

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
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 <u>CROSS COUNTRY HEALTHCARE, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1995</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>13-4066229</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>800-998-5164</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>561300</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1995</u>		2b Employer Identification Number (EIN) <u>13-4066229</u>		2c Sponsor's telephone number <u>800-998-5164</u>		2d Business code (see instructions) <u>561300</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>01/01/1995</u>											
2b Employer Identification Number (EIN) <u>13-4066229</u>											
2c Sponsor's telephone number <u>800-998-5164</u>											
2d Business code (see instructions) <u>561300</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CROSS COUNTRY HEALTHCARE, INC.</u> <u>6551 PARK OF COMMERCE BLVD.</u> <u>BOCA RATON, FL 33487</u>											

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.	10/07/2014	PAULA DONAYRI
	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
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	6665
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	4390
b Retired or separated participants receiving benefits		6b	7
c Other retired or separated participants entitled to future benefits		6c	2327
d Subtotal. Add lines 6a , 6b , and 6c		6d	6724
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	6724
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	3305
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	416
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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	
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) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan CROSS COUNTRY HEALTHCARE, INC. 401(K) 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	Service Provider Information (see instructions)
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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)

FIFTH THIRD BANK RETIREMENT SERVICE

38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45263

(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?
64	RECORDKEEPER	258581	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

CAPTRUST FINANCIAL ADVISORS

102 W. WHITING STREET, STE 400
TAMPA, FL 33602

(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?
27	INVESTMENT ADVISOR	52000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GLADSTONE SCHER & COMPANY, CPA'S

13794 NW 4TH STREET, STE 203
SUNRISE, FL 33325

(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?
10	AUDITOR	5000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

(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?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(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?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(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?
			Yes ☐ No ☐	Yes ☐ No ☐		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
(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.	
(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.	
(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
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(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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>CROSS COUNTRY HEALTHCARE, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE 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	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE FUND

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST CO

c EIN-PN <u>04-3159710-202</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>11806185</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan CROSS COUNTRY HEALTHCARE, INC. 401(K) 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	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	0	0
	(2) Participant contributions.....	1b(2)	0	0
	(3) Other.....	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other.....	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common.....	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property).....	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans.....	1c(8)	923969	916051
	(9) Value of interest in common/collective trusts	1c(9)	13578114	11806185
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	81028734	93530779
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	95530817	106253015

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	95530817	106253015
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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)	619316	
(B) Participants	2a(1)(B)	4146204	
(C) Others (including rollovers)	2a(1)(C)	160945	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4926465

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	31382	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		31382

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3395891	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3395891

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

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		564308
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		16338456
c Other income	2c		443
d Total income. Add all income amounts in column (b) and enter total	2d		25256945

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13696105	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		13696105
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		139376
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	315581	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		315581
j Total expenses. Add all expense amounts in column (b) and enter total	2j		14151062

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11105883
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		383685

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, & CO., 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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.)

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.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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)
ICON CLINICAL RESEARCH, INC. 401(K) PLAN	23-2689156	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>CROSS COUNTRY HEALTHCARE, INC. 401(K) 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): <u>20-3691658</u>		
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 (include any prior year accumulated funding deficiency not waived).....	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 or other authority 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
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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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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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.
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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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

CROSS COUNTRY HEALTHCARE, INC. 401(K) PLAN

FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

GLADSTONE & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS

CROSS COUNTRY HEALTHCARE, INC. 401(K) PLAN

FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

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GLADSTONE & COMPANY

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

INDEPENDENT AUDITOR'S REPORT

We were engaged to audit the accompanying financial statements of Cross Country Healthcare, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis of Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 Fifth Third Bank, 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 years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

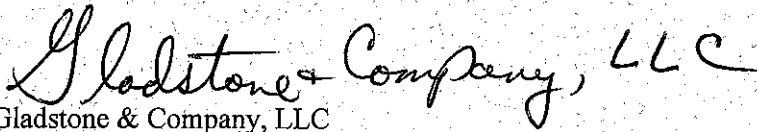
To the Participants and Administrator
Cross Country Healthcare, Inc. 401(k) Plan

