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 June 30, 2008

Or

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

For the Transition Period From _________ to _________

Commission file number 0-33169

CROSS COUNTRY HEALTHCARE, INC.
(Exact name of registrant as specified in its charter)

Delaware	**13-4066229**
(State or other jurisdiction of Incorporation or organization)	(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 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 30,669,332 shares of Common Stock, par value $0.0001 per share, as of July 31, 2008.

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, without limitation, the following: our ability to attract and retain qualified nurses and other healthcare personnel, costs and availability of short-term leases for our travel nurses, 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 from time to time entering into Letters of Intent which may or may not result in the completion of an acquisition, 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, 2007, 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. Given these uncertainties, the forward-looking statements discussed in this Form 10-Q might not occur. The Company does not have a policy of updating or revising forward-looking statements, and thus it should not be assumed that our silence over time means that actual events are occurring as expressed or implied in such forward-looking statements.

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

CROSS COUNTRY HEALTHCARE, INC.

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FORM 10-Q

June 30, 2008

PART I. – FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Cross Country Healthcare, Inc.
Condensed Consolidated Balance Sheets
(Unaudited, amounts in thousands)

	June 30, 2008	December 31, 2007
Current assets:		
Cash and cash equivalents	$ 4,812	$ 9,066
Accounts receivable, net	107,503	116,133
Deferred tax assets	6,531	6,172
Other current assets	17,209	17,768
Total current assets	136,055	149,139
Property and equipment, net	22,147	23,460
Trademarks, net	19,073	19,153
Goodwill, net	339,602	326,119
Other identifiable intangible assets, net	14,740	15,996
Debt issuance costs, net	549	424
Other long-term assets	1,060	1,017
Total assets	$ 533,226	$ 535,308
Current liabilities:		
Accounts payable and accrued expenses	$ 7,365	$ 10,203
Accrued employee compensation and benefits	27,514	26,102
Current portion of long-term debt	3,093	5,067
Income taxes payable	3,829	1,222
Other current liabilities	8,279	7,815
Total current liabilities	50,080	50,409
Non-current deferred tax liabilities	49,544	49,547
Long-term debt	31,248	34,385
Other long-term liabilities	9,962	10,530
Total liabilities	140,834	144,871
Commitments and contingencies		
Stockholders' equity:		
Common stock	3	3
Additional paid-in capital	235,714	245,844
Other stockholders' equity	156,675	144,590
Total stockholders' equity	392,392	390,437
Total liabilities and stockholders' equity	$ 533,226	$ 535,308

See accompanying notes to the condensed consolidated financial statements

Cross Country Healthcare, Inc.
Condensed Consolidated Statements of Income
(Unaudited, amounts in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Revenue from services	$ 170,951	$ 175,339	$ 350,202	$ 351,432
Operating expenses:				
Direct operating expenses	125,311	133,736	259,385	269,340
Selling, general and administrative expenses	32,123	29,923	64,288	59,441
Bad debt expense	—	480	484	1,265
Depreciation	1,777	1,505	3,563	2,989
Amortization	643	370	1,316	739
Legal settlement charge	—	21	—	34
Total operating expenses	159,854	166,035	329,036	333,808
Income from operations	11,097	9,304	21,166	17,624
Other expenses:				
Foreign exchange loss (gain)	(34)	—	(40)	—
Interest expense, net	533	529	1,172	1,015
Income before income taxes	10,598	8,775	20,034	16,609
Income tax expense	4,227	3,314	7,813	6,346
Net income	$ 6,371	$ 5,461	$ 12,221	$ 10,263
Net income per common share:				
Basic	$ 0.21	$ 0.17	$ 0.40	$ 0.32
Diluted	$ 0.21	$ 0.17	$ 0.39	$ 0.31
Weighted average common shares outstanding:				
Basic	30,667	32,038	30,908	32,086
Diluted	30,853	32,613	31,093	32,730

See accompanying notes to the condensed consolidated financial statements

Cross Country Healthcare, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited, amounts in thousands)

	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
Operating activities		
Net income	$ 12,221	$ 10,263
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	3,563	2,989
Amortization	1,316	739
Bad debt expense	484	1,265
Deferred income tax expense	(179)	4,531
Other noncash charges	576	176
Changes in operating assets and liabilities:		
Accounts receivable	8,150	(317)
Other current assets	239	(121)
Income taxes	2,543	475
Accounts payable and accrued expenses	(2,207)	(7,470)
Accrued legal settlement charge	—	(6,704)
Other current liabilities	466	1,529
Net cash provided by operating activities	27,172	7,355
Investing activities		
Acquisition related payments	(13,131)	(8,203)
Purchases of property and equipment	(2,274)	(3,543)
Net cash used in investing activities	(15,405)	(11,746)
Financing activities		
Repayment of debt	(68,928)	(79,389)
Proceeds from issuance of debt	63,817	86,265
Exercise of stock options	114	1,389
Stock repurchase and retirement	(10,775)	(4,172)
Debt issuance costs	(200)	—
Tax benefit of stock option exercises	32	265
Net cash (used in) provided by financing activities	(15,940)	4,358
Effect of exchange rate changes on cash	(81)	33
Change in cash and cash equivalents	(4,254)	—
Cash and cash equivalents at beginning of period	9,066	—
Cash and cash equivalents at end of period	$ 4,812	$ —

See accompanying notes to the condensed consolidated financial statements

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. ORGANIZATION AND BASIS OF PRESENTATION

The condensed consolidated financial statements include the accounts of Cross Country Healthcare, Inc. and its wholly-owned direct and indirect 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 for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. These operating results are not necessarily indicative of the results that may be expected for the year ending December 31, 2008.

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, 2007 included in the Company's Annual Report on Form 10-K as filed with the Securities and Exchange Commission. The December 31, 2007, condensed consolidated balance sheet included herein was derived from the December 31, 2007 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.

2. COMPREHENSIVE INCOME

The Company's foreign operations use their respective local currency as their functional currency. In accordance with Financial Accounting Standards Board (FASB) Statement No. 52, *Foreign Currency Translation,* assets and liabilities of these operations are translated at the exchange rates in effect on the balance sheet date. Income statement items are translated at the average exchange rates for the period. The cumulative impact of currency fluctuations related to the balance sheet translation is included in other stockholders' equity in the accompanying condensed consolidated balance sheets and was not material at June 30, 2008. At December 31, 2007, the cumulative impact was $0.2 million.

Total comprehensive income was $6.3 million and $12.1 million for the three and six month periods ended June 30, 2008, respectively. Total comprehensive income was $5.6 million and $10.4 million for the three and six month periods ended June 30, 2007, respectively. Total comprehensive income includes net income and foreign currency translation adjustments.

3. EARNINGS PER SHARE

In accordance with the requirements of FASB Statement No. 128, *Earnings Per Share*, basic earnings per share is computed by dividing net income by the weighted average number of shares outstanding including the vested portion of restricted shares. The denominator used to calculate diluted earnings per share reflects the dilutive effects of stock options, stock appreciation rights and nonvested restricted stock (as calculated utilizing the treasury stock method). Certain shares of common stock that are issuable upon the exercise of options have been excluded from per share calculations because their effect would have been anti-dilutive.

4. ACQUISITIONS

Assent Consulting

On July 18, 2007, the Company completed the acquisition of all of the shares of privately-held Assent Consulting (Assent) for $19.6 million in cash paid at closing, including $1.0 million which was held in escrow to cover any post-closing liabilities. The purchase price was subject to a working capital adjustment of approximately $0.5 million that was settled with a payment to the Company in the fourth quarter of 2007. This transaction also includes an earnout provision up to a maximum of $4.9 million based on 2007 and 2008 performance criteria. This contingent consideration is not related to the sellers' employment. In the three months ended June 30, 2008, the

4. ACQUISITIONS (continued)

Company paid \$4.6 million related to 2007 performance satisfying all earnout amounts potentially due to the seller in accordance with the asset purchase agreement. Approximately \$2.0 million of the payment is being held in escrow, subject to forfeiture to the Company, to the extent a 2008 performance milestone is not achieved. The entire payment was allocated to goodwill as additional purchase price, in accordance with FASB Statement No. 141, *Business Combinations.* The Company financed this acquisition using its revolving credit facility.

Headquartered in Cupertino, California, Assent Consulting provides staffing services primarily consisting of highly qualified clinical research, biostatistics and drug safety professionals to companies in the pharmaceutical and biotechnology industries. This acquisition provides a greater geographical presence on the West Coast of the U.S. and broadens the Company's client base for its clinical trials services business.

The acquisition has been accounted for using the purchase method and is included in the clinical trials services business segment. The results of Assent's operations have been included in the condensed consolidated statements of income since the date of acquisition, in accordance with FASB Statement No. 141.

