

11-23-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

101900452

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Cross Country Staffing

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Cross Country Holdings, Inc.

Internal Address: Suite 200

Street Address: 6551 Park of Commerce Blvd.

City: Boca Raton State: FL Zip: 33487

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: June 24, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,491,664; 1,575,404; 1,892,328; 2,109,800; 2,122,225

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jennifer Silver, Esq.

Internal Address: Room 1888

Proskauer Rose LLP

Street Address: 1585 Broadway

City: New York State: NY Zip: 10036-8299

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41) \$ 140.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

16-2500

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jennifer Silver

Name of Person Signing

Signature

November 12, 2001

Date

9

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

11/21/2001 00000025 162500 1491664

01 FC:481

40.00 CH

02 FC:482

100.00 CH

TRADEMARK REEL: 002398 FRAME: 0354

**CROSS COUNTRY STAFFING
ASSET PURCHASE AGREEMENT**

June 24, 1999

0532/22742-001 NYLIB2/628875 v9

**TRADEMARK
REEL: 002398 FRAME: 0355**

**CROSS COUNTRY STAFFING
ASSET PURCHASE AGREEMENT**

CROSS COUNTRY STAFFING ASSET PURCHASE AGREEMENT dated June ___, 1999, by and among W. R. Grace & Co.- Conn., a Connecticut corporation ("Grace"), Cross Country Staffing, a Delaware general partnership ("CCS"), and Cross Country Holdings, Inc., a Delaware corporation ("Buyer").

WITNESSETH:

WHEREAS, CCS is engaged in the business of recruiting and placing temporary health care and other professionals (the "Business");

WHEREAS, a 64% partnership interest in CCS is owned by CCHP, Inc., a Delaware corporation and an indirect subsidiary of Grace ("CCHP"), and a 36% partnership interest in CCS is owned by MRA Staffing Systems, Inc., a Delaware corporation ("MRA"), which will be an indirect wholly-owned subsidiary of Grace prior to the Closing (as defined); and

WHEREAS, CCS desires to sell to Buyer, and Buyer desires to purchase from CCS, substantially all of the tangible and intangible assets and business of CCS, on the terms and conditions and for the consideration provided herein;

NOW THEREFORE, in consideration of the mutual covenants herein contained, the parties hereby agree as follows:

ARTICLE 2

Purchase and Sale


2.01 Sale of Assets; Retained Assets.

(a) On the Closing Date, CCS shall sell, assign, transfer and deliver to Buyer, and Buyer shall purchase, acquire and accept from CCS, all right, title and interest of CCS in and to all of the assets, rights and properties of CCS other than the Retained Assets (collectively, the "Assets"), including, without limitation:


- (i) all of the machinery, furniture, leasehold improvements and fixtures, and all other tangible assets owned by CCS or used in the Business;
- (ii) the contracts and agreements of CCS (other than Other Contracts and contracts which are part of the Retained Assets) (the "Assumed Contracts");
- (iii) all of the Intellectual Property of CCS, including, without limitation, the items set forth on Schedule 5.13(a) and the name "Cross Country Staffing";
- (iv) the books, records and other data relating to the Business;
- (v) all of the accounts receivable of CCS;
- (vi) all deposits and prepaid expenses of CCS as well as CCS's rights under insurance policies covering the Assets or the Business (other than those rights under insurance policies listed on Schedule 5.09(c));
- (vii) the CCS Plans;
- (viii) all right, title and interest of CCS in and to any and all Permits to the extent transferable or assignable;

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date
first above written.

W. R. GRACE & CO.-CONN.

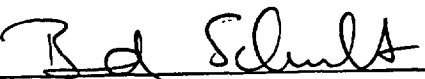
By: 
Name: Bernd A. Schulte
Title: Vice President

CROSS COUNTRY HOLDINGS, INC.

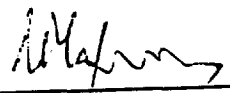
By: 
Name: Thomas C. Dircks
Title: Chairman

CROSS COUNTRY STAFFING

By: CCHP, Inc., its general partner


By: 
Name: Bernd A. Schulte
Title:

By: MRA Staffing Systems, Inc.,
its general partner

By: 
Name: David Lyon
Title: President

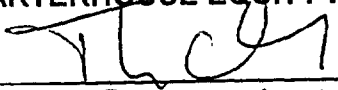
The performance by W. R. Grace & Co.-Conn. and Cross Country Staffing of their respective obligations under the foregoing Asset Purchase Agreement is hereby guaranteed:

W. R. GRACE & CO.

By: 
Name: Bernd A. Schwite
Title: Vice President

The performance by Cross Country Holdings, Inc. of its obligations under the foregoing Asset Purchase Agreement is hereby guaranteed:

CHARTERHOUSE EQUITY PARTNERS III, L.P.
by **CHUSA EQUITY INVESTORS III, L.P.**, its general partner
by **CHARTERHOUSE EQUITY III, INC.**, its general partner

By: 
Name: Thomas C. Dirks
Title: Managing Director

CROSS COUNTRY STAFFING
ASSET SALE AGREEMENT

SCHEDULE 5.13(a)

Intellectual Property

Patents and Patent Applications

None

Servicemarks and servicemark applications – see Attachment 1

Trademarks and trademark applications – ~~see Attachment 2~~ *done*

Copyrights – see Attachment 3

**CROSS COUNTRY STAFFING
ASSET SALE AGREEMENT**

SCHEDULE 5.13(a)

Intellectual Property

Attachment 1

Servicemarks and servicemark applications

See attached sheets

Schedule 5.13(a)
Attachment 1
Service Marks

<u>Description</u>	<u>Filed for</u>	<u>Registration Number</u>	<u>Filing Status</u>
Assignment America	Service Mark	1,604,901	Granted
Cross Country	Service Mark	2,109,800	Granted
Cross Country Healthcare & Design	Service Mark	1,892,328	Granted
Cross Country Healthcare Personnel	Service Mark	1,602,710	Granted
Cross Country Nurses	Service Mark	1,491,664	Granted
Cross Country Staffing	Service Mark	2,122,225	Granted
Cross Country Technologists	Service Mark	1,603,986	Granted
Cross Country Therapists	Service Mark	1,602,709	Granted
Discover the Freedom	Service Mark	2,232,172	Granted
foritalhub.com	Service Mark		Filed
WFA Staffing Systems & Logo	Service Mark	1,735,160	Granted*
Medical Recruiters of America	Service Mark	1,798,090	Granted
WFA	Service Mark	1,666,055	Granted
Full Choice For More Choice	Service Mark	n/a	Applied for
Where Nursing Careers Go Farther	Service Mark	1,763,223	Granted
Where Healthcare Careers Go Farther	Service Mark	1,763,222	Granted
Shift Term to Perm	Service Mark	1,735,184	Granted

design and typography of said logo.