Other Matter

The supplemental schedule of Schedule of Assets (Held at End of Year), is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, 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 & Company, LLC
Certified Public Accountants
Sunrise, Florida
September 19, 2014

CROSS COUNTRY HEALTHCARE, INC. 401 (k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	December 31,	
	2013	2012
ASSETS:		
Investments:		
Interest in Common/Collective Trusts	\$ 11,806,185	\$ 13,578,114
Registered Investment Companies, at Fair Value	<u>93,530,779</u>	<u>81,028,734</u>
Total Investments	<u>105,336,964</u>	<u>94,606,848</u>
Contribution Receivable - Employees	251,709	339,578
Contribution Receivable - Employers	<u>39,316</u>	<u>48,463</u>
Total Contributions Receivable	291,025	388,041
Loans to Participants	<u>916,051</u>	<u>923,969</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 106,544,040</u>	<u>\$ 95,918,858</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, 2013 and 2012

	December 31,	
	2013	2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME:		
Interest and Dividends	\$ 3,427,273	\$ 2,373,463
Net Appreciation In Fair Value of Investments	16,338,456	8,523,969
Net Investment Gain from Common/Collective Trusts	564,308	634,599
Other Income	<u>443</u>	<u>54,106</u>
Total Investment Income	<u>20,330,480</u>	<u>11,586,137</u>
CONTRIBUTIONS:		
Employer's	610,169	678,033
Participants'	4,058,335	4,922,317
Others (Including Rollovers)	<u>160,945</u>	<u>361,293</u>
Total Contributions	<u>4,829,449</u>	<u>5,961,643</u>
Total Additions	<u>25,159,929</u>	<u>17,547,780</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants	13,696,105	7,630,639
Deemed Distributions of Participant Loans	139,376	100,920
Administrative Expenses	<u>315,581</u>	<u>337,511</u>
Total Deductions	<u>14,151,062</u>	<u>8,069,070</u>
Net Increase	11,008,867	9,478,710
NET ASSETS AVAILABLE FOR BENEFITS:		
Balance at Beginning of Year	95,918,858	83,840,719
Net Assets Transferred To (From) Plan	<u>(383,685)</u>	<u>2,599,429</u>
End of Year	<u>\$ 106,544,040</u>	<u>\$ 95,918,858</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, 2013 and 2012

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, Fifth Third Bank. Fifth Third Bank maintains the contributions in an unallocated general account and a number common/collective trust accounts. Contributions not designated by participants are credited to the target retirement fund.

Upon retirement, participants have the option to (1) receive a lump sum benefit; or (2) 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 fifty (50%) 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' non-vested accounts, used to reduce Company contributions. 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.

(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.

CROSS COUNTRY HEALTHCARE INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2013 and 2012

NOTE A - DESCRIPTION OF PLAN (Continued)

(6) Forfeited Accounts

At December 31, 2013 and 2012, forfeited non-vested accounts totaled \$72,508 and \$59,729, respectively. These accounts will be used to reduce future employer contributions. During the year ended December 31, 2013, employer contributions were reduced by \$12,020 from forfeited non-vested 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.

(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 to 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 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.

CROSS COUNTRY HEALTHCARE INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2013 and 2012

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

(6) Funding Policy

The Company makes annual contributions to the Plan at the discretion of the Company's Board of Directors. The Company contributed \$610,169 and \$678,033 to the plan for the years ended December 31, 2013 and 2012, 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) Administrative Expenses

Certain administrative expenses were paid by the Plan, as permitted by the Plan document. All other administrative expenses were paid by the Company.

NOTE C - INVESTMENTS

The Plan has a trustee who is responsible for the overall functions of the Plan. Fifth Third Bank has been appointed the Trustee of the Plan. The Trustee maintains all records of investment 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 custodian as being complete and accurate.

Upon enrollment in the Plan, a participant may direct its voluntary contributions into any of several investment options including guaranteed interest accounts and registered investment companies. Participants may change their investment options at their discretion. The employer's contribution is made in accordance with the employee's investment allocation percentages. If investment options have not been selected, then the contribution will be credited to the target retirement fund.