The purchase price was allocated to assets acquired and liabilities assumed based on estimates of fair value at the date of acquisition, utilizing unaudited financial statements and an independent third-party appraisal. Based on the independent third-party appraisal, the Company assigned the following values to intangible assets: \$5.2 million for customer relations with a useful life of 10 years, \$0.5 million to database with a useful life of 6 years, \$0.4 million to a noncompete agreement with a useful life of 5 years, and \$0.3 million to trademarks with a useful life of 1.5 years. The excess of purchase price over the fair value of net tangible and intangible assets acquired approximated \$11.6 million and was recorded as goodwill, which is expected to be deductible for tax purposes.

AKOS Limited

On June 6, 2007, the Company acquired all of the shares of privately-held AKOS Limited (AKOS), based in the United Kingdom, for a total purchase price of up to £7.2 million, consisting of an up-front payment of £4.0 million and potential earnout payments up to a maximum of £3.2 million in 2007 and 2008, plus a working capital adjustment. The share purchase agreement also specified an estimated additional payment of £0.5 million, paid at closing, consisting of cash purchased. An additional amount of £0.2 million was paid in the third quarter of 2007, based on changes in net working capital, as defined by the share purchase agreement, and has been allocated to goodwill as additional purchase price.

The consideration for this acquisition equated to \$8.9 million in cash paid at closing, which included \$1.0 million for the additional payment and \$0.8 million which was held in escrow to cover any post-closing liabilities. The post-closing net working capital adjustment paid by the Company equated to approximately \$0.4 million. The Company financed this transaction using its revolving credit facility.

The potential earnout payments are based on 2007 and 2008 performance, as defined by the share purchase agreement and consideration is not related to the sellers' employment. In the first quarter of 2008, the Company paid £1.1 million (approximately \$2.2 million) related to the 2007 performance. This payment was allocated to goodwill as additional purchase price, in accordance with FASB Statement No. 141. If any other additional earnout payments are made, they will also be allocated to goodwill as additional purchase price, in accordance with FASB Statement No. 141.

AKOS, conducting business since 1986, is a provider of drug safety/pharmacovigilance, regulatory and clinical trial services to pharmaceutical and biotechnology companies in Europe, the United States, Canada and Asia. AKOS is based approximately 30 miles north of London, England, and strategically located inside what is considered to be the United Kingdom's research triangle that extends outward from London to Cambridge and Oxford Universities. The Company believes the addition of AKOS will allow the Company to provide a more global and comprehensive range of contract staffing and outsourcing services to pharmaceutical and biotech customers.

The acquisition has been accounted for using the purchase method and is included in the clinical trials services segment. The results of AKOS' operations have been included in the condensed consolidated statements of income since the date of acquisition, in accordance with FASB Statement No. 141.

4. ACQUISITIONS (continued)

The purchase price was allocated to assets acquired and liabilities assumed based on estimates of fair value at the date of acquisition, utilizing unaudited financial statements and an independent third-party appraisal. Based on an independent third-party appraisal, the Company assigned $1.7 million to trademarks with an indefinite life and not subject to amortization. In addition, the Company assigned $2.6 million to other identifiable intangible assets subject to amortization, as follows: $2.2 million was assigned to customer relations with a useful life of 8.6 years, and $0.4 million was assigned to other intangibles with an estimated useful life of 6 years. The excess of purchase price over the fair value of net tangible and intangible assets acquired approximated $3.8 million and was recorded as goodwill, which is not deductible locally for tax purposes.

Metropolitan Research

During the six month period ended June 30, 2008, the Company paid approximately $6.4 million and satisfied all earnout payments due to the sellers of Metropolitan Research, in accordance with the asset purchase agreement. The payment was allocated to goodwill as additional purchase price, in accordance with FASB Statement No. 141.

Subsequent Event

On July 22, 2008, the Company entered into a definitive agreement to acquire substantially all of the assets of privately-held MDA Holdings, Inc. (MDA) and certain of its subsidiaries and all of the outstanding voting stock of a subsidiary of MDA for $112.3 million in cash, subject to certain adjustments, plus additional earnout payments based on 2008 and 2009 performance criteria. The transaction is subject to certain approvals and closing conditions. The Company anticipates closing this transaction by the end of the third quarter of 2008. Headquartered in Norcross, Georgia, MDA provides multi-specialty locum tenens (physician) and allied staffing services to the healthcare industry in all 50 states.

In conjunction with this transaction, the Company entered into a fully underwritten $200.0 million financing commitment with Wachovia Capital Markets, LLC and certain of its affiliates and Banc of America Securities. Pursuant to this commitment, the Company will amend and keep in place its existing $75.0 million revolving credit facility and also enter into a $125.0 million 5-year term loan, the proceeds of which will be used to finance the acquisition and for general corporate purposes. The Company paid $0.2 million during the six months ended June 30, 2008, relating to this commitment. This amount was recorded as debt issuance costs on the condensed consolidated balance sheet.

5. DEBT

The Company's senior secured revolving credit facility entered into on November 10, 2005 (the 2005 Credit Agreement), consists of a 5-year, $75.0 million revolving credit facility, with a $10.0 million sublimit for the issuance of Swingline Loans (as defined by the 2005 Credit Agreement) and a $35.0 million sublimit for the issuance of standby letters of credit. Swingline Loans and letters of credit issued under this facility reduce the revolving credit facility on a dollar for dollar basis. The credit facility is being used for general corporate purposes including working capital, capital expenditures and permitted acquisitions and investments, as well as to pay fees and expenses related to the credit facility. As of June 30, 2008, the Company had $33.3 million of borrowings and $3.3 million of standby letters of credit outstanding under this facility, leaving $38.4 million available for borrowing.

The provisions of the revolving credit agreement generally allow the Company to borrow, repay and re-borrow debt for an uninterrupted period until the maturity date of the credit facility which, as of June 30, 2008, extends beyond one year from the balance sheet date. Borrowings under the facility are generally not callable unless an event of default exists, and there are no subjective acceleration clauses. Accordingly, as per the provisions of FASB Statement No. 6, *Classification of Short-term Obligations Expected to Be Refinanced,* $30.8 million of borrowings under this facility is classified as long-term as of June 30, 2008. Short-term borrowings under this facility consist of borrowings that the Company intends to or has repaid as of the date of the issuance of these condensed consolidated financial statements.

Long-term debt includes capital lease obligations that are subordinate to the Company's senior secured facility. At June 30, 2008 and December 31, 2007, the Company had $1.1 million and $1.5 million, respectively, in capital lease obligations recorded as debt on the condensed consolidated balance sheets.

6. STOCKHOLDERS' EQUITY

Stock Repurchase Program

On May 10, 2006, the Company's Board of Directors authorized a stock repurchase program whereby the Company was authorized to purchase up to 1.5 million shares of its common stock. This repurchase program was completed and on February 28, 2008, the Company's Board of Directors authorized an additional stock repurchase program, whereby it may purchase up to an additional 1.5 million shares of its common stock, subject to the terms of the Company's current credit agreement. The shares may be repurchased from time-to-time in the open market and the repurchase program may be discontinued at any time at the Company's discretion. The Company commenced repurchases under the February 2008 authorization during the first quarter of 2008 upon the completion of the May 2006 authorization.

During the six months ended June 30, 2008, the Company repurchased a total, under both programs, of 924,235 shares at an average price of $11.66. The cost of such purchases was approximately $10.8 million. During the six months ended June 30, 2007, the Company purchased a total of 230,658 shares of common stock at an average cost of $18.09 per share, for a total cost of $4.2 million. All of the common stock purchased was retired. Under the February 2008 authorization, the Company may purchase up to an additional 1,441,139 shares of common stock, subject to the constraints of the Company's credit agreement. At June 30, 2008, the Company had approximately 30.7 million shares of common stock outstanding.

Share-Based Payments

During the six month period ended June 30, 2008, the Company granted, under its 2007 Stock Incentive Plan, 110,310 restricted stock awards, and 158,664 stock appreciation rights to the Company's management team. The stock appreciation rights can only be settled with stock. The awards and rights vest over a 4 year period.

During the three and six month periods ended June 30, 2008, $0.3 million and $0.5 million, respectively, was included in selling, general and administrative expenses related to share-based payments. Share-based payment expense was not material in the three and six month periods ended June 30, 2007.

During the three and six months ended June 30, 2008, 11,782 shares and 14,562 shares of common stock, respectively, were issued upon exercise of employee stock options. In addition, in the three and six month periods ended June 30, 2008, 2,046 shares of common stock were issued as a result of the vesting of restricted stock.

