

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☒ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan CROSS COUNTRY HEALTHCARE, INC. 401K PLAN 2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) CROSS COUNTRY HEALTHCARE, INC. 6551 PARK OF COMMERCE BLVD, N.W., BOCA RATON, FL 33487	1b Three-digit plan number (PN) ►	001	
	1c Effective date of plan	08/01/1999	
	2b Employer Identification Number (EIN)	13-4066229	
	2c Sponsor's telephone number	800-998-5164	
	2d Business code (see instructions)	561300	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/19/2012	DARREN PORTNER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CROSS COUNTRY HEALTHCARE, INC. 6551 PARK OF COMMERCE BLVD, N.W., BOCA RATON, FL 33487	3b Administrator's EIN 13-4066229 3c Administrator's telephone number 800-998-5164
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	9974
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	5108
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	1895
d Subtotal. Add lines 6a , 6b , and 6c	6d	7003
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	7004
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	4423
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	102

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2G 2J 3D 2K 2E 2F

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☒ 1 **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

<div>SCHEDULE A (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan CROSS COUNTRY HEALTHCARE, INC. 401K PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. CROSS COUNTRY HEALTHCARE, INC.	D Employer Identification Number (EIN) 13-4066229	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
ING LIFE INSURANCE & ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	PHZ625	9387	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4** 13644564**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING**b** Balance at the end of the previous year **7b** 12279367**c** Additions: (1) Contributions deposited during the year **7c(1)** 1517630(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 471819(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)** 1313551

▶ LOAN REPAYMENTS ASSET TRANSFER

(6) Total additions **7c(6)** 3303000**d** Total of balance and additions (add **b** and **c(6)**). **7d** 15582367**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 2025624(2) Administration charge made by carrier **7e(2)** 7800(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)** 151469

▶ LOAN ISSUES

(5) Total deductions **7e(5)** 2184893**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 13397474

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

<div>A Name of plan</div> <div>CROSS COUNTRY HEALTHCARE, INC. 401K PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>CROSS COUNTRY HEALTHCARE, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>13-4066229</div>

Part I

Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ING LIFE INSURANCE & ANNUITY CO

71-0294708

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60 62 64 65	SERVICE PROVIDER	8176	Yes ☒ No ☐	Yes ☒ No ☐	42510	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

ING FINANCIAL ADVISERS

06-1375177

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
63	INV. SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	16702	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

AMERICAN FUNDS

95-1411037

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INV. SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	9312	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

ING INVESTORS TRUST

95-4516049

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52	INV. SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	28473	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

ING MUTUAL FUNDS

95-4516049

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INV. SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	14603	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

ING PARTNERS

95-4516049

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INV. SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	38138	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

MFS FUNDS

04-2747644

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INV. SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	7004	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

PIONEER FUNDS

13-5657669

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INV. SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	18447	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

CAP TRUST FINANCIAL ADVISORS

48-1305000

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
55	BROKER/ DEALER	0	Yes ☒ No ☐	Yes ☐ No ☒	45096	Yes ☐ No ☒

