capital Investors IV, L.P.	- 0 -	214,344	- 0 -	214,344

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. |\_|



Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 13, 2002

MORGAN STANLEY DEAN WITTER & CO.

By: /s/ Peter Vogelsang

-----  
Name: Peter Vogelsang  
Title: Authorized Signatory

MORGAN STANLEY VENTURE CAPITAL III,  
INC.

By: /s/ Debra Abramovitz

-----  
Name: Debra Abramovitz  
Title: Vice President and Treasurer

MORGAN STANLEY VENTURE PARTNERS III,  
L.L.C.

By: Morgan Stanley Venture Capital  
III, Inc., as Institutional  
Managing Member

By: /s/ Debra Abramovitz

-----  
Name: Debra Abramovitz  
Title: Vice President and Treasurer

MORGAN STANLEY VENTURE PARTNERS III,  
L.P.

By: Morgan Stanley Venture Partners  
III, L.L.C., as General Partner

By: Morgan Stanley Venture Capital  
III, Inc., as Institutional  
Managing Member of the General  
Partner

By: /s/ Debra Abramovitz

-----  
Name: Debra Abramovitz  
Title: Vice President and Treasurer

MORGAN STANLEY VENTURE INVESTORS III,  
L.P.

By: Morgan Stanley Venture Partners  
III, L.L.C., as General Partner

By: Morgan Stanley Venture Capital  
III, Inc., as Institutional  
Managing Member of the General  
Partner

By: /s/ Debra Abramovitz

-----  
Name: Debra Abramovitz  
Title: Vice President and Treasurer

THE MORGAN STANLEY VENTURE PARTNERS  
ENTREPRENEUR FUND, L.P.

By: Morgan Stanley Venture Partners  
III, L.L.C., as General Partner

By: Morgan Stanley Venture Capital  
III, Inc., as Institutional  
Managing Member of the General  
Partner

By: /s/ Debra Abramovitz

-----  
Name: Debra Abramovitz  
Title: Vice President and Treasurer

MSDW CAPITAL PARTNERS IV, INC.

By: /s/ Karen H. Bechtel

-----  
Name: Karen H. Bechtel  
Title: Managing Director

MSDW CAPITAL PARTNERS IV, LLC

By: MSDW Capital Partners IV, Inc.,  
as Institutional Managing Member

By: /s/ Karen H. Bechtel

-----  
Name: Karen H. Bechtel  
Title: Managing Director

MORGAN STANLEY DEAN WITTER CAPITAL  
PARTNERS IV, L.P.  
By: MSDW Capital Partners IV, LLC,  
as General Partner  
By: MSDW Capital Partners IV, Inc.,  
as Institutional Managing Member  
of the General Partner

By: /s/ Karen H. Bechtel

-----  
Name: Karen H. Bechtel  
Title: Managing Director

MSDW IV 892 INVESTORS, L.P.  
By: MSDW Capital Partners IV, LLC,  
as General Partner  
By: MSDW Capital Partners IV, Inc.,  
as Institutional Managing Member  
of the General Partner

By: /s/ Karen H. Bechtel

-----  
Name: Karen H. Bechtel  
Title: Managing Director

MORGAN STANLEY DEAN WITTER CAPITAL  
INVESTORS IV, L.P.  
By: MSDW Capital Partners IV, LLC,  
as General Partner  
By: MSDW Capital Partners IV, Inc.,  
as Institutional Managing Member  
of the General Partner

By: /s/ Karen H. Bechtel

-----  
Name: Karen H. Bechtel  
Title: Managing Director

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the persons named below agrees to the joint filing of a Statement on Schedule 13G (including amendments thereto) with respect to the common stock, par value \$0.0001 per share, of Cross Country, Inc., a Delaware corporation, and further agrees that this Joint Filing Agreement be included as an exhibit to such filings provided that, as contemplated by Section 13d-1(k)(1)(ii), no person shall be responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In evidence thereof, the undersigned, being duly authorized, hereby execute this Agreement this February 13, 2002.

This Schedule may be executed in two or more counterparts, any one of which need not contain the signature of more than one party, but all such parties taken together will constitute part of this Schedule.

MORGAN STANLEY DEAN WITTER & CO.

By: /s/ Peter Vogelsang  
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Name: Peter Vogelsang  
Title: Authorized Signatory

MORGAN STANLEY VENTURE CAPITAL III, INC.

By: /s/ Debra Abramovitz  
-----  
Name: Debra Abramovitz  
Title: Vice President and Treasurer

MORGAN STANLEY VENTURE PARTNERS III, L.L.C.  
By: Morgan Stanley Venture Capital III, Inc.,  
as Institutional Managing Member

By: /s/ Debra Abramovitz  
-----  
Name: Debra Abramovitz  
Title: Vice President and Treasurer

MORGAN STANLEY VENTURE PARTNERS III, L.P.  
By: Morgan Stanley Venture Partners III, L.L.C.,  
as General Partner  
By: Morgan Stanley Venture Capital III, Inc.,  
as Institutional Managing Member of the General Partner

By: /s/ Debra Abramovitz  
-----  
Name: Debra Abramovitz  
Title: Vice President and Treasurer

MORGAN STANLEY VENTURE INVESTORS III, L.P.  
By: Morgan Stanley Venture Partners III, L.L.C.,  
as General Partner  
By: Morgan Stanley Venture Capital III, Inc.,  
as Institutional Managing Member of the General Partner

By: /s/ Debra Abramovitz  
-----  
Name: Debra Abramovitz  
Title: Vice President and Treasurer

THE MORGAN STANLEY VENTURE PARTNERS ENTREPRENEUR FUND, L.P.  
By: Morgan Stanley Venture Partners III, L.L.C.,  
as General Partner  
By: Morgan Stanley Venture Capital III, Inc.,  
as Institutional Managing Member of the General Partner

By: /s/ Debra Abramovitz  
-----  
Name: Debra Abramovitz  
Title: Vice President and Treasurer

MSDW CAPITAL PARTNERS IV, INC.

By: /s/ Karen H. Bechtel  
-----  
Name: Karen H. Bechtel  
Title: Managing Director

MSDW CAPITAL PARTNERS IV, LLC  
By: MSDW Capital Partners IV, Inc.,  
as Institutional Managing Member of the General Partner

By: /s/ Karen H. Bechtel  
-----  
Name: Karen H. Bechtel  
Title: Managing Director

MORGAN STANLEY DEAN WITTER  
CAPITAL PARTNERS IV, L.P.  
By: MSDW Capital Partners IV, LLC,  
as General Partner  
By: MSDW Capital Partners IV, Inc.,  
as Institutional Managing Member of the General Partner

By: /s/ Karen H. Bechtel  
-----  
Name: Karen H. Bechtel  
Title: Managing Director

MSDW IV 892 INVESTORS, L.P.

By: MSDW Capital Partners IV, LLC,  
as General Partner

By: MSDW Capital Partners IV, Inc.,  
as Institutional Managing Member of the General Partner

By: /s/ Karen H. Bechtel

-----  
Name: Karen H. Bechtel  
Title: Managing Director

MORGAN STANLEY DEAN WITTER  
CAPITAL INVESTORS IV, L.P.

By: MSDW Capital Partners IV, LLC,  
as General Partner

By: MSDW Capital Partners IV, Inc.,  
as Institutional Managing Member of the General Partner

By: /s/ Karen H. Bechtel

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Name: Karen H. Bechtel  
Title: Managing Director