7. SEGMENT DATA

The nurse and allied staffing business segment primarily provides travel nurse and allied staffing services and per diem nurse services to primarily acute care hospitals which include public and private healthcare and for-profit and not-for-profit facilities throughout the U.S. The clinical trials services business segment provides clinical trials, drug safety, and regulatory professionals on both 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, Canada and Europe. The other human capital management services business segment includes the combined results of the Company's education and training and retained search businesses. Information on operating segments and a reconciliation to income from operations for the periods indicated are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
(Amounts in thousands)				
Revenue from external customers:				
Nurse and allied staffing	$ 132,665	$ 143,195	$ 273,331	$ 287,717
Clinical trials services	24,898	19,569	49,767	39,280
Other human capital management services	13,388	12,575	27,104	24,435
	$ 170,951	$ 175,339	$ 350,202	$ 351,432
Contribution income (a):				
Nurse and allied staffing	$ 13,939	$ 12,863	$ 26,800	$ 25,056
Clinical trials services	4,412	2,971	8,182	5,533
Other human capital management services	2,108	1,990	4,503	4,089
	20,459	17,824	39,485	34,678
Unallocated corporate overhead	6,942	6,624	13,440	13,292
Depreciation	1,777	1,505	3,563	2,989
Amortization	643	370	1,316	739
Legal settlement charge	—	21	—	34
Income from operations	$ 11,097	$ 9,304	$ 21,166	$ 17,624

(a) The Company defines contribution income as income from operations before depreciation, amortization, 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 FASB Statement No. 131, *Disclosure about Segments of an Enterprise and Related Information*.

8. COMMITMENTS AND CONTINGENCIES

Commitments:

In April 2008, the Company amended its lease for office space in Malden, Massachusetts, to extend the agreement for an additional three years, until June 30, 2012. Total future minimum rental payments are $1.8 million.

Contingencies:

Cossack, et. al. v. Cross Country TravCorps and Cross Country Nurses, Inc.

In the six months ended June 30, 2007, the Company paid $6.7 million to settle the California wage and hour class action lawsuit filed against certain of the Company's subsidiaries in Superior Court in Orange County, California, in August of 2003.

Maureen Petray and Carina Higareda v. MedStaff, Inc.

On February 18, 2005, the Company's MedStaff subsidiary became the subject of a purported class action lawsuit (*Maureen Petray and Carina Higareda v. MedStaff, Inc.)* filed in the Superior Court of California in Riverside County. The lawsuit relates to only MedStaff corporate employees. The claims alleged under this lawsuit are generally similar in nature to those brought by Darrelyn Renee Henry in a lawsuit against the Company, which was dismissed (*Darrelyn Renee Henry vs. MedStaff, Inc., Cross Country Healthcare, Inc., Victor Kalafa, Tim Rodden, Talia Pico and Melissa Hetrick*).

8. COMMITMENTS AND CONTINGENCIES (continued)

The lawsuit alleges, among other things, violations of certain sections of the California Labor Code, the California Business and Professions Code, and recovery of unpaid wages and penalties. MedStaff currently has less than 50 corporate employees in California. The Plaintiffs, Maureen Petray and Carina Higareda, purport to sue on behalf of themselves and all others similarly situated, allege that MedStaff failed, under California law, to provide meal periods and rest breaks and pay for those missed meal periods and rest breaks; failed to compensate the employees for all hours worked; failed to compensate the employees for working overtime; and failed to keep appropriate records to keep track of time worked. Plaintiffs seek, among other things, an order enjoining MedStaff from engaging in the practices challenged in the complaint; for full restitution of all monies MedStaff allegedly failed to pay Plaintiffs and their purported class; for interest; for certain penalties provided for by the California Labor Code; and for attorneys' fees and costs. On February 5, 2007, the court granted class certification. The Company is unable to determine its potential exposure, if any, and intends to vigorously defend this matter.

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 material effect on the Company's consolidated financial position or results of operations.

9. RECENTLY ISSUED ACCOUNTING STANDARDS

In September 2006, the FASB issued Statement No. 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value under U.S. generally accepted accounting principles and expands disclosures about fair value measurements. FASB Statement No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. However, in February 2008, the FASB Staff Position No. 157-2 was issued, which delays the effective date for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. The effective date has been deferred to fiscal years beginning after November 15, 2008 for these nonfinancial assets and liabilities. At January 1, 2008, the adoption of FASB Statement No. 157 did not have a material impact on the Company's condensed consolidated financial statements. The Company does not expect the deferred portion of the adoption to have a material impact on its consolidated financial statements.

In February 2007, the FASB issued Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. This standard allows companies to elect to follow fair value accounting for certain financial assets and liabilities in an effort to mitigate volatility in earnings without having to apply complex hedge accounting provisions. FASB Statement No. 159 is applicable only to certain financial instruments and is effective for fiscal years beginning after November 15, 2007. As the Company did not elect fair value treatment for qualifying instruments that exist as of the effective date, the adoption of this Statement does not have a material impact on its condensed consolidated financial statements. The Company may elect to measure qualifying instruments at fair value in the future.

In December 2007, the FASB issued FASB Statement No. 141R, *Business Combinations* (FASB 141R), which replaces FASB Statement No. 141, *Business Combinations*. FASB 141R applies to all transactions or other events in which an entity obtains control of one or more businesses and requires that all assets and liabilities of an acquired business as well as any noncontrolling interest in the acquiree be recorded at their fair values at the acquisition date. Among other things, FASB 141R requires the expensing of direct transaction costs, including deal costs and restructuring costs as incurred. In addition, contingent consideration arrangements will be recognized at their acquisition date fair values, with subsequent changes in fair value generally reflected in earnings. Pre-acquisition contingencies will also typically be recognized at their acquisition date fair values. In subsequent periods, contingent liabilities will be measured at the higher of their acquisition date fair values or the estimated amounts to be realized. In addition, material adjustments made to the initial acquisition purchase accounting will be required to be recorded back to the acquisition date. This will cause companies to revise previously reported results when reporting comparative financial information in subsequent filings. The statement is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The Company expects that FASB 141R could have an impact on its future consolidated financial statements when effective, but the nature and magnitude of the specific effects will depend upon the nature, terms and size of the acquisitions the Company consummates after the effective date.

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

The Company's condensed consolidated financial statements present a consolidation of all its operations. 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, 2007, and is intended to assist the reader in understanding the financial results and condition of the Company.

Overview

In the second quarter of 2008, our nurse and allied staffing business segment, which is comprised of travel and per diem nurse and travel allied staffing, represented approximately 78% of our total revenue. Travel nurse staffing represented approximately 86% of this business segment's revenue and approximately 66% of the Company's total revenue. Our clinical trials services business segment, which provides a flexible range of traditional contract staffing, clinical research outsourcing, drug safety monitoring, and regulatory consulting services, represented approximately 14% of total revenue. Our other human capital management services business segment represented approximately 8% of total Company revenue and consists of the education and training, and retained search businesses.

For the three months ended June 30, 2008, revenue was $171.0 million, and net income was $6.4 million, or $0.21 per diluted share. Cash provided by operating activities for the six months ended June 30, 2008, was $27.2 million and was used primarily for repurchases of shares of our common stock, earnout payments related to acquisitions in our clinical trials services business segment, and capital expenditures. We ended the quarter with total debt of $34.3 million, resulting in a ratio of debt, net of cash, to total capitalization of 6.9%.

The demand for our nurse and allied staffing business, as measured by the average monthly number of open orders from our hospital clients has stabilized. However, this level of demand has not translated into an increase in staffing volume. We believe the travel nurse business historically does not respond immediately to spikes in demand as full-time nurses are not likely to give up their seniority and security of hospital employment for a short-term opportunity to make more money as a travel nurse. Typically, we believe nurses look for a sustained period of strong, or, at least consistent demand for travel nurses before a greater number of nurses will leave their full-time hospital employment and take an assignment with us. A nurse's willingness to leave a full-time hospital staff position is also affected by the overall economic environment and its potential impact on the employment security and income earnings potential of the nurse's spouse. We believe that recent weakness in the nation's employment statistics is likely having an adverse effect on the willingness of nurses to relinquish their security of a full-time hospital staff position.

Results of Operations

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Revenue from services	100.0%	100.0%	100.0%	100.0%
Direct operating expenses	73.3	76.3	74.1	76.6
Selling, general and administrative expenses	18.8	17.0	18.4	16.9
Bad debt expense	—	0.3	0.1	0.4
Depreciation and amortization	1.4	1.1	1.4	1.1
Income from operations	6.5	5.3	6.0	5.0
Interest expense, net	0.3	0.3	0.3	0.3
Income before income taxes	6.2	5.0	5.7	4.7
Income tax expense	2.5	1.9	2.2	1.8
Net income	3.7%	3.1%	3.5%	2.9%

Acquisitions

Assent Consulting

On July 18, 2007, we completed an acquisition of the shares of privately-held Assent Consulting (Assent) for $19.6 million in cash paid at closing, including $1.0 million which was held in escrow to cover any post-closing liabilities. The purchase price was subject to a working capital adjustment that was settled with a payment of $0.5 million to us in the fourth quarter of 2007. This transaction also includes an earnout provision up to a maximum of $4.9 million based on 2007 and 2008 performance criteria. This contingent consideration is not related to the sellers' employment. In the three months ended June 30, 2008, we paid $4.6 million related to 2007 performance satisfying all earnout amounts potentially due to the seller in accordance with the asset purchase agreement. Of this payment, $2.0 million is being held in escrow, subject to forfeiture to the Company, to the extent a 2008 performance milestone is not achieved. The entire payment was allocated to goodwill as additional purchase price, in accordance with Financial Accounting Standards Board (FASB) Statement No. 141, *Business Combinations.* We financed this acquisition using our revolving credit facility.