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE & ANNUITY CO	60	1486
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS GROWTH 52-0792143	SUB-TA/EXPENSE REIMBURSEMENTS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE & ANNUITY CO	60	3793
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING FMR DIVERSIFIED MIDCAP 25-6725709	SUB-TA/EXPENSE REIMBURSEMENTS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE & ANNUITY CO	60	6881
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING T. ROWE PRICE CAPITAL APPR 95-6895626	SUB-TA/EXPENSE REIMBURSEMENTS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE & ANNUITY CO	60	2739
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING ARTIO FOREIGN 02-0558388	SUB-TA/EXPENSE REIMBURSEMENTS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE & ANNUITY CO	60	1824
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING STOCK INDEX 55-0839540	SUB-TA/EXPENSE REIMBURSEMENTS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE & ANNUITY CO	60 65	2512
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING T. ROWE PRICE GROWTH 06-1496081	SUB-TA/EXPENSE REIMBURSEMENTS SERVICE FEE	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE & ANNUITY CO	60 65	9378
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING OPPENHEIMER GLOBAL PORT 75-3023503	SUB-TA/EXPENSE REIMBURSEMENTS SERVICE FEE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE & ANNUITY CO	60 65	1324
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING SOLUTION 2025 PORTFOLIO 20-2456044	SUB-TA/EXPENSE REIMBURSEMENTS SERVICE FEE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE & ANNUITY CO	60 65	2201
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING SOLUTION 2035 PORTFOLIO 20-2456104	SUB-TA/EXPENSE REIMBURSEMENTS SERVICE FEE	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE & ANNUITY CO	60 65	1112
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING SOLUTION 2045 PORTFOLIO 20-2456138	SUB-TA/EXPENSE REIMBURSEMENTS SERVICE FEE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE & ANNUITY CO	60	1401
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS VALUE FUND 04-3158862	SUB-TA/EXPENSE REIMBURSEMENTS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE & ANNUITY CO	60	5426
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIONEER FUND 13-5657669	SUB-TA/EXPENSE REIMBURSEMENTS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	4953

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUND GROWTH 52-0792143	12B-1 FEE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	2625

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING INTERMEDIATE BOND FUND 52-2125227	12B-1 FEE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	2294

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING RUSSELL SMALL CAP INDEX 26-1751874	12B-1 FEE

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	2802
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS VALUE FUND 04-3158862	12B-1 FEE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	3875
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIONEER FUND 13-5657669	12B-1 FEE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	9312
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS GROWTH 52-0792143	MANAGEMENT FEE OTHER/ADMIN FEE 12B-1 FEE	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INVESTORS	28 52	6752
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING FMR DIVERSIFIED MIDCAP 25-6725709	MANAGEMENT FEE OTHER/ADMIN FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INVESTORS	28 52	12386
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING T. ROWE PRICE CAPITAL 95-6895626	MANAGEMENT FEE OTHER/ADMIN FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INVESTORS	28 52	6299
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING ARTIO FOREIGN 02-0558388	MANAGEMENT FEE OTHER/ADMIN FEES	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INVESTORS	28 52	2164
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING STOCK INDEX PORTFOLIO 55-0839540	MANAGEMENT FEE OTHER/ADMIN FEE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	7664
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING INTERMEDIATE BOND 52-2125227	MANAGEMENT FEE OTHER/ADMIN FEE 12B-1 FEE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	6514
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING RUSSELL SMALL CAP INDEX 26-1751874	MANAGEMENT FEE OTHER/ADMIN FEE 12B-1 FEE	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING PARTNERS	28 52 63	4877
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING T. ROWE PRICE GROWTH EQ 06-1496081	MANAGEMENT FEE OTHER/ADMIN FEE 12B-1 FEE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING PARTNERS	28 52	13765
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING OPPENHEIMER GLOBAL 75-3023503	MANAGEMENT FEE OTHER/ADMIN FEE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING PARTNERS	28 52	2567
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING SOLUTION 2015 PORTFOLIO 20-2456044	MANAGEMENT FEE OTHER/ADMIN FEE	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING PARTNERS	28 52	4087
(d) Enter name and EIN (address) of source of indirect compensation ING SOLUTION 2025 PORTFOLIO 47-0951928		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. MANAGEMENT FEE OTHER/ADMIN FEE		
(a) Enter service provider name as it appears on line 2 ING PARTNERS		
(b) Service Codes (see instructions) 28 52		
(c) Enter amount of indirect compensation 7043		
(d) Enter name and EIN (address) of source of indirect compensation ING SOLUTION 2035 PORTFOLIO 20-2456104		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. MANAGEMENT FEE OTHER/ADMIN FEE		
(a) Enter service provider name as it appears on line 2 ING PARTNERS		
(b) Service Codes (see instructions) 28 52		
(c) Enter amount of indirect compensation 3716		
(d) Enter name and EIN (address) of source of indirect compensation ING SOLUTION 2045 PORTFOLIO 20-2456138		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. MANAGEMENT FEE OTHER/ADMIN FEE		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MFS FUNDS	28 52 63	7004
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS VALUE FUND 04-3158862	MANAGEMENT FEE OTHER/ADMIN FEE 12B-1 FEE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PIONEER FUNDS	28 52 63	18447
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIONEER FUND 13-5657669	MANAGEMENT FEE OTHER/ADMIN FEE 12B-1 FEE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>CROSS COUNTRY HEALTHCARE, INC. 401K PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CROSS COUNTRY HEALTHCARE, INC.</u>	D Employer Identification Number (EIN) <u>13-4066229</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	<u>402425</u>	<u>630580</u>
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	<u>58170321</u>	<u>73762501</u>
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	<u>12279367</u>	<u>13397474</u>
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	70852113	87790555