CROSS COUNTRY HEALTHCARE INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2013 and 2012

NOTE C – INVESTMENTS (Continued)

The following table provides details of investments at December 31,

<u>2013</u>		<u>2012</u>	
T. ROWE PRICE RETIREMENT INCOME FUND R	521,835	T. ROWE PRICE RETIREMENT INCOME FUND R	655,899
T. ROWE PRICE RETIREMENT 2015 FUND R	1,874,357	T. ROWE PRICE RETIREMENT 2015 FUND R	1,749,497
T. ROWE PRICE RETIREMENT 2025 FUND R	3,567,459	T. ROWE PRICE RETIREMENT 2025 FUND R	2,985,845
T. ROWE PRICE RETIREMENT 2035 FUND R	5,583,070	T. ROWE PRICE RETIREMENT 2035 FUND R	4,530,109
T. ROWE PRICE RETIREMENT 2045 FUND R	2,286,890	T. ROWE PRICE RETIREMENT 2045 FUND R	2,120,981
T. ROWE PRICE RETIREMENT 2055 FUND R	210,384	T. ROWE PRICE RETIREMENT 2055 FUND R	134,708
AMERICAN FUNDS EUROPACIFIC GROWTH FUND R3	3,343,763	AMERICAN FUNDS EUROPACIFIC GROWTH FUND R3	2,873,023
LAZARD EMERGING MARKETS OPEN	514,864	LAZARD EMERGING MARKETS OPEN	602,371
OPPENHEIMER GLOBAL FUND A	9,572,386	OPPENHEIMER GLOBAL FUND A	8,267,225
T. ROWE PRICE REAL ESTATE FUND	600,642	T. ROWE PRICE REAL ESTATE FUND	516,082
COLUMBIA SMALLCAP INDEX FUND - A	8,463,683	COLUMBIA SMALLCAP INDEX FUND - A	6,522,858
JPMORGAN SMALL CAP GROWTH FUND A	1,395,067	JPMORGAN SMALL CAP GROWTH FUND A	957,951
PERKINS SMALL CAP VALUE A	629,939	PERKINS SMALL CAP VALUE A	556,103
COLUMBIA ACORN FUND - A	5,955,873	COLUMBIA ACORN FUND - A	5,243,328
COLUMBIA MID CAP INDEX A	1,514,775	COLUMBIA MID CAP INDEX A	1,099,519
T. ROWE PRICE MID CAP VALUE - ADV	1,325,325	T. ROWE PRICE MID CAP VALUE - ADV	969,881
COLUMBIA LARGE CAP INDEX Z	3,862,699	COLUMBIA LARGE CAP INDEX Z	3,174,113
FMI LARGE CAP	11,009,337	FMI LARGE CAP	9,059,393
HARBOR CAPITAL APPRECIATION ADM	10,606,810	HARBOR CAPITAL APPRECIATION ADM	8,457,670
INVESCO VAN KAMPEN GROWTH AND INC	4,460,326	INVESCO VAN KAMPEN GROWTH AND INC	3,894,236
AMERICAN FUNDS AMERICAN BALANCED FU	9,093,058	AMERICAN FUNDS AMERICAN BALANCED FU	8,666,451
PIMCO REAL RETURN FUND - A	650,862	PIMCO REAL RETURN FUND - A	739,622
PIMCO TOTAL RETURN - A	6,434,346	PIMCO TOTAL RETURN - A	7,230,911
PUTNAM STABLE VALUE FUND	11,786,706	PUTNAM STABLE VALUE FUND	13,539,343
FIFTH THIRD INSTITUTIONAL MONEY MARKET	<u>72,508</u>	FIFTH THIRD INSTITUTIONAL MONEY MARKET	<u>59,729</u>
TOTALS	<u>\$105,336,964</u>	TOTALS	<u>\$94,606,848</u>

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, 2013 and 2012, loans to participants amounted to \$916,051 and \$923,969 respectively, and bear interest at a rate of approximately 4.25% to 10.00% per annum. The loans are secured by the participant's vested account balance in the Plan.