Headquartered in Cupertino, California, Assent provides staffing services primarily consisting of highly qualified clinical research, biostatistics and drug safety professionals to companies in the pharmaceutical and biotechnology industries. We believe this acquisition expands our geographical presence on the West Coast of the U.S. and broadens our client base for our clinical trials services business.

The acquisition has been accounted for using the purchase method and it is included in the clinical trials services business segment. The results of Assent operations have been included in the consolidated statements of income since the date of acquisition, in accordance with FASB Statement No. 141.

Based on an independent third-party appraisal, we assigned the following values to intangible assets: $5.2 million for customer relations with a useful life of 10 years, $0.5 million to database with a useful life of 6 years, $0.4 million to a noncompete agreement with a useful life of 5 years, and $0.3 million to trademarks with a useful life of 1.5 years. The excess of purchase price over the fair value of net tangible and intangible assets acquired approximated $11.6 million and was recorded as goodwill, which is expected to be deductible for tax purposes.

AKOS Limited

On June 6, 2007, we acquired all of the shares of privately-held AKOS Limited (AKOS), based in the United Kingdom, for a total purchase price of up to £7.2 million, consisting of an up-front payment of £4.0 million and potential earnout payments up to £3.2 million in 2007 and 2008, plus a working capital adjustment. The share purchase agreement also specified an estimated additional payment of £0.5 million, paid at closing, consisting of cash purchased. An additional amount of £0.2 million was paid in the third quarter of 2007, based on changes in net working capital, as defined by the share purchase agreement, and has been allocated to goodwill as additional purchase price.

The consideration for this acquisition was approximately $8.9 million in cash paid at closing, which included $1.0 million for the additional payment and $0.8 million which is being held in escrow to cover any post-closing liabilities. The post-closing working capital adjustment paid by us equated to approximately $0.4 million. We financed this transaction using our revolving credit facility.

The potential earnout payments are based on 2007 and 2008 performance, as defined by the share purchase agreement and is not related to the sellers' employment. In the first quarter of 2008, we paid £1.1 million (approximately $2.2 million) related to 2007 performance. This payment and any additional earnout payment will be allocated to goodwill as additional purchase price, in accordance with FASB Statement No. 141.

AKOS has been conducting business since 1986 and provides drug safety, regulatory and clinical trial services to pharmaceutical and biotechnology companies in Europe, the United States, Canada and Asia. AKOS is based approximately 30 miles north of London, England, and strategically located inside what is considered to be the United Kingdom's research triangle that extends outward from London to Cambridge and Oxford Universities. We believe the addition of AKOS, will allow us to provide a more global and comprehensive range of contract staffing and outsourcing services to pharmaceutical and biotech customers.

The acquisition has been accounted for using the purchase method and is included in the clinical trials services business segment. The results of AKOS' operations have been included in the consolidated statements of income since the date of acquisition, in accordance with FASB Statement No. 141.

Based on an independent third-party appraisal, we assigned $1.7 million to trademarks with an indefinite life and not subject to amortization. In addition, we assigned $2.6 million to total other identifiable intangible assets subject to amortization as follows: $2.2 million was assigned to customer relations with a useful life of 8.6 years, and $0.4 million was assigned to other intangibles with an estimated useful life of 6 years. The excess of purchase price over the fair value of net tangible and intangible assets acquired approximated $3.8 million and was recorded as goodwill, which is not deductible locally for tax purposes.

Subsequent Event

On July 22, 2008, we entered into a definitive agreement to acquire substantially all of the assets of privately-held MDA Holdings, Inc. (MDA) and certain of its subsidiaries and all of the outstanding voting stock of another MDA subsidiary for $112.3 million in cash, subject to certain adjustments, plus additional earnout payments based on 2008 and 2009 performance criteria. The transaction is subject to certain approvals and closing conditions. We anticipate closing this transaction by the end of the third quarter of 2008. Headquartered in Norcross, Georgia, MDA provides multi-specialty locum tenens (physician) and allied staffing services to the healthcare industry in all 50 states.

In conjunction with this transaction we entered into a fully underwritten $200.0 million financing commitment with Wachovia Capital Markets, LLC and certain of its affiliates and Banc of America Securities. Pursuant to this commitment, we will amend and keep in place our existing $75.0 million revolving credit facility and also enter into a $125.0 million 5-year term loan, the proceeds of which will be used to finance the acquisition and for general corporate purposes.

Segment Information

Our nurse and allied staffing business segment primarily provides travel nurse and allied staffing services and per diem nurse services to acute care hospitals. Nurse and allied staffing services are also marketed to public and private healthcare facilities and for-profit and not-for-profit facilities throughout the U.S. Our clinical trials services business segment provides clinical trials, drug safety and regulatory professionals on both a contract staffing and outsourced basis to companies in the pharmaceutical, biotechnology and medical device industries, as well as to contract research organizations and acute care hospitals conducting clinical research trials in the United States, Canada and Europe. Our other human capital management services business segment includes the combined results of our Company's education and training and retained search businesses.

The following table presents, for the periods indicated, selected condensed consolidated statements of income data by segment:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
(Amounts in thousands)				
Revenue from external customers:				
Nurse and allied staffing	$ 132,665	$ 143,195	$ 273,331	$ 287,717
Clinical trials services	24,898	19,569	49,767	39,280
Other human capital management services	13,388	12,575	27,104	24,435
	$ 170,951	$ 175,339	$ 350,202	$ 351,432
Contribution income (a):				
Nurse and allied staffing	$ 13,939	$ 12,863	$ 26,800	$ 25,056
Clinical trials services	4,412	2,971	8,182	5,533
Other human capital management services	2,108	1,990	4,503	4,089
	20,459	17,824	39,485	34,678
Unallocated corporate overhead	6,942	6,624	13,440	13,292
Depreciation	1,777	1,505	3,563	2,989
Amortization	643	370	1,316	739
Legal settlement charge	—	21	—	34
Income from operations	$ 11,097	$ 9,304	$ 21,166	$ 17,624

(a) We define contribution income as income from operations before depreciation, amortization, and other corporate expenses not specifically identified to a reporting segment. Contribution income is a measure used by management to access operations and is provided in accordance with FASB Statement No. 131, *Disclosure About Segments of an Enterprise and Related Information*.

Three Months Ended June 30, 2008 compared to Three Months Ended June 30, 2007

Revenue from services

Revenue from services decreased $4.4 million, or 2.5%, to $171.0 million for the three months ended June 30, 2008 as compared to $175.3 million for the three months ended June 30, 2007. The decrease was primarily due a decrease in revenue from our nurse and allied staffing business segment partially offset by an increase in revenue from our clinical trials services and other human capital management services business segments. The increase in our clinical trials services was due to the acquisitions of AKOS and Assent. Excluding the impact of acquisitions, consolidated revenue from services decreased $10.6 million or 6.0%.

Nurse and allied staffing

Revenue from our nurse and allied staffing business segment decreased $10.5 million, or 7.4%, to $132.7 million in the three months ended June 30, 2008, from $143.2 million in the three months ended June 30, 2007. The decrease in revenue reflected a decrease in staffing volume versus the prior year that was partially offset by improved pricing.

Average nurse and allied staffing revenue per full-time equivalents (FTEs) and average bill rates increased approximately 3.4% and 3.6%, respectively, during the three months ended June 30, 2008, compared to the three months ended June 30, 2007. The average number of nurse and allied staffing FTEs on contract during the three months ended June 30, 2008, decreased 10.4% from the three months ended June 30, 2007.

In the three months ended June 30, 2008, nurse staffing operations generated 92.9% of nurse and allied staffing revenue and 7.1% was generated by allied staffing operations. For the three months ended June 30, 2007, 92.0% of nurse and allied staffing revenue was generated from nurse staffing operations and 8.0% was generated by allied staffing operations.

Clinical trials services

Revenue from clinical trials services increased $5.3 million, or 27.2%, to $24.9 million in the three months ended June 30, 2008, from $19.6 million in the three months ended June 30, 2007. Excluding the impact of the acquisitions of Assent and AKOS, revenue decreased $0.9 million, or 4.4%. This decline is primarily due to a decrease in traditional contract staffing volume, partially offset by an increase in pricing.

Other human capital management services

Revenue from other human capital management services for the three months ended June 30, 2008, increased $0.8 million, or 6.5%, to $13.4 million from $12.6 million in the three months ended June 30, 2007, reflecting increases in both our education and training and retained search businesses.

Direct operating expenses

Direct operating expenses are comprised primarily of field employee compensation expenses, housing expenses, travel expenses and field insurance expenses. Direct operating expenses decreased $8.4 million, or 6.3%, to $125.3 million for the three months ended June 30, 2008, as compared to $133.7 million for the three months ended June 30, 2007.