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	70852113	87790555
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1341866	
(B) Participants	2a(1)(B)	7110237	
(C) Others (including rollovers)	2a(1)(C)	234883	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		8686986

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	14163	
(F) Other	2b(1)(F)	471819	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		485982

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1468361	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1468361

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		16627420
c Other income.....	2c		5277
d Total income. Add all income amounts in column (b) and enter total.....	2d		27274026

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10195091	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		10195091
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		87221
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	53272	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		53272
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		10335584

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		16938442
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: GLADSTONE, SCHER & COMPANY, CPAS

(2) EIN: 20-4111312

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		2500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>CROSS COUNTRY HEALTHCARE, INC. 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CROSS COUNTRY HEALTHCARE, INC.</u>	D Employer Identification Number (EIN) <u>13-4066229</u>	

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....

1	<u>0</u>
----------	----------

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 71-0294708

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....

3	
----------	--

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6

a Enter the minimum required contribution for this plan year	6a	
b Enter the amount contributed by the employer to the plan for this plan year	6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c	

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No

11

a Does the ESOP hold any preferred stock?	☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes ☐ No

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

GLADSTONE, SCHER & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS

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All Correspondence to Boca Raton Office

To the Participants and Administrator
Cross Country Healthcare, Inc. 401(k) Plan

INDEPENDENT AUDITORS' REPORT

We were engaged to audit the financial statements of Cross Country Healthcare, Inc. 401(k) Plan (the "Plan") as of December 31, 2009 and 2008, and for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2009 and 2008 as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by ING Life Insurance and Annuity Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the Plan's financial statements and schedules taken as a whole as of December 31, 2009 and 2008. The form and content of the information included in the 2009 financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Gladstone, Scher & Company, CPA's

Gladstone, Scher & Company, CPA's
Boca Raton, Florida
September 27, 2010

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
Cross Country Healthcare, Inc. 401(K) Plan
EIN#13-4066229
Plan#001
As Of December 31, 2009

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
AMERICAN FUNDS	American Funds Growth Fnd R3		\$5,982,263
* ING Life Insurance And Annuity Company	ING Am Cent SmMid Cap-Svc		\$388,457
* ING Life Insurance And Annuity Company	ING Artio Foreign Port-Svc		\$3,291,454
* ING Life Insurance And Annuity Company	ING Baron Sm Cap Gr Port		\$461,040
* ING Life Insurance And Annuity Company	ING Fixed Account		\$13,397,474
* ING Life Insurance And Annuity Company	ING FMR Div Mid Cap Port-Svc		\$4,599,837
* ING Life Insurance And Annuity Company	ING INTERMEDIATE BOND FUND		\$6,284,381
* ING Life Insurance And Annuity Company	ING Money Market Fund - CI A		\$294,365
* ING Life Insurance And Annuity Company	ING Oppenheimer GI Port		\$9,167,475
* ING Life Insurance And Annuity Company	ING Rusel Small Cap Indx CI S		\$5,703,691
* ING Life Insurance And Annuity Company	ING Russell Mid Cap Index CI S		\$377,483
* ING Life Insurance And Annuity Company	ING Solution 2015 Port-Svc		\$1,498,443
* ING Life Insurance And Annuity Company	ING Solution 2025 Port-Svc		\$2,295,091
* ING Life Insurance And Annuity Company	ING Solution 2035 Port-Svc		\$3,764,397
* ING Life Insurance And Annuity Company	ING Solution 2045 Port-Svc		\$1,933,431
* ING Life Insurance And Annuity Company	ING Solution Income Port-Svc		\$174,448
* ING Life Insurance And Annuity Company	ING Stock Index Portfolio-Svc		\$2,514,224
* ING Life Insurance And Annuity Company	ING T.Rowe Pr Gr Eq Port		\$3,013,721
* ING Life Insurance And Annuity Company	ING TRowePrice CapApp Port-Svc		\$8,320,043
* ING Life Insurance And Annuity Company	ING VanKmpn Gr & Inc Port-Svc		\$577,074
MFS FUNDS	MFS Value Fund - Class R2		\$3,384,164
PIONEER FUNDS	Pioneer Fund		\$9,384,815
RIVERSOURCE	RiverSource Mid Cap ValFd-CR4		\$352,202
	Participant Loans - Rates 4.15% to 4.15%		\$630,580
	TOTAL		\$87,790,555