CROSS COUNTRY HEALTHCARE INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2013 and 2012

NOTE E - FAIR VALUE MEASUREMENTS

FASB ASC No. 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted process in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC No. 820 are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following table set financial assets measures at fair value in the Statement of Net Assets Available for Plan Benefits and the respective levels to which the fair value measurements are classified within the fair value hierarchy as of December 31, 2013:

The assets or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

2013

Investment Category	Total as of December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Registered Investment Companies	\$ 93,530,779	\$ 93,530,779	\$ -	\$ -
Common/Collective Trusts	11,806,185	-	11,806,185	-
Participant Loans	916,051	-	-	916,051
	<u>\$ 106,253,015</u>	<u>\$ 93,530,779</u>	<u>\$ 11,806,185</u>	<u>\$ 916,051</u>

The table below sets forth a summary of the change in the fair value of the Plan's level 3 investment assets for the year ended December 31, 2013

	Total	Participant Loans
Beginning Balance	\$ 923,969	\$ 923,969
Total gains or losses (realized and unrealized)	-	-
Interest credited	31,382	31,382
Purchases, issuances and settlements (net)	(39,300)	(39,300)
Ending Balances	<u>\$ 916,051</u>	<u>\$ 916,051</u>

CROSS COUNTRY HEALTHCARE INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2013 and 2012

NOTE E - FAIR VALUE MEASUREMENTS (Continued)

2012

Investment Category	Total as of December 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Registered Investment Companies	\$ 81,028,734	\$ 81,028,734	\$ -	\$ -
Common/Collective Trusts	13,578,114	-	13,578,114	-
Participant Loans	923,969	-	-	923,969
	<u>\$ 95,530,817</u>	<u>\$ 81,028,734</u>	<u>\$ 13,578,114</u>	<u>\$ 923,969</u>

The table below sets forth a summary of the change in the fair value of the Plan's level 3 investment assets for the year ended December 31, 2012

	Total	Participant Loans
Beginning Balance	\$ 927,916	\$ 927,916
Total gains or losses (realized and unrealized)	-	-
Interest credited	32,040	32,040
Purchases, issuances and settlements (net)	(35,987)	(35,987)
Ending Balances	<u>\$ 923,969</u>	<u>\$ 923,969</u>

NOTE F - PARTY IN INTEREST TRANSACTIONS

For the year ended December 31, 2013 some of the Plan's funds were in investments managed by Fifth Third Institutional Services. Fifth Third Institutional Services was the custodian of the Plan for the year then ended; therefore, these transactions qualify as party-in-interest transactions.

NOTE G - DATE OF MANAGEMENT REVIEW

Plan management have evaluated material events and transactions that have occurred after the balance sheet date and concluded that no subsequent events have occurred through the date the financial statements were issued, that require adjustment to or disclosure in these financial statements.

NOTE H - 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, 2013 and 2012 to Schedule H of Form 5500:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 106,544,040	\$ 95,918,858
Contributions Receivable	(291,025)	(388,041)
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 106,253,015</u>	<u>\$ 95,530,817</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, 2013 and 2012