As a percentage of total revenue, direct operating expenses represented 73.3% of revenue for the three months ended June 30, 2008 and 76.3% for the three months ended June 30, 2007. This decrease is primarily due to a widening of our bill-pay spread in our travel staffing operations, and a change in mix of revenue from our business segments as well as lower housing cost as a percentage of revenue. Revenue from our clinical trials services and other human capital management services are a higher percentage of total revenue from services in the three months ended June 30, 2008 compared to the three months ended June 30, 2007, primarily due to the clinical trials services acquisitions. Clinical trials services and other human capital management services tend to have lower direct costs as a percentage of revenue than our nurse and allied staffing business segment.

Selling, general and administrative expenses

Selling, general and administrative expenses increased $2.2 million, or 7.4%, to $32.1 million for the three months ended June 30, 2008, as compared to $29.9 million for the three months ended June 30, 2007. The increase in selling, general and administrative expenses was primarily due to higher compensation expense and additional expenses from the 2007 clinical trials services acquisitions.

Included in selling, general and administrative expenses is unallocated corporate overhead of $6.9 million in the three months ended June 30, 2008, compared to $6.6 million in the three months ended June 30, 2007. As a percentage of consolidated revenue, unallocated corporate overhead was 4.1% during the three month period ended June 30, 2008, and 3.8% in the three month period ended June 30, 2007, primarily due to higher compensation, including $0.3 million of compensation related to share-based payments, partially offset by lower legal fees.

As a percentage of total revenue, selling, general and administrative expenses were 18.8% and 17.0%, respectively, for the three months ended June 30, 2008 and 2007, primarily due to a combination of a change in mix of revenue from our business segments and negative operating leverage in our nurse and allied staffing segment. Revenue from our clinical trials services and other human capital management services increased at a higher rate than our nursing and allied staffing business segment, primarily due to the clinical trials services acquisitions. Clinical trial services and other human capital management services generally operate with a higher selling, general and administrative burden than our nursing and allied staffing business segment.

Bad debt expense

Bad debt expense was not recorded in the three months ended June 30, 2008 due to improved collections. Bad debt expense totaled $0.5 million, or 0.3% of total revenue, for the three months ended June 30, 2007.

Contribution income

Contribution income from our nurse and allied staffing segment for the three months ended June 30, 2008, increased $1.1 million, or 8.4%, to $13.9 million from $12.9 million in the three month period ended June 30, 2007. As a percentage of nurse and allied staffing revenue, segment contribution income was 10.5% for the three months ended June 30, 2008, and 9.0% for the three months ended June 30, 2007. This increase is primarily due to a widening of our bill-pay spread, and secondarily by a moderation in the rate of increase of housing costs, partially offset by higher health insurance claims.

Contribution income from clinical trials services for the three months ended June 30, 2008, increased $1.4 million to $4.4 million, compared to $3.0 million in the three months ended June 30, 2007. As a percentage of clinical trials services revenue, segment contribution income was 17.7% in the three months ended June 30, 2008, compared to 15.2% in the three months ended June 30, 2007. This increase is primarily due to the impact of the 2007 acquisitions that operate at higher margins and organic improvement.

Contribution income from other human capital management services for the three months ended June 30, 2008, increased by $0.1 million, or 5.9%, to $2.1 million, from $2.0 million in the three months ended June 30, 2007 due to improved contribution income in both the retained search and education and training businesses. Contribution income as a percentage of other human capital management services revenue for the three months ended June 30, 2008, was 15.7% compared to 15.8% for the three months ended June 30, 2007.

Depreciation and amortization expense

Depreciation and amortization expense in the three months ended June 30, 2008, totaled $2.4 million as compared to $1.9 million for the three months ended June 30, 2007. As a percentage of total revenue, depreciation and amortization expense was 1.4% for the three month period ended June 30, 2008 and 1.1% for the three month period ended June 30, 2007. This increase is primarily due to higher amortization expense related to our 2007 acquisitions and additional depreciation expense from fixed assets that were placed into service since the beginning of 2008 due to technology upgrades.

Interest expense, net

Interest expense, net, totaled $0.5 million for the three months ended June 30, 2008 and 2007. A lower effective interest rate offset the impact of higher average borrowings outstanding. The effective interest rate on our borrowings for the three months ended June 30, 2008, was 4.6% compared to a rate of 6.8% for the three months ended June 30, 2007. Higher borrowings in the three months ended June 30, 2008, were primarily due to the financing of the 2007 acquisitions, stock repurchases and earnout payments.

Income tax expense

Income tax expense totaled $4.2 million for the three months ended June 30, 2008, as compared to $3.3 million for the three months ended June 30, 2007. The effective tax rate was 39.9% in the three months ended June 30, 2008, compared to 37.8% in the three months ended June 30, 2007. The change in rate is due to the revision of the estimated tax rate for the full year.

Six Months Ended June 30, 2008 compared to Six Months Ended June 30, 2007

Revenue from services

Revenue from services decreased $1.2 million, or 0.4%, to $350.2 million for the six months ended June 30, 2008 as compared to $351.4 million for the six months ended June 30, 2007. The decrease was primarily due a decrease in revenue from our nurse and allied staffing business segment partially offset by an increase in our clinical trials services and other human capital management services business segments. The increase in our clinical trials services was due to the acquisitions of AKOS and Assent. Excluding the impact of acquisitions, consolidated revenue from services decreased $14.1 million or 4.0%.

Nurse and allied staffing

Revenue from our nurse and allied staffing business segment decreased $14.4 million, or 5.0%, to $273.3 million in the six months ended June 30, 2008, from $287.7 million in the six months ended June 30, 2007. The decrease in revenue from our nurse and allied staffing business segment was primarily from our travel nurse and allied staffing operations. A decrease in volume versus the prior year more than offset improved pricing.

Average nurse and allied staffing revenue per FTEs and average bill rates increased approximately 3.6% and 3.0%, respectively, during the six months ended June 30, 2008, compared to the six months ended June 30, 2007. The average number of nurse and allied staffing FTEs on contract during the six months ended June 30, 2008, decreased 8.2% from the six months ended June 30, 2007.

In the six months ended June 30, 2008, nurse staffing operations generated 93.1% of nurse and allied staffing revenue and 6.9% was generated by allied staffing operations. For the six months ended June 30, 2007, 92.1% of nurse and allied staffing revenue was generated from nurse staffing operations and 7.9% was generated by allied staffing operations.

Clinical trials services

Revenue from clinical trials services increased $10.5 million, or 26.7%, to $49.8 million in the six months ended June 30, 2008, from $39.3 million in the six months ended June 30, 2007. Excluding the impact of the acquisitions of Assent and AKOS, revenue decreased $2.4 million, or 6.2%. This decline is primarily due to a decrease in traditional contract staffing volume, partially offset by an increase in pricing.

Other human capital management services

Revenue from other human capital management services for the six months ended June 30, 2008, increased $2.7 million, or 10.9%, to $27.1 million from $24.4 million in the six months ended June 30, 2007, reflecting increases in both our education and training and retained search businesses.

Direct operating expenses

Direct operating expenses are comprised primarily of field employee compensation expenses, housing expenses, travel expenses and field insurance expenses. Direct operating expenses decreased $10.0 million, or 3.7%, to $259.4 million for the six months ended June 30, 2008, as compared to $269.3 million for the six months ended June 30, 2007.

As a percentage of total revenue, direct operating expenses represented 74.1% of revenue for the six months ended June 30, 2008 and 76.6% for the six months ended June 30, 2007. This decrease is primarily due to a widening of our bill-pay spread in our travel staffing operations, a change in mix of revenue from our business segments, and lower housing cost as a percentage of revenue; partially offset by higher health insurance claims. Revenue from our clinical trials services and other human capital management services are a higher percentage of total revenue from services in the six months ended June 30, 2008 compared to the six months ended June 30, 2007, primarily due to the clinical trials services acquisitions. Clinical trials services and other human capital management services tend to have lower direct costs as a percentage of revenue than our nurse and allied staffing business segment.

Selling, general and administrative expenses

Selling, general and administrative expenses increased $4.8 million, or 8.2%, to $64.3 million for the six months ended June 30, 2008, as compared to $59.4 million for the six months ended June 30, 2007. The increase in selling, general and administrative expenses was primarily due to higher compensation expense and additional expenses from the 2007 clinical trials services acquisitions partially offset by lower legal fees.

Included in selling, general and administrative expenses is unallocated corporate overhead of $13.4 million for the six months ended June 30, 2008, compared to $13.3 million for the six months ended June 30, 2007. As a percentage of consolidated revenue, unallocated corporate overhead was 3.8% during the six month periods ended June 30, 2008 and 2007.

As a percentage of total revenue, selling, general and administrative expenses were 18.4% and 16.9%, respectively, for the six months ended June 30, 2008 and 2007, primarily due to a combination of a change in mix of revenue from our business segments and higher expenses as discussed above. Revenue from our clinical trials services and other human capital management services increased at a higher rate than our nursing and allied staffing business segment, primarily due to the clinical trials services acquisitions. Clinical trial services and other human capital management services generally operate with a higher selling, general and administrative burden than our nursing and allied staffing business segment.