* denotes party-in-interest

Column (d) is not required as the Plan's investments are totally participant directed

Cross Country Healthcare, Inc. 401(k) Plan

FINANCIAL STATEMENTS

For the Years Ended December 31, 2009 and 2008

GLADSTONE, SCHER & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS

Cross Country Healthcare, Inc. 401(k) Plan

FINANCIAL STATEMENTS

For the Years Ended December 31, 2009 and 2008

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GLADSTONE, SCHER & COMPANY
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To the Participants and Administrator
Cross Country Healthcare, Inc. 401(k) Plan

INDEPENDENT AUDITORS' REPORT

We were engaged to audit the financial statements of Cross Country Healthcare, Inc. 401(k) Plan (the "Plan") as of December 31, 2009 and 2008, and for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2009 and 2008 as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by ING Life Insurance and Annuity Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the Plan's financial statements and schedules taken as a whole as of December 31, 2009 and 2008. The form and content of the information included in the 2009 financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Gladstone, Scher & Company, CPA's

Gladstone, Scher & Company, CPA's
Boca Raton, Florida
September 27, 2010

CROSS COUNTRY HEALTHCARE, INC. 401 (k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
ASSETS:		
Investments:		
Funds held in Insurance Companies General Account	\$ 13,397,474	\$ 12,279,367
Registered Investment Companies, at Fair Value	<u>73,762,501</u>	<u>58,170,321</u>
Total Investments	<u>87,159,975</u>	<u>70,449,688</u>
Contribution Receivable - Employer	-	182,612
- Employees	<u>405,314</u>	<u>685,534</u>
Total Contributions Receivable	405,314	868,146
Loans to Participants	<u>630,580</u>	<u>402,425</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 88,195,869</u>	<u>\$ 71,720,259</u>

The accompanying notes are an integral part of these financial statements.

CROSS COUNTRY HEALTHCARE, INC. 401 (k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2009 and 2008

	December 31,	
	2009	2008
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME:		
Interest and Dividends	\$ 1,954,343	\$ 418,307
Net Appreciation (Depreciation) In Fair Value of Investments	16,627,420	(33,760,751)
Other Income	<u>5,277</u>	<u>7,958</u>
Total Investment Income (Loss)	<u>18,587,040</u>	<u>(33,334,486)</u>
CONTRIBUTIONS:		
Employer's	1,159,254	2,600,577
Participants'	6,830,017	10,836,994
Others (Including Rollovers)	<u>234,883</u>	<u>694,165</u>
Total Contributions	<u>8,224,154</u>	<u>14,131,736</u>
Total Additions (Reductions)	<u>26,811,194</u>	<u>(19,202,750)</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants	10,195,091	10,953,509
Deemed Distributions of Participant Loans	87,221	47,239
Administrative Expenses	<u>53,272</u>	<u>65,089</u>
Total Deductions	<u>10,335,584</u>	<u>11,065,837</u>
Net Increase (Decrease)	16,475,610	(30,268,587)
NET ASSETS AVAILABLE FOR BENEFITS:		
Balance at Beginning of Year	71,720,259	100,866,938
Net Assets Transferred-In	<u>-</u>	<u>1,121,908</u>
End of Year	<u>\$88,195,869</u>	<u>\$ 71,720,259</u>

The accompanying notes are an integral part of these financial statements.