(a) PARTY-IN INTEREST	(b) IDENTITY OF ISSUER, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT	(d) COST	(e) CURRENT VALUE
<u>2013</u>				
	T. ROWE PRICE RETIREMENT INCOME FUND R	Mutual Fund	472,797	521,835
	T. ROWE PRICE RETIREMENT 2015 FUND R	Mutual Fund	1,519,427	1,874,357
	T. ROWE PRICE RETIREMENT 2025 FUND R	Mutual Fund	2,760,129	3,567,459
	T. ROWE PRICE RETIREMENT 2035 FUND R	Mutual Fund	4,112,934 ^	5,583,070
	T. ROWE PRICE RETIREMENT 2045 FUND R	Mutual Fund	1,658,724	2,286,890
	T. ROWE PRICE RETIREMENT 2055 FUND R	Mutual Fund	175,760	210,384
	AMERICAN FUNDS EUROPACIFIC GROWTH FUND R3	Mutual Fund	2,655,742	3,343,763
	LAZARD EMERGING MARKETS OPEN	Mutual Fund	536,370	514,864
	OPPENHEIMER GLOBAL FUND A	Mutual Fund	6,932,907 ^	9,572,386
	T. ROWE PRICE REAL ESTATE FUND	Mutual Fund	563,813	600,642
	COLUMBIA SMALLCAP INDEX FUND - A	Mutual Fund	5,806,915 ^	8,463,683
	JPMORGAN SMALL CAP GROWTH FUND A	Mutual Fund	1,078,749	1,395,067
	PERKINS SMALL CAP VALUE A	Mutual Fund	553,251	629,939
	COLUMBIA ACORN FUND - A	Mutual Fund	4,480,986 ^	5,955,873
	COLUMBIA MID CAP INDEX A	Mutual Fund	1,191,854	1,514,775
	T. ROWE PRICE MID CAP VALUE - ADV	Mutual Fund	1,038,429	1,325,325
	COLUMBIA LARGE CAP INDEX Z	Mutual Fund	2,945,965	3,862,699
	FMI LARGE CAP	Mutual Fund	9,103,334 ^	11,009,337
	HARBOR CAPITAL APPRECIATION ADM	Mutual Fund	7,925,129 ^	10,606,810
	INVESCO VAN KAMPEN GROWTH AND INC	Mutual Fund	3,080,918	4,460,326
	AMERICAN FUNDS AMERICAN BALANCED FU	Mutual Fund	6,494,433 ^	9,093,058
	PIMCO REAL RETURN FUND - A	Mutual Fund	718,928	650,862
	PIMCO TOTAL RETURN - A	Mutual Fund	6,774,489 ^	6,434,346
	PUTNAM STABLE VALUE FUND	Mutual Fund	11,786,705 ^	11,786,706
	FIFTH THIRD INSTITUTIONAL MONEY MARKET	Money Market	72,508	72,508
	PARTICIPANT LOANS	Rates 4.25% to 10.00%	-	916,051
	TOTAL		<u>\$84,441,196</u>	<u>\$106,253,015</u>
<u>2012</u>				
	T. ROWE PRICE RETIREMENT INCOME FUND R	Mutual Fund	619,425	655,899
	T. ROWE PRICE RETIREMENT 2015 FUND R	Mutual Fund	1,545,131	1,749,497
	T. ROWE PRICE RETIREMENT 2025 FUND R	Mutual Fund	2,596,035	2,985,845
	T. ROWE PRICE RETIREMENT 2035 FUND R	Mutual Fund	3,878,406	4,530,109
	T. ROWE PRICE RETIREMENT 2045 FUND R	Mutual Fund	1,807,981	2,120,981
	T. ROWE PRICE RETIREMENT 2055 FUND R	Mutual Fund	125,030	134,708
	AMERICAN FUNDS EUROPACIFIC GROWTH FUND R3	Mutual Fund	2,663,863	2,873,023
	LAZARD EMERGING MARKETS OPEN	Mutual Fund	601,809	602,371
	OPPENHEIMER GLOBAL FUND A	Mutual Fund	7,095,636 ^	8,267,225
	T. ROWE PRICE REAL ESTATE FUND	Mutual Fund	471,423	516,082
	COLUMBIA SMALLCAP INDEX FUND - A	Mutual Fund	5,668,876 ^	6,522,858
	JPMORGAN SMALL CAP GROWTH FUND A	Mutual Fund	897,609	957,951
	PERKINS SMALL CAP VALUE A	Mutual Fund	586,064	556,103
	COLUMBIA ACORN FUND - A	Mutual Fund	4,657,431 ^	5,243,328
	COLUMBIA MID CAP INDEX A	Mutual Fund	1,032,286	1,099,519
	T. ROWE PRICE MID CAP VALUE - ADV	Mutual Fund	893,349	969,881
	COLUMBIA LARGE CAP INDEX Z	Mutual Fund	3,070,704	3,174,113
	FMI LARGE CAP	Mutual Fund	8,943,501 ^	9,059,393
	HARBOR CAPITAL APPRECIATION ADM	Mutual Fund	8,191,038 ^	8,457,670
	INVESCO VAN KAMPEN GROWTH AND INC	Mutual Fund	3,309,414	3,894,236
	AMERICAN FUNDS AMERICAN BALANCED FU	Mutual Fund	7,237,426 ^	8,666,451
	PIMCO REAL RETURN FUND - A	Mutual Fund	736,357	739,622
	PIMCO TOTAL RETURN - A	Mutual Fund	7,266,759 ^	7,230,911
	PUTNAM STABLE VALUE FUND	Mutual Fund	13,539,343 ^	13,539,343
	FIFTH THIRD INSTITUTIONAL MONEY MARKET	Money Market	59,729	59,729
	PARTICIPANT LOANS	Rates 4.25% to 10.00%	-	923,969
	TOTAL		<u>\$87,494,625</u>	<u>\$95,530,817</u>