Bad debt expense

Bad debt expense totaled $0.5 million for the six months ended June 30, 2008 compared to $1.3 million in the six months ended June 30, 2007. Bad debt expense as a percentage of total revenue was 0.1% in the six months ended June 30, 2008 compared to 0.4% in the six months ended June 30, 2007. This decrease is due to improved collections in the six month period ended June 30, 2008.

Contribution income

Contribution income from our nurse and allied staffing segment for the six months ended June 30, 2008, increased $1.7 million, or 7.0%, to $26.8 million from $25.1 million in the six month period ended June 30, 2007. As a percentage of nurse and allied staffing revenue, segment contribution income was 9.8% for the six months ended June 30, 2008, and 8.7% for the six months ended June 30, 2007. This increase is primarily due to a widening of our bill-pay spread, and secondarily by moderation in the rate of increase of housing costs, partially offset by higher health insurance claims.

Contribution income from clinical trials services for the six months ended June 30, 2008, increased $2.6 million to $8.2 million, compared to $5.5 million in the six months ended June 30, 2007. As a percentage of clinical trials services revenue, segment contribution income was 16.4% in the six months ended June 30, 2008, compared to 14.1% in the six months ended June 30, 2007. This increase is primarily due to the impact of the 2007 acquisitions that operate at higher margins, as well as organic improvement.

Contribution income from other human capital management services for the six months ended June 30, 2008, increased by $0.4 million, or 10.1%, to $4.5 million, from $4.1 million in the six months ended June 30, 2007 due to improved contribution income in the retained search business partially offset by lower contribution income from the education and training businesses. Contribution income as a percentage of other human capital management services revenue for the six months ended June 30, 2008, was 16.6% compared to 16.7% for the six months ended June 30, 2007.

Depreciation and amortization expense

Depreciation and amortization expense in the six months ended June 30, 2008, totaled $4.9 million as compared to $3.7 million for the six months ended June 30, 2007. As a percentage of revenue, depreciation and amortization expense was 1.4% for the six month period ended June 30, 2008 and 1.1% for the six months ended June 30, 2007. This increase is primarily due to higher amortization expense related to our 2007 acquisitions and additional depreciation expense from fixed assets that were placed into service since the beginning of 2008 due to technology upgrades.

Interest expense, net

Interest expense, net, totaled $1.2 million for the six months ended June 30, 2008 and $1.0 million for the six months ended June 30, 2007. This increase was due to higher average borrowings in the six months ended June 30, 2008, partially offset by a lower effective interest rate. Higher borrowings in the six months ended June 30, 2008, were primarily due to the financing of the 2007 acquisitions, stock repurchases and earnout payments. The effective interest rate on our borrowings for the six months ended June 30, 2008, was 5.4% compared to a rate of 6.9% for the six months ended June 30, 2007.

Income tax expense

Income tax expense totaled $7.8 million for the six months ended June 30, 2008, as compared to $6.3 million for the six months ended June 30, 2007. The effective tax rate was 39.0% in the six months ended June 30, 2008, compared to 38.2% in the six months ended June 30, 2007. The increase in the tax rate was primarily due to a revised estimate of the current year's taxable income.

Liquidity and Capital Resources

As of June 30, 2008, we had a current ratio, defined as the amount of current assets divided by current liabilities, of 2.7 to 1. Working capital decreased by $12.8 million to $86.0 million as of June 30, 2008, compared to $98.7 million as of December 31, 2007. The decrease in working capital is primarily due to lower cash and accounts receivable as of June 30, 2008.

Net cash provided by operating activities during the six months ended June 30, 2008, was $27.2 million, compared to $7.4 million in the six months ended June 30, 2007. During the six months ended June 30, 2007, we paid $6.7 million, pretax, to settle the California wage and hour class-action lawsuit (*Cossack, et. al. v. Cross Country TravCorps and Cross Country Nurses, Inc*.). Exclusive of this prior year payment, net cash provided by operating activities in the six months ended June 30, 2008 was higher, primarily due to a decrease in accounts receivable in the six months ended June 30, 2008, compared to an increase in accounts receivable in the six months ended June 30, 2007, and timing of payments. Number of days' sales outstanding decreased 2 days to 57 days at June 30, 2008, compared to 59 days at December 31, 2007.

Investing activities used $15.4 million during the six months ended June 30, 2008, consisting of $13.1 million in earnout payments related to the acquisitions of Assent, AKOS and Metropolitan Research and $2.3 million in capital expenditures. During the six months ended June 30, 2007, investing activities used $11.7 million, primarily for the acquisition of AKOS and capital expenditures.

Net cash used in financing activities during the six months ended June 30, 2008, was $15.9 million compared to net cash provided by financing activities of $4.4 million during the six months ended June 30, 2007. During the six months ended June 30, 2008, we repaid a net of $5.1 million of our total debt, as compared to net borrowings of $6.9 million in the six months ended June 30, 2007. During the six months ended June 30, 2008, we used $10.8 million to repurchase and retire stock as compared to $4.2 million in the six months ended June 30, 2007. Cash provided by the exercise of employee stock options was $0.1 million in the six months ended June 30, 2008 compared to $1.4 million in the six months ended June 30, 2007. During the six months ended June 30, 2008, we paid $0.2 million of debt issuance costs related to the pending acquisition of MDA previously mentioned.

Stockholders' Equity

On May 10, 2006, our Board of Directors authorized a stock repurchase program whereby we may purchase up to 1.5 million shares of our common stock. This repurchase program was completed and on February 28, 2008, our Board of Directors authorized an additional stock repurchase program whereby we may purchase up to an additional 1.5 million shares of our common stock, subject to the terms of our current credit agreement. The shares may be repurchased from time-to-time in the open market and the repurchase program may be discontinued at any time at our discretion. We commenced repurchases under this authorization during the first quarter of 2008 upon the completion of the May 2006 authorization.

During the six months ended June 30, 2008, we repurchased, under both programs, a total of 924,235 shares at an average price of $11.66. The cost of such purchases was approximately $10.8 million. During the six months ended June 30, 2007, we purchased 230,658 shares of common stock at an average cost of $18.09 per share, for a total cost of $4.2 million. All of the common stock was retired. Under the remainder of the February 2008 authorization, we can purchase up to an additional 1,441,139 shares. At June 30, 2008, we had approximately 30.7 million shares outstanding.

Commitments and Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

In April 2008, we amended our lease for office space in Malden, Massachusetts, to extend the agreement for an additional three years, until June 30, 2012. Total future minimum rental payments are $1.8 million.

Critical Accounting Principles and Estimates

Our critical accounting principles remain consistent with those reported in our Annual Report on Form 10-K for the year ended December 31, 2007 as filed with the Securities and Exchange Commission.

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement No. 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and expands disclosures about fair value measurements. FASB Statement No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. However, in February 2008, the FASB Staff Position No. 157-2 was issued, which delays the effective date for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. The effective date has been deferred to fiscal years beginning after November 15, 2008 for these nonfinancial assets and liabilities. At January 1, 2008, the adoption of FASB Statement No. 157 did not have a material impact on our consolidated condensed financial statements. We do not expect the deferred portion of the adoption to have a material impact on our condensed consolidated financial statements.

In February 2007, the FASB issued Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. This standard allows companies to elect to follow fair value accounting for certain financial assets and liabilities in an effort to mitigate volatility in earnings without having to apply complex hedge accounting provisions. FASB Statement No. 159 is applicable only to certain financial instruments and is effective for fiscal years beginning after November 15, 2007. We did not elect to measure any assets or liabilities at fair value that are not already measured at fair value under existing standards. Therefore, the standard had no impact on our condensed consolidated financial statements.

In December 2007, the FASB issued FASB No. 141R, *Business Combinations* (FASB 141R), which replaces FASB 141. FASB 141R applies to all transactions or other events in which an entity obtains control of one or more businesses and requires that all assets and liabilities of an acquired business as well as any noncontrolling interest in the acquiree be recorded at their fair values at the acquisition date. Among other things, FASB 141R requires the expensing of direct transaction costs, including deal costs and restructuring costs as incurred. In addition, contingent consideration arrangements will be recognized at their acquisition date fair values, with subsequent changes in fair value generally reflected in earnings. Pre-acquisition contingencies will also typically be recognized at their acquisition date fair values. In subsequent periods, contingent liabilities will be measured at the higher of their acquisition date fair values or the estimated amounts to be realized. In addition, material adjustments made to the initial acquisition purchase accounting will be required to be recorded back to the acquisition date. This will cause companies to revise previously reported results when reporting comparative financial information in subsequent filings. The Statement is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. We expect that FASB 141R could have an impact on our future consolidated financial statements when effective, but the nature and magnitude of the specific effects will depend upon the nature, terms and size of the acquisitions we consummate after the effective date.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in the reported market risks from the information provided under Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk", in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

ITEM 4. CONTROLS AND PROCEDURES

The Company carried out an evaluation, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's "disclosure controls and procedures" (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this report. Based upon the evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective. Disclosure controls and procedures are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Exchange Act is recorded, processed, summarized, communicated to management, including the Chief Executive Officer and the Chief Financial Officer, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. The disclosure controls and procedures are designed to ensure that information required to be disclosed by us in reports required under the Exchange Act of 1934, as amended, is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, in order to allow timely decisions regarding any required disclosure.