CROSS COUNTRY HEALTHCARE INC. 401(k) PLAN,
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE A - DESCRIPTION OF PLAN

The Plan was originally established as the Cross Country Staffing, Inc. Corporate 401(k) Plan, effective as of January 1, 1999 and was subsequently amended and restated effective as of August 1, 1999. The Plan was amended and restated effective January 1, 2001 and renamed the Cross Country Healthcare Inc. 401(k) Plan. The Plan was also amended and restated effective January 1, 2009. The following description of the Cross Country Healthcare Inc. 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(1) General

The Plan is a defined contribution plan covering all employees who have reached the age of eighteen and have completed the earlier of (i) 260 hours of service during any consecutive 90 day period or (ii) one year of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan is registered with the Trustee, ING Life Insurance and Annuity Company (ILIAC, see Note C) which was formerly known as Aetna Life Insurance and Annuity Company. ILIAC maintains the contributions in an unallocated general account and a number of pooled separate accounts. Contributions not designated by participants are credited to the unallocated general account.

Upon retirement, participants have the option to (1) receive a lump sum benefit; (2) receive installment payments in accordance with the terms of the Plan; or (3) in a lump sum to be applied to the purchase of an annuity contract.

(2) Contribution Policy

A Participant may enter into a Salary Reduction Agreement with his or her Employer to have the Employer make contributions to the Participant's 401(k), Contribution Account on behalf of the Participant for such Plan Year, in accordance with Code Section 404 (k), of one percent (1%) to thirty (30%) of his or her Compensation. Each year, the Company can elect to match a percentage of each employee's contribution, as determined by the Company's Board of Directors.

(3) Participant Accounts

Each participant account is credited with the participant's contribution and an allocation of (a) the Company's contributions, (b) Plan earnings or losses and (c) forfeitures of terminated participants' nonvested accounts. Allocations are based on participant earnings or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account and the participant's vested interest in employer contributions.

CROSS COUNTRY HEALTHCARE INC. 401(k) PLAN,
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE A - DESCRIPTION OF PLAN (Continued)

(4) Investments

Participants direct their investment of their contributions into various investment options offered by the Plan. Company contributions are also invested based on the participant's elections. The Plan offers a variety of options which include various funds and insurance and annuity, as well as mutual funds. (See Note C)

(5) Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Participants become 100 percent vested in the Company's matching contribution portion of their accounts after three years of credited service

(6) Forfeited Accounts

At December 31, 2009 and 2008, forfeited nonvested accounts totaled \$294,365 and \$8,434, respectively. These accounts will be used to reduce future employer contributions. During the years ended December 31, 2009, employer contributions were reduced by \$54,362 from forfeited nonvested accounts.

(7) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(1) Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

(2) Use of Estimates

The preparation of financial statements in conformity with accounting principles accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

CROSS COUNTRY HEALTHCARE INC. 401(k) PLAN,
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2009 and 2008

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (Continued)

(3) Risks and Uncertainties

The Plan utilizes various investment instruments that include funds that are comprised of stocks and bonds. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements

(4) Valuation of Investments

The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant loans are valued at the outstanding loan balances, which approximates fair value.

(5) Valuation of Investments (Investment Contracts)

The Plan's investment contract with ING Life Insurance and Annuity Company is valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations.

(6) Funding Policy

The Company makes annual contributions to the Plan at the discretion of the Company's Board of Directors. The Company contributed \$1,159,254 and \$2,600,577 to the plan for the years ended December 31, 2009 and 2008, respectively.