^ Investments represents 5% or more of total net assets

* Known to be a party-in-interest to the plan

ASSETS HELD FOR INVESTMENT PURPOSES

The Cross Country Healthcare, Inc. 401(k) Plan
01-JAN-13 to 31-DEC-13

16-JAN-14 07:01:06

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
IRRTIX			472,796.75	521,835.32
IRRTMX			1,519,427.47	1,874,357.11
IRRTNX			2,760,128.57	3,567,459.26
IRRTPX			4,112,933.50	5,583,070.10
IRRTRX			1,658,723.61	2,286,889.94
IRRTVX			175,759.86	210,383.79
IRERCX			2,655,741.74	3,343,763.01
ILZOEX			536,370.39	514,863.88
IOP-GLB			6,932,907.45	9,572,386.39
ITRREX			563,812.72	600,642.00
INMSAX			5,806,915.08	8,463,683.45
IPGSGX			1,078,748.92	1,395,067.17
IJDSAX			553,250.91	629,939.37
ILACAX			4,480,985.73	5,955,873.47
INTIAX			1,191,853.98	1,514,774.78
ITAMVX			1,038,429.44	1,325,324.86
ININDX			2,945,965.22	3,862,699.04
IFMIHX			9,103,334.41	11,009,336.13
IHRCAX			7,925,129.08	10,606,808.53
IACGLX			3,080,917.58	4,460,326.05
IRLBCX			6,494,433.14	9,093,058.16
IPRTNX			718,928.27	650,862.10
IPTTAX			6,774,488.70	6,434,346.25
IPCSV25			11,786,705.82	11,786,705.82
			84,368,688.34	105,264,455.98
PARTICIPANT LOANS	VARIOUS	4.250-10.000	909,550.03	916,050.92
FORFEITURES			72,507.78	72,507.78

ASSETS HELD FOR INVESTMENT PURPOSES

The Cross Country Healthcare, Inc. 401(k) Plan
01-JAN-13 to 31-DEC-13

16-JAN-14 07:01:06

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
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LEGEND

INVESTMENT OPTION:

1RRTIX	T. Rowe Price Retirement Income R	1RRTMX	T. Rowe Price Retirement 2015 R
1RRTNX	T. Rowe Price Retirement 2025 R	1RRTPX	T. Rowe Price Retirement 2035 R
1RRTRX	T. Rowe Price Retirement 2045 R	1RRTVX	T. Rowe Price Retirement 2055 R
1RERCX	American Funds EuroPacific Gr R3	1LZOEX	Lazard Emerging Markets Open
1OP-GLB	Oppenheimer Global Fund A	1TRREX	T. Rowe Price Real Estate
1NMSAX	Columbia Small Cap Index A	1PGSGX	J P Morgan Small Cap Growth A
1JDSAX	Perkins Small Cap Value A	1LACAX	Columbia Acorn A
1NTIAX	Columbia Mid Cap Index A	1TAMVX	T. Rowe Price Mid Cap Value - Adv
1NINDX	Columbia Large Cap Index Z	1FMIHX	FMI Large Cap
1HRCAX	Harbor Capital Appreciation Adm	1ACGLX	Invesco Growth & Income R
1RLBCX	American Funds American Balanced R3	1PRTNX	PIMCO Real Return A
1PTTAX	PIMCO Total Return A	1PCSV25	Putnam Stable Value Fund

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year