The evaluation has not identified any changes in the Company's internal controls over financial reporting or in other factors that occurred during the last fiscal quarter that have materially affected or that are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II. – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There have been no material developments to the legal proceeding disclosed under Part I, Item 3, "Legal Proceedings" in our Annual Report on Form 10-K for the year ended December 31, 2007.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed under Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2007.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) On February 28, 2008, our Board of Directors authorized an additional stock repurchase program whereby we may purchase up to an additional 1.5 million shares of our common stock, subject to the constraints of our current credit agreement. The shares may be repurchased from time-to-time in the open market and may be discontinued at any time at our discretion.

During the three months ended June 30, 2008, we purchased, under this program, a total of 53,962 shares at an average price of $12.31 per share. A summary of the repurchase activity for the period covered by this report follows:

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum of Shares that May Yet Be Purchased Under the Plans or Programs
April 1 – April 30, 2008	53,962	$12.31	53,962	1,441,139
May 1 – May 31, 2008	—	—	—	1,441,139
June 1 – June 30, 2008	—	—	—	1,441,139
April 1 – June 30, 2008	53,962	$12.31	53,962	1,441,139

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) The information set forth in this Item 4 relates to matters submitted to a vote at the Company's Annual Meeting of Stockholders (Annual Meeting) on May 6, 2008.

(c) (i) A proposal to elect the above mentioned directors for a one year term ending in 2009 and until their successors are duly elected and qualified was approved with the following vote:

	Votes For	Votes Withheld
Joseph A. Boshart	28,773,406	357,228
Emil Hensel	28,564,967	565,667
W. Larry Cash	28,681,593	449,041
C. Taylor Cole Jr.	28,773,656	356,978
Thomas C. Dircks	28,565,717	564,917
Gale Fitzgerald	28,695,006	435,628
Joseph Trunfio	28,774,093	356,541

(ii) A proposal to ratify Ernst & Young LLP as the Company's registered public accounting firm for the fiscal year ending December 31, 2008 was approved with 29,053,342 votes for, 76,692 against and 600 abstentions.

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: August 7, 2008

By: /s/ EMIL HENSEL
Emil Hensel
Chief Financial Officer and Director
(Principal Financial Officer)

Date: August 7, 2008

By: /s/ DANIEL J. LEWIS
Daniel J. Lewis
Chief Accounting Officer
(Principal Accounting Officer)

EXHIBIT INDEX

No.	Description
10.1	Fifth Amendment to Lease Agreement dated March 5, 2008, by and between Canterbury Hall IC, LLC and Principal Life Insurance Company, tenants in common, and Clinforce, Inc.
10.2*	Purchase Agreement, dated as of July 22, 2008, by and among Cross Country Healthcare, Inc., StoneCo H, Inc., MDA Holdings, Inc., Medical Doctor Associates, Inc., Allied Health Group, Inc., Credent Verification and Licensing Services, Inc. and Jamestown Indemnity, Ltd., and MDA Employee Stock Ownership and 401(k) Plan – ESOP Component Trust
31.1	Certification Pursuant to pursuant to Rule 13a-14(a) and Rule 15d-14 (a) by Joseph A. Boshart, President and Chief Executive Officer
31.2	Certification Pursuant to pursuant to Rule 13a-14(a) and Rule 15d-14 (a) by Emil Hensel, Chief Financial Officer
32.1	Certification Pursuant to 18 U.S.C. Section 1350 by Joseph A. Boshart, Chief Executive Officer
32.2	Certification Pursuant to 18 U.S.C. Section 1350 by Emil Hensel, Chief Financial Officer

* Previously filed as an exhibit to the Company’s Form 8-K dated July 22, 2008, and incorporated by reference herein.

Exhibit 10.1

STATE OF NORTH CAROLINA
COUNTY OF DURHAM

FIFTH AMENDMENT TO LEASE

THIS FIFTH AMENDMENT TO LEASE (the "Fifth Amendment") is made and entered into as of the *5th* day of MARCH 2008, by and between CANTERBURY HALL IC, LLC, a Delaware limited liability company ("Landlord") [successor-in-interest to Petula Associates, Ltd., an Iowa corporation ("Petula") and Principal Life Insurance Company, an Iowa corporation ("Principal") as tenants-in-common (collectively, "Petula/Principal")] and CLINFORCE, INC., a Delaware corporation ("Tenant") [successor by name change to Clinical Trials Support Services, Inc., a North Carolina corporation ("CTSS")],

WITNESSETH:

A. Petula/Principal and CTSS entered into a Lease dated as of November 3, 1999 (as amended, the "Existing Lease") for certain premises known as Suites 240 and 206 consisting of approximately 8,080 rentable square feet of space (the "Original Premises") in that certain building known as Canterbury Hall (the "Building") located at 4815 Emperor Blvd., Durham, North Carolina as more particularly described in the Existing Lease;

B. Pursuant to that certain First Amendment to Lease dated December 20, 1999, between Petula/Principal and CTSS, the Original Premises was expanded to include approximately 4,664 rentable square feet of space, creating the "Combined Premises" containing approximately 12,744 rentable square feet as more particularly described in the First Amendment.

C. Pursuant to that certain Second Amendment to Lease dated October 10, 2003, between Landlord (as successor-in-interest to Petula/Principal) and Tenant (as successor by name change to CTSS), (i) the Combined Premises was further expanded to include an additional 8,656 rentable square feet designated as the First Floor Expansion Space, the Second Floor Expansion Space and the 2004 Expansion Space (collectively, the "Expansion Space"), all as more particularly described in said Second Amendment, and (ii) the term of the Lease was extended for a period often (10) years from October 1, 2003 (the "Extension Term"). The Combined Premises and Expansion Space totaling approximately 21,400 rentable square feet are collectively hereinafter referred to as the "Complete Premises."

D. Pursuant to that certain Third Amendment to Lease dated October 6, 2004, between Landlord and Tenant, the Complete Premises was expanded to include an additional 2,285 rentable square feet of additional space (the "Additional Second Floor Expansion Space"), creating the "Revised Complete Premises" totaling 23,685 rentable square feet, all as more particularly described in said Third Amendment.

E. Pursuant to that certain Fourth Amendment to Lease dated December 15, 2005 between Landlord and Tenant, the Revised Complete Premises was expanded to include an additional 10,950 rentable square feet of additional space on the third floor of the Building (the "2006 Expansion Space") redefining the "Revised Complete Premises" to be a total of 34,635 rentable square feet, all as more particularly described in said Fourth Amendment.

F. Landlord and Tenant desire to further amend the terms of the Existing Lease: (i) to increase the size of the Revised Complete Premises to include an additional 3,216 rentable square feet of additional space on the second floor of the Building as more particularly shown on Exhibit A-7 attached hereto (the "2008 Expansion Space"), and (ii) to modify certain other terms and conditions of the Existing Lease, For purposes hereof, the Existing Lease as amended by this Fifth Amendment is referred to as the "Lease." All capitalized terms not otherwise defined herein shall have the meanings set forth in the Existing Lease.

NOW, THEREFORE, for and in consideration of Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Landlord and Tenant hereby agree that, effective as of the date set forth above, the Existing Lease shall be, and hereby is, amended as follows:

1. Recitals. The recitals shall forma part of this Fifth Amendment.

2. Contingency. This Fifth Amendment is contingent upon Landlord securing from the existing tenant of Suite 200 of the Building a satisfactory termination of the current lease for Suite 200.

3. Term. Notwithstanding anything in the Lease to the contrary, the Term of the Lease with respect to the 2008 Expansion Space shall commence on the 2008 Expansion Space Commencement Date (as hereinafter defined in Section 4), and shall expire on September 30, 2013, conterminously with the Extension Term applicable to the Complete Premises.

4. Premises. Effective as of the earlier of: (i) the date Tenant, or any person occupying any portion of the 2008 Expansion Space with Tenant's permission, commences business operations from the 2008 Expansion Space, or (ii) May 1, 2008 (the earlier of said dates being the "2008 Expansion Space Commencement Date") and continuing through the Extension Term of the Lease, the Revised Complete Premises shall be expanded to include the 2008 Expansion Space and the Premises under the Lease shall be redefined to be a total of 37,851 rentable square feet on the first, second and third floors of the Building, all as more particularly described in Exhibit A-7 attached hereto (the "2008 Revised Premises"). Accordingly, as of the 2008 Expansion Space Commencement Date, wherever reference is made in the Lease to the Premises, Revised Premises, Complete Premises, or Revised Complete Premises it shall be deemed to mean the 2008 Revised Premises, and Exhibits A-2, A-3, A-4, A-5, and A-6 to the Lease shall be replaced with Exhibit A-7 attached hereto in order to evidence the location of the 2008 Revised Premises.