(7) Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service which indicates that the Plan, in form, meets the requirements under Section 401 of the Internal Revenue Code and that the Plan's trust is exempt from federal income tax. The Plan administrator believes the Plan is operating in accordance with its provisions and, therefore, the Plan's trust is exempt from tax.

(8) New Accounting Pronouncements

In June 2009, FASB issued FASB ASC 105, *Generally Accepted Accounting Principles*, which establishes the FASB *Accounting Standards Codification* ("ASC") as the single source of generally accepted accounting principles ("GAAP") recognized by FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission ("SEC") under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. On the effective date of FASB ASC 105, the codification superseded all then-existing non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature not included in the codification became non-authoritative.

CROSS COUNTRY HEALTHCARE INC. 401(k) PLAN,
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2009 and 2008

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (Continued)

(8) New Accounting Pronouncements (Continued)

FASB ASC 105 was effective for financial statements issued for interim or annual reporting periods ending after September 15, 2009. Therefore, the Plan adopted the provisions of FASB ASC 105 effective with the plan year ended December 31, 2009. The adoption of FASB ASC 105 did not have any impact on the statements of net assets available for benefits and statements of changes in net assets available for benefits.

In May 2009, FASB issued ASC 855 (originally issued as FASB Statement No. 165, *Subsequent Events*). FASB ASC 855 establishes general standards of accounting for and disclosing events that occur after the balance sheet date, but prior to the issuance of financial statements. FASB ASC 855 provides guidance on when financial statements should be adjusted for subsequent events and requires companies to disclose subsequent events and the date through which subsequent events have been evaluated. In February 2010, FASB issued ASU No. 2010-09, which removed the requirement for SEC filers to disclose the date through which subsequent events have been evaluated. FASB ASC 855 was effective for financial statements issued for interim or annual reporting periods ending after June 15, 2009. Therefore, the Plan adopted the provisions of FASB ASC 855 effective with the plan year ended December 31, 2009. The adoption of FASB ASC 855 did not have any impact on the statements of net assets available for benefits and statements of changes in net assets available for benefits.

In 2009, FASB issued FASB Staff Position ("FSP") 157-4, *Disclosures Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, which was later codified into FASB ASC 820. FSP 157-4 expanded disclosures and required that major categories for debt and equity securities in the fair value hierarchy table be determined on the basis of the nature and risks of the investments. The adoption of FSP 157-4 did not have any impact on the statements of net assets available for benefits and statements of changes in net assets available for benefits.

In January 2010, FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures*, which amends FASB ASC 820 and adds new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements, and clarification of existing fair value disclosures. FASB ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan is currently evaluating the impact FASB ASU No. 2010-06 will have on its financial statements.

NOTE C - INVESTMENTS

The Plan has a trustee who is responsible for the investments of the Plan. ILIAC has been appointed the Trustee of the Plan. The Trustee maintains all records of investments transactions, determines the valuation of the investment portfolio and maintains a complete record of the trust. Information with respect to investments held and their market values, interest income and reportable transactions included in the financial statements and supplementary schedules has been certified by the Trustee as being complete and accurate.

CROSS COUNTRY HEALTHCARE INC. 401(k) PLAN,
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2009 and 2008

NOTE C – INVESTMENTS – (Continued)

Amounts held in the general account are interest bearing at rates established periodically by the Trustee. The valuation of the amounts held in the general account is based on the contract value reported by the Trustee, which reflects contributions made application of amounts for payment of benefits or purchase of annuities, transfers to other accounts and interest credited.

Investment earnings for amounts held in individual pooled separate accounts reflect a combination of interest and dividend income and realized and unrealized gains and losses depending on the composition of the underlying investments held by the separate account. The valuation of the investment in pooled separate accounts is based on estimates of fair value provided by the Trustee.

The following table provides details of investments at December 31,

<u>2009</u>		<u>2008</u>	
ING Life Insurance And Annuity Company	\$ 388,457	AIM	\$ 4,688,071
ING Life Insurance And Annuity Company	3,291,454	ING Life Insurance And Annuity Company	318,624
ING Life Insurance And Annuity Company	461,040	ING Life Insurance And Annuity Company	330,564
ING Life Insurance And Annuity Company	13,397,474	ING Life Insurance And Annuity Company	12,279,367
ING Life Insurance And Annuity Company	4,599,837	ING Life Insurance And Annuity Company	3,468,241
ING Life Insurance And Annuity Company	6,284,381	ING Life Insurance And Annuity Company	2,180,361
ING Life Insurance And Annuity Company	294,365	ING Life Insurance And Annuity Company	210,068
ING Life Insurance And Annuity Company	9,167,475	ING Life Insurance And Annuity Company	5,776,759
ING Life Insurance And Annuity Company	5,703,691	ING Life Insurance And Annuity Company	3,124,473
ING Life Insurance And Annuity Company	377,483	ING Life Insurance And Annuity Company	9,469
ING Life Insurance And Annuity Company	1,498,443	ING Life Insurance And Annuity Company	6,922,428
ING Life Insurance And Annuity Company	2,295,091	ING Life Insurance And Annuity Company	1,227,011
ING Life Insurance And Annuity Company	3,764,397	ING Life Insurance And Annuity Company	1,734,596
ING Life Insurance And Annuity Company	1,933,431	ING Life Insurance And Annuity Company	2,899,088
ING Life Insurance And Annuity Company	174,448	ING Life Insurance And Annuity Company	1,180,653
ING Life Insurance And Annuity Company	2,514,224	ING Life Insurance And Annuity Company	44,430
ING Life Insurance And Annuity Company	3,013,721	ING Life Insurance And Annuity Company	1,996,095
ING Life Insurance And Annuity Company	8,320,043	ING Life Insurance And Annuity Company	6,635,565
ING Life Insurance And Annuity Company	577,074	ING Life Insurance And Annuity Company	390,928
MFS FUNDS	3,384,164	MFS FUNDS	3,124,139
PIONEER FUNDS	9,384,816	OPPENHEIMER FUNDS	4,288,920
RIVER SOURCE	352,202	PIONEER FUNDS	2,638,424
AMERICAN FUNDS	<u>5,982,264</u>	RIVER SOURCE	224,665
		AMERICAN FUNDS	<u>4,756,749</u>
Totals	<u>\$87,159,975</u>	Totals	<u>\$70,449,688</u>

CROSS COUNTRY HEALTHCARE INC. 401(k) PLAN,
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2009 and 2008

NOTE D - LOANS TO PARTICIPANTS

The Plan permits loans to be made to participants in the event of need by the participant, within certain limitations as defined in the Plan's provisions. At December 31, 2009 and 2008, loans to participants amounted to \$630,580 and \$402,425 respectively, and bear interest at a rate of approximately 5% to 8.5% per annum. The loans are secured by the participant's vested account balance in the Plan.

NOTE E - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to Schedule H of Form 5500:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 88,195,869	\$71,720,259
Contributions Receivable	<u>(405,314)</u>	<u>(868,146)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 87,790,555</u>	<u>\$70,852,113</u>

SUPPLEMENTARY INFORMATION

CROSS COUNTRY HEALTHCARE, INC. 401 (k) PLAN
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
For the Years Ended December 31, 2009 and 2008