5. Delivery of 2008 Expansion Space. Landlord shall act in good faith and use diligent efforts to deliver the 2008 Expansion Space to Tenant upfitted in substantial accordance with the Plans (as defined below) on or before May 1, 2008. Notwithstanding anything contained herein to the contrary, in no event shall Landlord's completion of the improvements in the 2008 Expansion Space be dependent upon, or the 2008 Expansion Space Commencement Date delayed because of, the installation of any special equipment or improvements to the 2008 Expansion Space to be supplied and installed by Tenant.

6. Tenant Improvements. Tenant agrees that it currently occupies, and shall continue to occupy, the Revised Complete Premises in its "as is" condition without any further improvements thereto except as otherwise provided herein. Landlord shall, subject to the terms herein, supervise the construction and installation of the initial improvements in the 2008 Expansion Space (the "2008 Improvements") in accordance with Tenant's plans and specifications for the design, construction, and installation of the 2008 Improvements (the "Plans"), as such plans have been reviewed and approved by Landlord and Tenant, such approval not to be unreasonably withheld. Landlord shall substantially complete the 2008 Improvements in accordance with said Plans and in a good and workmanlike manner, such substantial completion to be certified by Landlord's engineer.

Landlord shall contribute up to a maximum of Five and 60/100 Dollars ($5.60) per rentable square foot of the 2008 Expansion Space plus the remaining balance of any tenant improvement allowances from the Existing Lease or prior Amendments(which is $35,532.91) (collectively, the "2008 Expansion Allowance") toward only the following costs: (i) any cost of installing the 2008 Improvements on an "as completed" basis which is performed in accordance with the Plans and related to the work to be done for the purpose of preparing the 2008 Expansion Space for Tenant's occupancy and use, (ii) the cost of preparing the Plans, (iii) design costs for architectural, mechanical, plumbing and electrical design, (iv) construction documents and permits, and (v) a construction management fee equal to four percent (4%) of the total cost of constructing the 2008 Improvements to be paid to Landlord; provided, however, in no event shall the 2008 Expansion Allowance be used for any costs associated with Tenant's personal property, equipment, trade fixtures or other items of a non-permanent nature installed in the 2008 Expansion Space, including without limitation, telephone and data cable lines. In the event that either prior to the commencement of the installation of the 2008 Improvements or at any time during or following the installation of the 2008 Improvements, the cost of the 2008 Improvements exceeds the 2008 Expansion Allowance or Tenant requests any change to the aforementioned Plans which has resulted or might result in an increase in the cost of the installation of such 2008 Improvements so that the cost exceeds the 2008 Expansion Allowance, then Tenant shall be exclusively responsible for the payment of such amount and shall promptly deliver the necessary funds to defray such excess cost to Landlord no later than fifteen (15) days after Landlord demands same. Notwithstanding the foregoing, any change order(s) requested by Tenant which will result in an increase in the cost of the construction and installation of the 2008 Improvements shall be agreed to in advance by Landlord and Tenant, and Tenant shall be obligated to pay Landlord an additional construction management fee relative to such change order(s) equal to four percent (4%) of any increase in the cost of the construction and installation of the 2008 Improvements. Any savings or unused portion of the 2008 Expansion Allowance after the 2008 Improvements are completed shall be made available to Tenant for additional permanent improvements to the Revised Complete Premises so long as Tenant utilizes such amounts on or before January 1, 2009 and if not used on or before such date any amounts shall be deemed forfeited.

7. Rental for Expansion Space. Provided no Tenant default has occurred and is continuing under the Lease, Tenant shall have no obligation to pay Minimum Rental or Additional Rent with respect to the 2008 Expansion Space for the first five (5) months following the 2008 Expansion Space Commencement Date. Beginning as of the 2008 Expansion Space Commencement Date and continuing throughout the Extension Term, Tenant shall pay Minimum Rental with respect to the 2008 Expansion Space as follows:

PERIOD	RATE	MONTHLY RENT	ANNUAL RENT
5/l/08*-9/30/08	$0.00 per r.s.f.	$0.00	N/A
10/1/08-4/30/09	$18.25 per r.s.f.	$4,891.00	N/A
5/1/09-4/30/10	$18.71 per r.s.f.	$5,014.28	$60,171.36
5/1/10-4/30/11	$19.18 per r.s.f.	$5,140.24	$61,682.88
5/1/11-4/30/12	$19.66 per r.s.f.	$5,268.88	$63,226.56
5/1/12-4/30/13	$20.15 per r.s.f.	$5,400.20	$64,802.40
5/1/13-9/30/13	$20.65 per r.s.f.	$5,534.20	$66,410.40

*In the event the 2008 Expansion Space Commencement Date is earlier than May 1, 2008, this rent schedule shall be adjusted and shall be effective as of the actual 2008 Expansion Space Commencement Date, such that Tenant's base rent applicable to the 2008 Expansion Space shall be abated until the five (5) month anniversary of the 2008 Expansion Space Commencement Date.

Effective as of the 2008 Expansion Space Commencement Date, the Operating Expense Stop with respect to only the 2008 Expansion Space shall be redefined to be the actual Operating Expenses for the calendar year 2008; provided, however, the Operating Expense Stop applicable to the Revised Combined Premises shall not be modified. Commencing as of the 2008 Expansion Space Commencement Date and continuing throughout the Extension Term, Tenant shall continue to pay Tenant's Proportionate Share of Operating Expenses, including insurance costs, taxes, and operating expense charges, and any other amount due and payable under the Lease, in accordance with the terms of the Lease, provided Tenant's Proportionate Share shall be adjusted to reflect the 2008 Revised Premises as of the 2008 Expansion Space Commencement Date.

8. Broker. Landlord and Tenant represent and warrant each to the other that they have not dealt with any broker(s) or any other person claiming any entitlement to any commission in connection Tenant agrees to indemnify and save Landlord harmless from and against any and all claims, suits, liabilities, costs, judgments and expenses, including reasonable attorneys' fees, for any leasing commissions or other commissions, fees, charges or payments due, owing, or made to a broker (except as provided immediately below) in connection with this Fifth Amendment. Landlord agrees to indemnify and save Tenant harmless from and against any and all claims, suits, liabilities, costs, judgments and expenses, including reasonable attorneys' fees, for any leasing commissions or other commissions, fees, charges or payments resulting from or arising out of its actions in connection with this Fifth Amendment. Landlord expressly agrees and acknowledges that Landlord is responsible for the full payment of any leasing commissions due Broker pursuant to a separate written agreement with Broker.

9. Extension Option. Tenant shall continue to have the right to extend the Extension Term with respect to the 2008 Revised Premises once for a period of five (5) years pursuant to the terms and conditions of Section 7 of the Second Amendment to Lease.

10. Security Deposit. There is no additional security deposit for the 2008 Expansion Space.

However, prior to the execution of this Fifth Amendment, Tenant shall provide to Landlord for Landlord's review a copy of Tenant's financial statements for the most recent fiscal year and such financial statements shall be certified by a certified public accountant.

11. Right of First Refusal. The 2008 Expansion Space is a portion of the right of first refusal space referenced in Section 10 of the Fourth Amendment. Pursuant to the terms of this Fifth Amendment, Landlord and Tenant acknowledge that Tenant no longer has any right of first refusal with respect to any space located on the second floor of the Building.

12. Ratification. Except as expressly or by necessary implication amended or modified hereby, the terms of the Existing Lease are hereby ratified, confirmed and continued in full force and effect.

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IN WITNESS WHEREOF, each of the parties hereto has duly executed this Fifth Amendment as of the day and year first above written.

LANDLORD:

CANTERBURY HALL IC, LLC,
a Delaware limited liability company

By: PRINCIPAL REAL ESTATE INVESTORS, LLC,
a Delaware limited liability company, its authorized agent

By: /s/ RICHARD J. JACAVINO
Name: Richard J. Jacavino
Its: Investment Director – Asset Management

Date: MAR 05 2008

By: ____________________
Name:
Its:

Date:

TENANT:

CLINFORCE, INC.
a Delaware corporation

By: /s/ TONY SIMS
Name: Tony Sims
Its: [illegible]

Date: 2/19/2008

EXHIBIT 31.1

Certification

I, Joseph A. Boshart, 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 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: August 7, 2008

/s/ JOSEPH A. BOSHART

Joseph A. Boshart
President and Chief Executive Officer

EXHIBIT 31.2

Certification

I, Emil Hensel, 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 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: August 7, 2008

/s/ EMIL HENSEL
Emil Hensel
Chief Financial Officer

EXHIBIT 32.1

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 June 30, 2008, (the "Periodic Report"), I, Joseph A. Boshart, 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: August 7, 2008

/s/ JOSEPH A. BOSHART
Joseph A. Boshart
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.

EXHIBIT 32.2

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 June 30, 2008, (the "Periodic Report"), I, Emil Hensel, 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: August 7, 2008

/s/ EMIL HENSEL
Emil Hensel
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.