IDENTITY OF ISSUER, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT	CURRENT VALUE
<u>2009</u>		
* ING Life Insurance And Annuity Company	ING Am Cent SmMid Cap-Svc	388,457
* ING Life Insurance And Annuity Company	ING Artio Foreign Port-Svc	3,291,454
* ING Life Insurance And Annuity Company	ING Baron Sm Cap Gr Port	461,040
* ING Life Insurance And Annuity Company	ING Fixed Account	13,397,474
* ING Life Insurance And Annuity Company	ING FMR Div Mid Cap Port-Svc	4,599,837
* ING Life Insurance And Annuity Company	ING INTERMEDIATE BOND FUND	6,284,381
* ING Life Insurance And Annuity Company	ING Money Market Fund - CI A	294,365
* ING Life Insurance And Annuity Company	ING Oppenheimer GI Port	9,167,475
* ING Life Insurance And Annuity Company	ING Rusel Small Cap Indx CI S	5,703,691
* ING Life Insurance And Annuity Company	ING Russell Mid Cap Index CI S	377,483
* ING Life Insurance And Annuity Company	ING Solution 2015 Port-Svc	1,498,443
* ING Life Insurance And Annuity Company	ING Solution 2025 Port-Svc	2,295,091
* ING Life Insurance And Annuity Company	ING Solution 2035 Port-Svc	3,764,397
* ING Life Insurance And Annuity Company	ING Solution 2045 Port-Svc	1,933,431
* ING Life Insurance And Annuity Company	ING Solution Income Port-Svc	174,448
* ING Life Insurance And Annuity Company	ING Stock Index Portfolio-Svc	2,514,224
* ING Life Insurance And Annuity Company	ING T.Rowe Pr Gr Eq Port	3,013,721
* ING Life Insurance And Annuity Company	ING TRowePrice CapApp Port-Svc	8,320,043
* ING Life Insurance And Annuity Company	ING VanKmpn Gr & Inc Port-Svc	577,074
MFS FUNDS	MFS Value Fund - Class R2	3,384,164
PIONEER FUNDS	Pioneer Fund	9,384,816
River Source Funds	RiverSource Mid Cap ValFd-CR4	352,202
AMERICAN FUNDS	American Funds Growth Fnd R3	5,982,264
	Participant Loans - Rates 4.15% to 4.15%	630,580
	TOTAL	<u>\$87,790,555</u>
<u>2008</u>		
AIM	AIM Basic Value Fund	\$ 4,688,071
* ING Life Insurance And Annuity Company	ING Am Cent SmMid Cap-Svc	318,624
* ING Life Insurance And Annuity Company	ING Baron Sm Cap Gr Port	330,564
* ING Life Insurance And Annuity Company	ING Fixed Account	12,279,367
* ING Life Insurance And Annuity Company	ING FMR Div Mid Cap Port-Svc	3,468,241
* ING Life Insurance And Annuity Company	ING Index Plus LargeCap Fd	2,180,361
* ING Life Insurance And Annuity Company	ING Index Plus MidCap Fund	210,068
* ING Life Insurance And Annuity Company	ING INTERMEDIATE BOND FUND	5,776,759
* ING Life Insurance And Annuity Company	ING Julius Baer For Eq	3,124,473
* ING Life Insurance And Annuity Company	ING Money Market Fund - CI A	9,469
* ING Life Insurance And Annuity Company	ING Oppenheimer GI Port	6,922,428
* ING Life Insurance And Annuity Company	ING Solution 2015 Port-Svc	1,227,011
* ING Life Insurance And Annuity Company	ING Solution 2025 Port-Svc	1,734,596
* ING Life Insurance And Annuity Company	ING Solution 2035 Port-Svc	2,899,088
* ING Life Insurance And Annuity Company	ING Solution 2045 Port-Svc	1,180,653
* ING Life Insurance And Annuity Company	ING Solution Income Port-Svc	44,430
* ING Life Insurance And Annuity Company	ING T.Rowe Pr Gr Eq Port	1,996,095
* ING Life Insurance And Annuity Company	ING TRowePrice CapApp Port-Svc	6,635,565
* ING Life Insurance And Annuity Company	ING VanKmpn Gr & Inc Port-Svc	390,928
* MFS FUNDS	MFS Value Fund - Class R2	3,124,139
OPPENHEIMER FUNDS	Oppenheimer Main St Sm Cap	4,288,920
PIONEER FUNDS	Pioneer Fund	2,638,424
River Source Funds	RiverSource Mid Cap ValFd-CR4	224,665
AMERICAN FUNDS	The Growth Fd of America	4,756,749
*	Participant Loans - Rates 5.00% to 8.50%	402,425
Totals		<u>\$ 70,852,113</u>
* denotes party-in-interest		